

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Gemini Holdings, Inc.		06/17/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BarBri, Inc.
Street Address:	350 Park Avenue
Internal Address:	c/o Leeds Equity Partners, 23rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1184157	BAR/BRI
Registration Number:	1559778	BAR/BRI DIGEST
Registration Number:	1563843	BAR/BRI DIGEST
Registration Number:	1554642	BAR/BRI
Registration Number:	1658211	LEGALINES
Registration Number:	1700910	BARPASSERS
Registration Number:	2021169	STUDYSMART
Registration Number:	2260223	FL FACTS

CORRESPONDENCE DATA

Fax Number: (212)355-3333
 Phone: 212-813-8800
 Email: NY-TM-Admin@goodwinprocter.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

900204790

**TRADEMARK
 REEL: 004642 FRAME: 0915**

OP \$215.00 1184157

Correspondent Name: GOODWIN PROCTER LLP/Janis Nici
Address Line 1: 620 Eighth Avenue
Address Line 2: rm. 2928
Address Line 4: New York, NEW YORK 10018

ATTORNEY DOCKET NUMBER:	121697206223
NAME OF SUBMITTER:	Janis Nici
Signature:	/janis nici/
Date:	10/17/2011

Total Attachments: 3
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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 AMENDMENT OF "GEMINI HOLDINGS, INC.", CHANGING ITS NAME FROM "GEMINI HOLDINGS, INC." TO "BARBRI, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JUNE, A.D. 2011, AT 4:14 O'CLOCK P.M.

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111085067




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9081881

DATE: 10-10-11

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

TRADEMARK
REEL: 004642 FRAME: 0917

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
GEMINI HOLDINGS, INC.**

GEMINI HOLDINGS, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware on April 13, 2011 (the "Charter").
2. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of the Certificate of Incorporation of the Corporation amends Article First of the Charter to read in its entirety as follows:


"The name of this corporation shall be:

BarBri, Inc."

* * *

The foregoing Certificate of Amendment of the Certificate of Incorporation of the Corporation has been duly adopted by the Corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this certificate of amendment of the Certificate of Incorporation to be executed as of this 17th day of June, 2011.



Jeffrey Leeds, President

[Signature Page to Certificate of Amendment to Charter Gemini Holdings, Inc.]