

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
JEM Acquisition Corp.		09/07/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Digital River Education Services, Inc.
Street Address:	9625 West 76th Street
City:	Eden Prairie
State/Country:	MINNESOTA
Postal Code:	55344
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Serial Number:	75058829	STUDENT SOFTWARE GUIDE
Registration Number:	2078747	JOURNEY EDUCATION MARKETING
Registration Number:	3265936	CREATIVE CAST
Registration Number:	3175396	VERICLICK
Registration Number:	3482121	STUDENTS SAVE. OTHERS DON'T.
Registration Number:	3112059	INVEST IN THE TOOLS OF YOUR FUTURE PROFESSION!
Registration Number:	3734228	JOURNEYED
Registration Number:	2515893	ACADEMIC SUPERSTORE
Registration Number:	3103889	ACADEMIC SUPERSTORE
Registration Number:	2473254	GRADWARE
Registration Number:	2505980	PLUSPOINTS
Serial Number:	75134120	
Registration Number:	2038957	CCV
Registration Number:	2107998	WE PLUG YOU INTO THE WORLD OF LEARNING!

OP \$415.00 75058829

Registration Number:	2284555	
Registration Number:	2200243	EDVIZ

CORRESPONDENCE DATA

Fax Number: (612)233-1317
Phone: 6128501688
Email: fax@noakspa.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: North Oaks Patent Agency
Address Line 1: 45 Island Road
Address Line 4: North Oaks, MINNESOTA 55127

ATTORNEY DOCKET NUMBER:	D33-277-01-US
NAME OF SUBMITTER:	Shawn B Dempster
Signature:	/Shawn B Dempster/
Date:	11/18/2011

Total Attachments: 2
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Delaware

PAGE 1

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 "JEM ACQUISITION CORP.", CHANGING ITS NAME FROM "JEM ACQUISITION CORP." TO "DIGITAL RIVER EDUCATION SERVICES, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF SEPTEMBER, A.D. 2010, AT 3:36 O'CLOCK P.M.

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

4696751 8100

100888455



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8213602

DATE: 09-08-10

TRADEMARK
REEL: 004663 FRAME: 0486

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
JEM ACQUISITION CORP.

JEM Acquisition Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "*Company*"), does hereby certify:

FIRST: That the Board of Directors of the Company, by the unanimous written consent of its members, filed with the minutes of the Board of Directors, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Company:

RESOLVED, that the Certificate of Incorporation of the Company be amended by changing the First Article thereof so that, as amended, the First Article of the Certificate of Incorporation shall be and read as follows:

"ARTICLE I

The name of the corporation is Digital River Education Services, Inc. (the "**Corporation**")."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to such amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

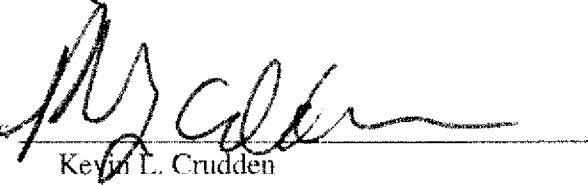
THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on the date of filing with the Delaware Secretary of State.

IN WITNESS WHEREOF, this Certificate of Amendment of the Certificate of Incorporation has been executed by a duly authorized officer of the Company on this 7th day of September, 2010.

JEM ACQUISITION CORP.

By



Kevin L. Crudden
Vice President and Secretary