

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion With Resulting Change of Name		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Canter and Associates, Inc.		01/25/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Canter and Associates, LLC		
Street Address:	615 S. Dupont Highway		
City:	Dover		
State/Country:	DELAWARE		
Postal Code:	19901-4517		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2154187	CANTER	
Registration Number:	1414525	HOMEWORK WITHOUT TEARS	
Registration Number:	2526291	INCLUDING STUDENTS WITH SPECIAL NEEDS IN THE REGULAR CLASSROOM	
Registration Number:	2541815	INCLUDING STUDENTS WITH SPECIAL NEEDS IN THE REGULAR CLASSROOM	
Registration Number:	2374021	LEARNING DIFFERENCES: EFFECTIVE TEACHING WITH LEARNING STYLES AND MULTIPLE INTELLIGENCES	
Registration Number:	1854915	THE HIGH-PERFORMING TEACHER	
CORRESPONDENCE DATA			
Fax Number:	(202)344-8300		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	2023444000		
Email:	riebowitz@venable.com		
Correspondent Name:	Rebecca Liebowitz		
Address Line 1:	Venable LLP, P.O. Box 34385		

CH \$165.00 2154187

900199337

**TRADEMARK
 REEL: 004601 FRAME: 0646**

Address Line 4: Washington, DISTRICT OF COLUMBIA 20043

ATTORNEY DOCKET NUMBER: 29239-150803

NAME OF SUBMITTER: Rebecca Liebowitz

Signature: /rebecca liebowitz/

Date: 08/10/2011

Total Attachments: 2
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source=inc to llc conversion#page3.tif

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CANTER AND ASSOCIATES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CANTER AND ASSOCIATES, INC." TO "CANTER AND ASSOCIATES, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2007, AT 10:58 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3132291 8100V

070084182



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5383957

DATE: 01-25-07

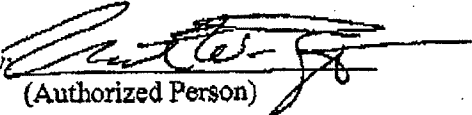
TRADEMARK
REEL: 004601 FRAME: 0648

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:16 AM 01/25/2007
FILED 10:58 AM 01/25/2007
SRV 070084182 - 3132291 FILE

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

1. The jurisdiction where the Corporation first formed is **Delaware**.
2. The jurisdiction immediately prior to filing this Certificate is **Delaware**.
3. The date the corporation first formed is **November 29, 1999**.
4. The name of the Corporation immediately prior to filing this Certificate is **Canter and Associates, Inc.**
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is **Canter and Associates, LLC**.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 25th day of January, A.D. 2007.

By: 
(Authorized Person)

Name: Robert W. Zentz