

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM304336

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Unlocking Potential, Inc.		05/01/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	UP Education Network, Inc.		
<b>Street Address:</b>	90 Canal Street		
<b>Internal Address:</b>	Suite 610		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02114		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85000472	UNLOCKING POTENTIAL	
<b>Serial Number:</b>	85000471	UP	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6174827212		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	6174827211		
<b>Email:</b>	jpeabody@kb-law.com		
<b>Correspondent Name:</b>	Julie Peabody, Esq.		
<b>Address Line 1:</b>	600 Atlantic Avenue		
<b>Address Line 2:</b>	Krokidas & Bluestein LLP		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02210		
<b>ATTORNEY DOCKET NUMBER:</b>	2696-7		
<b>NAME OF SUBMITTER:</b>	Julie Peabody		
<b>SIGNATURE:</b>	/julie peabody/		
<b>DATE SIGNED:</b>	05/13/2014		
<b>Total Attachments: 2</b>			
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source=(FINAL) UP Education Network Inc _ Certificate of Amendment filed 5_1_14#page2.tif			

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# Delaware

PAGE 1

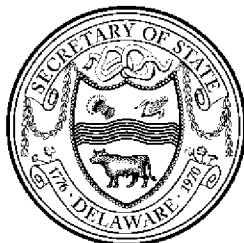
*The First State*

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 "UNLOCKING POTENTIAL, INC.", CHANGING ITS NAME FROM "UNLOCKING POTENTIAL, INC." TO "UP EDUCATION NETWORK, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 2014, AT 2:52 O'CLOCK P.M.


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

4794020 8100

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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: 1339354

DATE: 05-02-14

TRADEMARK  
REEL: 005278 FRAME: 0961

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
UNLOCKING POTENTIAL, INC.**

Unlocking Potential, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation was originally incorporated in the State of Delaware on March 23, 2010 and has no authority to issue capital stock and no members.

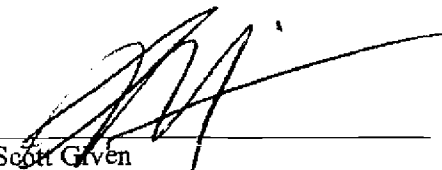
**SECOND:** That, at a meeting of the Board of Directors of the Corporation, resolutions were duly adopted setting forth an amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and in the best interests of the Corporation and directing that said amendment be adopted. The resolution setting forth the amendment is as follows:

***RESOLVED:** that Article First of the Certificate of Incorporation of the Corporation be amended to read as follows:*

*"FIRST: The name of the Corporation is **UP Education Network, Inc.**"*

**THIRD:** That said amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed by Scott Given, its Chief Executive Officer and an authorized officer of the Corporation, this 28<sup>th</sup> day of April, 2014.

  
\_\_\_\_\_  
Scott Given  
Chief Executive Officer