

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/31/2010		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	Winwood Children's Center I, L.L.C.		05/31/2010
			<b>Entity Type</b> LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Phoenix Children's Academy, Inc.		
<b>Street Address:</b>	8767 E. Via de Ventura, #240		
<b>City:</b>	Scottsdale		
<b>State/Country:</b>	ARIZONA		
<b>Postal Code:</b>	85258		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
	Registration Number:	2241717	WINWOOD CHILDREN'S CENTER
	Registration Number:	2281800	NURTURING STRENGTHS THAT LAST A LIFETIME
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(617)235-9996		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	617-951-7220		
<b>Email:</b>	ronald.duvernay@ropesgray.com		
<b>Correspondent Name:</b>	Yutian Ling		
<b>Address Line 1:</b>	Prudential Tower, 800 Boylston Street		
<b>Address Line 2:</b>	Ropes & Gray LLP		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02199-3600		
ATTORNEY DOCKET NUMBER:	AGW-106-003		
NAME OF SUBMITTER:	Yutian Ling		

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**900199523**

**TRADEMARK**  
**REEL: 004603 FRAME: 0001**

Signature:	/y ling/
Date:	08/11/2011
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# Delaware

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*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, WHICH MERGES:

"WINWOOD CHILDREN'S CENTER III, LLC", A VIRGINIA LIMITED LIABILITY COMPANY,

"WINWOOD CHILDREN'S CENTER II, LLC", A VIRGINIA LIMITED LIABILITY COMPANY,

"WINWOOD CHILDREN'S CENTER I, L.L.C.", A VIRGINIA LIMITED LIABILITY COMPANY,

"WINWOOD CHILDREN'S CENTER IV, L.L.C.", A VIRGINIA LIMITED LIABILITY COMPANY,

"WINWOOD CHILDREN'S CENTER VI, L.L.C.", A VIRGINIA LIMITED LIABILITY COMPANY,

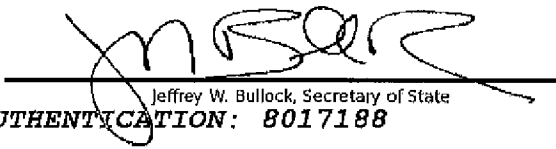
"WINWOOD CHILDREN'S CENTER V, L.L.C.", A VIRGINIA LIMITED LIABILITY COMPANY,

WITH AND INTO "PHOENIX CHILDREN'S ACADEMY, INC." UNDER THE NAME OF "PHOENIX CHILDREN'S ACADEMY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF MAY, A.D. 2010, AT 5:04 O'CLOCK P.M.

2505005 8100M

100570630



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8017188

DATE: 05-25-10

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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# Delaware

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*The First State*

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MAY, A.D. 2010.


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



2505005 8100M

100570630

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8017188

DATE: 05-25-10

TRADEMARK  
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**CERTIFICATE OF MERGER**

**OF**

**WINWOOD CHILDREN'S CENTER I, L.L.C., WINWOOD CHILDREN'S CENTER II, L.L.C., WINWOOD CHILDREN'S CENTER III, L.L.C., WINWOOD CHILDREN'S CENTER IV, L.L.C., WINWOOD CHILDREN'S CENTER V, L.L.C., and WINWOOD CHILDREN'S CENTER VI, L.L.C.,**  
**(each a Virginia limited liability company)**

**Into**

**PHOENIX CHILDREN'S ACADEMY, INC.**  
**(a Delaware corporation)**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

1. The name of the surviving corporation is Phoenix Children's Academy, Inc., a business corporation incorporated in the State of Delaware (the "Company"), and the name of the limited liability companies being merged into this surviving corporation are Winwood Children's Center I, L.L.C., Winwood Children's Center II, L.L.C., Winwood Children's Center III, L.L.C., Winwood Children's Center IV, L.L.C., Winwood Children's Center V, L.L.C., and Winwood Children's Center VI, L.L.C., which are all Virginia limited liability companies.
2. The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.
3. The name of the surviving corporation is Phoenix Children's Academy, Inc.
4. The merger is to become effective on May 31, 2010.
5. The Agreement of Merger is on file at 8767 East Via de Ventura, Suite 240, Scottsdale, Arizona 85258-3302, the place of business of the surviving corporation.
6. A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.
7. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

[REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

**IN WITNESS WHEREOF**, said Company has caused this certificate to be signed by an authorized officer, on this 20<sup>th</sup> day of May, 2010.

**PHOENIX CHILDREN'S ACADEMY, INC.**

By: /s/ Douglas B. MacKay  
Douglas B. MacKay  
President

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RECORDED: 08/11/2011

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