

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Intellitools, Inc.		12/31/2010	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Kurzweil Educational Systems, Inc.
Street Address:	100 Crosby Drive
City:	Bedford
State/Country:	MASSACHUSETTS
Postal Code:	01730-1402
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	3878768	CLASSROOM SUITE
Registration Number:	1941684	CLICKIT!
Registration Number:	1819781	
Registration Number:	1871843	
Registration Number:	1785295	INTELLIKEYS
Registration Number:	1993803	INTELLIPICS
Registration Number:	3124948	INTELLISWITCH
Registration Number:	1838992	INTELLITOOLS
Registration Number:	3026840	INTELLITOOLS
Registration Number:	2345576	OVERLAY MAKER
Registration Number:	2751461	READYMADE

CORRESPONDENCE DATA

900184101

**TRADEMARK
 REEL: 004477 FRAME: 0422**

OP \$290.00 3878768

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Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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Correspondent Name: William S. Strong, Esq.
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ATTORNEY DOCKET NUMBER:	8974.020
NAME OF SUBMITTER:	William S. Strong
Signature:	/William S. Strong/
Date:	02/12/2011

Total Attachments: 5
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Delaware

DEC 31 2010
PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "KURZWEIL EDUCATIONAL SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2010, AT 4:58 O'CLOCK P.M.

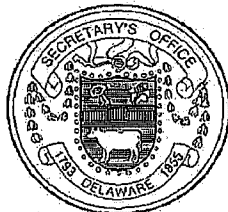
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 11:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

3370285 8100

101252775

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8462814

DATE: 12-30-10

State of Delaware
Secretary of State
Division of Corporations
Received 05:09 PM 12/29/2010
FILED 04:58 PM 12/29/2010
SRV 101245813 - 3370285 FILE

CERTIFICATE OF MERGER

OF

INTELLITOOLS, INC.

INTO

KURZWEIL EDUCATIONAL SYSTEMS, INC.

**(Under Section 252 of the General Corporation Law
of the State of Delaware)**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The constituent business corporations participating in the merger herein certified are:

(i) Intellitools, Inc., which is incorporated under the laws of the State of California; and

(ii) Kurzweil Educational Systems, Inc., which is incorporated under the laws of the State of Delaware.

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Kurzweil Educational Systems, Inc., in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by Intellitools, Inc., in accordance with the laws of the State of its incorporation.

3. The name of the surviving corporation in the merger herein certified is Kurzweil Educational Systems, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of its incorporation.

4. The certificate of incorporation of Kurzweil Educational Systems, Inc., as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of its incorporation and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

DE CERTIFICATE OF MERGER

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5. The executed agreement of merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

Kurzweil Educational Systems, Inc., 100 Crosby Drive, Bedford, MA 01730-1402

6. A copy of the aforesaid agreement of merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Intellitools, Inc. consists of 2,000,000 shares without par value.

8. This certificate of merger and the merger contemplated hereby shall become effective at 11:59 p.m. on December 31, 2010.

DE CERTIFICATE OF MERGER

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IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be signed by its duly authorized officer as of the 28 day of December, 2010.

INTELLITOOLS, INC., a California Corporation

By: *Todd W. Richardt*
Name: *Todd W. Richardt*
Title: *Sr. Vice President*

**KURZWEIL EDUCATIONAL SYSTEMS, INC.,
a Delaware Corporation**

By: *Brad Almond*
Name: *Brad Almond*
Title: *CFO*

DE CERTIFICATE OF MERGER

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I hereby certify that the foregoing
transcript of 4 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

JAN 03 2011

Date: _____ SMS

Debra Bowen
DEBRA BOWEN, Secretary of State

TRADEMARK