

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/14/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tranquility Solutions, Inc.		03/18/2010	CORPORATION: INDIANA
RECEIVING PARTY DATA			
Name:	Spectrum K12 School Solutions, Inc.		
Street Address:	901 Dulaney Valley Road, Suite 800		
City:	Towson		
State/Country:	MARYLAND		
Postal Code:	21204		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3026075	CLARITY	
Registration Number:	1945483	TRANQUILITY	
CORRESPONDENCE DATA			
Fax Number:	(503)790-9292		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	5032747280		
Email:	trademarks@harlandfs.com		
Correspondent Name:	Allyson R. Keo		
Address Line 1:	400 SW 6th Ave., Suite 200		
Address Line 4:	Portland, OREGON 97204		
NAME OF SUBMITTER:	Allyson R. Keo		
Signature:	/ak/		
Date:	08/10/2011		

OP \$65.00 3026075

900199423

TRADEMARK
REEL: 004602 FRAME: 0205

Total Attachments: 4

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**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF MERGER

of

SPECTRUM K12 SCHOOL SOLUTIONS, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Certificate of Merger of the above Delaware For-Profit Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

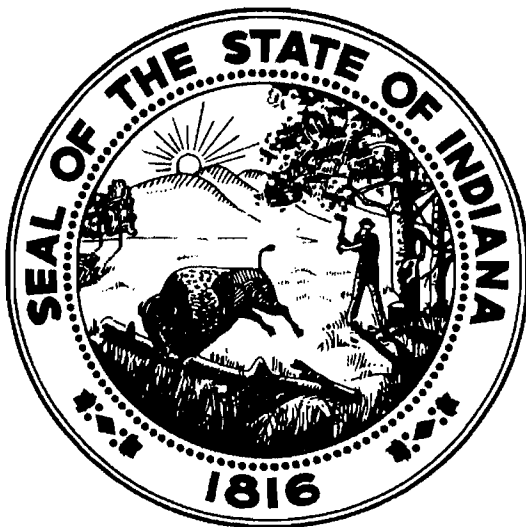
TRANQUILITY SOLUTIONS, INC.

a(n) For-Profit Domestic Corporation

merged with and into the surviving entity:

SPECTRUM K12 SCHOOL SOLUTIONS, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, April 14, 2010.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, April 14, 2010.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

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**TRADEMARK
REEL: 004602 FRAME: 0207**



ARTICLES OF MERGER

State Form 39036 (R7 / 1-03)

Approved by State Board of Accounts, 1995

RECEIVED
 CORPORATION
 10 APR 14 AM 11:19
 TODD ROKITA
 SECRETARY OF STATE
 CORPORATIONS DIVISION
 302 W. Washington Street, Rm. E018
 Indianapolis, IN 46204
 Telephone: (317) 232-6576

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
 Present original and one (1) copy to the address in upper right corner of this form.
 Please TYPE or PRINT.
 Please visit our office on the web at www.sos.in.gov.

ARTICLES OF MERGER / SHARE EXCHANGE
OF
 Tranquility Solutions, Inc.
 (hereinafter "the nonsurviving corporation(s)")

INTO
 Spectrum K12 School Solutions, Inc.
 (hereinafter "the surviving corporation")

APPROVED AND FILED

 IND. SECRETARY OF STATE

ARTICLE I - SURVIVING CORPORATION

SECTION

The name of the corporation surviving the merger is Spectrum K12 School Solutions, Inc.
 and such name has has not (designate which) been changed as a result of the merger.

SECTION

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on _____

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of Delaware and qualified not qualified (designate which) to do business in Indiana.
 If the surviving corporation is qualified to do business in Indiana, state the date of qualification: July 8, 2005
 (If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

ARTICLE II - NONSURVIVING CORPORATION(S)

The name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation <u>Tranquility Solutions, Inc.</u>	
State of Domicile <u>Indiana</u>	Date of Incorporation or qualification in Indiana (if applicable) <u>June 28, 1995</u>
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana (if applicable)
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana (if applicable)

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on _____ 20____ and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2

Vote of shareholders (Select either A or B)

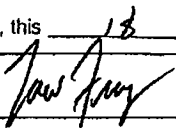
The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

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	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

In Witness Whereof, the undersigned being the Chief Financial Officer of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 13 day of March, 2010.

Signature



Printed name

Todd Frager

10 APR 14 AM 11:19

PLAN OF MERGER

- "1. Spectrum K12 School Solutions, Inc. ("*Parent*"), which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Tranquility Solutions, Inc. ("*Subsidiary*"), which is a business corporation of the State of Indiana and the subsidiary corporation, hereby merges Subsidiary into Parent pursuant to the provisions of the Indiana Business Corporation Law and pursuant to the provisions of the laws of the jurisdiction of organization of Parent.
- "2. The separate existence of Subsidiary shall cease at the effective time and date of the merger pursuant to the provisions of the Indiana Business Corporation Law and Parent shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
- "3. The issued shares of Subsidiary shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
- "4. The Board of Directors and the proper officers of Parent are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

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