

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MindNurture, Inc.		02/03/2012	CORPORATION: NORTH CAROLINA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MindNurture, LLC		
<b>Street Address:</b>	7101 Wisconsin Avenue		
<b>City:</b>	Bethesda		
<b>State/Country:</b>	MARYLAND		
<b>Postal Code:</b>	20814		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3046893	MINDNURTURE	
<b>Registration Number:</b>	3282029	LEARNINGGAMES	
<b>Registration Number:</b>	2999145	CRADLE TO CLASSROOM	
<b>Serial Number:</b>	85427398	CRADLE TO CLASSROOM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)533-9099		
<b>Phone:</b>	202-467-8800		
<b>Email:</b>	rwilliams@vorys.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	Vorys, Sater, Seymour and Pease LLP		
<b>Address Line 1:</b>	P.O. Box 2255 -- IPLAW@Vorys		
<b>Address Line 2:</b>	Attn: Richard S. Donnell, Esq.		
<b>Address Line 4:</b>	Columbus, OHIO 92677		
<b>ATTORNEY DOCKET NUMBER:</b>	005252-871/1707/MINDNURTU		

CH \$115.00 3046893

NAME OF SUBMITTER:	Richard S. Donnell
Signature:	/richard s donnell/
Date:	02/23/2012
Total Attachments: 2 source=MindNurture#page1.tif source=MindNurture#page2.tif	

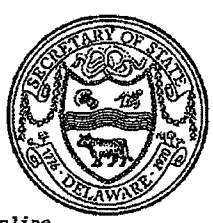
6086

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A NORTH CAROLINA CORPORATION UNDER THE NAME OF "MINDNURTURE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MINDNURTURE, INC." TO "MINDNURTURE, LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF FEBRUARY, A.D. 2012, AT 12:15 O'CLOCK P.M.



5104761 8100V

120121073

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: 9342033

DATE: 02-03-12

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:23 PM 02/03/2012  
FILED 12:15 PM 02/03/2012  
SRV 120121073 - 5104761 FILE

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the corporation was first formed is North Carolina.
- 2.) The jurisdiction immediately prior to filing this Certificate is North Carolina.
- 3.) The date the corporation was first formed is October 7, 2003.
- 4.) The name of the corporation immediately prior to filing this Certificate is MindNurture, Inc.
- 5.) The name of the limited liability company as set forth in the Certificate of Formation is MindNurture, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion  
on the 3<sup>rd</sup> day of February, 2012

  
\_\_\_\_\_  
Diane Dodge, Authorized Person

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