

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Wimba, Inc.		12/27/2010	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Blackboard Collaborate Inc.
<b>Street Address:</b>	650 Massachusetts Avenue, N.W.
<b>Internal Address:</b>	6th Floor
<b>City:</b>	Washington
<b>State/Country:</b>	DISTRICT OF COLUMBIA
<b>Postal Code:</b>	20001
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	3144869	COURSE GENIE
Registration Number:	3531670	PEOPLE TEACH PEOPLE
Registration Number:	3756173	PRONTO

**CORRESPONDENCE DATA**

Fax Number: (202)339-6052  
 Phone: 202-625-3649  
 Email: valerie.purdy-pyeron@kattenlaw.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Correspondent Name: Valerie A. Purdy-Pyeron, Paralegal  
 Address Line 1: 2900 K Street, N.W.  
 Address Line 2: North Tower, Suite 200  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20007-5118

**900203639**

**TRADEMARK  
 REEL: 004634 FRAME: 0803**

**CH \$90.00 3144869**

ATTORNEY DOCKET NUMBER:	330496.00001 WIMBA-COLLAB
NAME OF SUBMITTER:	Valerie A. Purdy-Pyeron, Paralegal
Signature:	/valerie a. purdy-pyeron/
Date:	10/03/2011
<b>Total Attachments: 6</b> source=wimba - blackboard collaborate#page1.tif source=wimba - blackboard collaborate#page2.tif source=wimba - blackboard collaborate#page3.tif source=wimba - blackboard collaborate#page4.tif source=wimba - blackboard collaborate#page5.tif source=wimba - blackboard collaborate#page6.tif	

# 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:

"ELUMINATE USA, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "WIMBA, INC." UNDER THE NAME OF "BLACKBOARD COLLABORATE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2010, AT 11:43 O'CLOCK A.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.

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

2870555 8100M

101248628



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8462744

DATE: 12-30-10

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

TRADEMARK  
REEL: 004634 FRAME: 0805

**CERTIFICATE OF MERGER**

**MERGING**

**Illuminate USA, Inc.**  
**a Delaware corporation**

**WITH AND INTO**

**Wimba, Inc.**  
**a Delaware corporation**

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Pursuant to Sections 103 and 251 of the  
General Corporation Law of the State of Delaware

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Wimba, Inc., a Delaware corporation, does hereby certify as follows:

**FIRST:** The constituent corporations are Wimba, Inc., a Delaware corporation, and Illuminate USA, Inc., a Delaware corporation.

**SECOND:** That an Agreement and Plan of Merger dated December 29, 2010 (the "Merger Agreement") between Wimba, Inc. and Illuminate USA, Inc. has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is Wimba, Inc., which name shall change to Blackboard Collaborate Inc. pursuant with the amendment described in the **FOURTH** paragraph hereof.

**FOURTH:** That the certificate of incorporation of the surviving corporation shall be amended and restated to read in its entirety as set forth on Exhibit A hereto.

**FIFTH:** That the executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 650 Massachusetts Avenue NW, 6th Floor, Washington, D.C. 20001.

**SIXTH:** That a copy of the Merger Agreement will be furnished by the surviving corporation upon request and without cost to any stockholder of any constituent corporation.

**SEVENTH:** That this Certificate of Merger shall be effective with the Secretary of the State of Delaware on December 31, 2010.

IN WITNESS WHEREOF, Wimba, Inc. has caused this Certificate of Merger to be duly  
executed as December 27, 2010.

WIMBA, INC.

By: Matthew Small  
Name: Matthew Small  
Title: President and Secretary

**Exhibit A**

**Amended Certificate of Incorporation**

AMENDED  
CERTIFICATE OF INCORPORATION  
OF  
BLACKBOARD COLLABORATE INC.

**FIRST.** The name of the corporation is Blackboard Collaborate Inc. (the "Corporation").

**SECOND.** The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, New Castle County, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

**THIRD.** The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH.** The total number of shares of stock that the Corporation shall have authority to issue is 5,000 shares of common stock with a par value of One Cent (\$0.01) per share.

**FIFTH.** The Corporation is to have perpetual existence.

**SIXTH.** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

B. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Delaware as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

**SEVENTH.** The Corporation eliminates the personal liability of each member of its Board of Directors to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that, to the extent provided by applicable law, the foregoing shall not eliminate the liability of a director (i) for any breach of such director's duty of

loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code or (iv) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**EIGHTH.** The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.

**NINTH.** Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.