

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM344743

| | | | |
|-----------------------------------|----------------------------------|------------------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Profiles International, Inc. | | 04/30/2014 | CORPORATION: TEXAS |
| RECEIVING PARTY DATA | | | |
| Name: | Profiles International, LLC | | |
| Street Address: | 5205 Lake Shore Drive | | |
| City: | Waco | | |
| State/Country: | TEXAS | | |
| Postal Code: | 76710 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: TEXAS | | |
| PROPERTY NUMBERS Total: 17 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4495356 | QUICKCHECK | |
| Registration Number: | 4022833 | COLLEGE COACH | |
| Registration Number: | 4022338 | GRADUATE COACH | |
| Registration Number: | 4022300 | TRANSITION COACH | |
| Registration Number: | 4136100 | PATHWAY CONNECT | |
| Registration Number: | 4136099 | IDENTITRAIN | |
| Registration Number: | 3607747 | ACADEMIC COACH | |
| Registration Number: | 3522580 | IMAGINE GREAT PEOPLE | |
| Registration Number: | 3886931 | JOBFIT | |
| Registration Number: | 3365187 | PROFILEXT | |
| Registration Number: | 3365185 | PROFILES INTERNATIONAL | |
| Registration Number: | 3728880 | PATHWAY BUILDER | |
| Registration Number: | 3722815 | PATHWAY TRANSITIONS | |
| Registration Number: | 3722814 | PATHWAY INDICATOR | |
| Registration Number: | 3767871 | PATHWAY PLANNER | |
| Registration Number: | 3722813 | PATHWAY READY | |
| Registration Number: | 3365195 | STEP ONE SURVEY II | |
| CORRESPONDENCE DATA | | | |

CH \$440.00 4495356

Fax Number:

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

Phone: 2017485711
Email: trademarks@wiley.com
Correspondent Name: Jessica Rosenthal
Address Line 1: 111 River St
Address Line 4: Hoboken, NEW JERSEY 07030

| | |
|--------------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | PROFILES INC>LLC |
|--------------------------------|------------------|

| | |
|---------------------------|-------------------|
| NAME OF SUBMITTER: | Jessica Rosenthal |
|---------------------------|-------------------|

| | |
|-------------------|------|
| SIGNATURE: | /jr/ |
|-------------------|------|

| | |
|---------------------|------------|
| DATE SIGNED: | 06/16/2015 |
|---------------------|------------|

Total Attachments: 9

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Office of the Secretary of State

May 01, 2014

CT Corporation System
701 Brazos, Ste. 720
Austin, TX 78701 USA

RE: Profiles International LLC
File Number: 801982237

It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

PROFILES INTERNATIONAL, INC.
File Number: 118808200

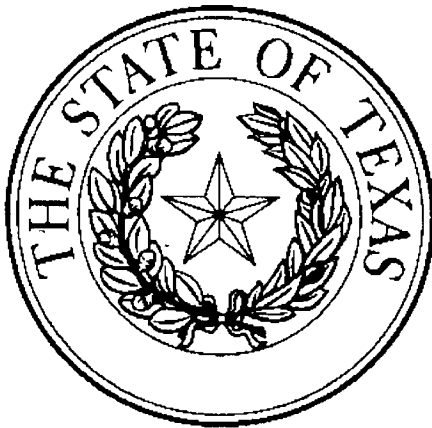
Converting it to

Profiles International LLC
File Number: 801982237

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 04/30/2014

Effective: 04/30/2014



NANDITA BERRY

Nandita Berry
Secretary of State



Office of the Secretary of State

CERTIFICATE OF FILING OF

Profiles International LLC
File Number: 801982237

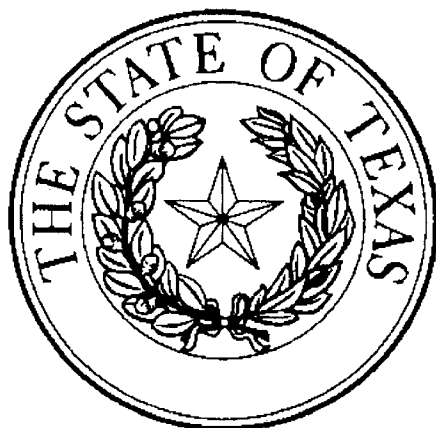
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 04/30/2014

Effective: 04/30/2014



NANDITA BERRY

Nandita Berry
Secretary of State

Form 632
(Revised 05/11)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See instructions



Certificate of Conversion
of a
Corporation Converting
to a
Limited Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
APR 30 2014
Corporations Section

Converting Entity Information

The name of the converting corporation is:
Profiles International, Inc.

The jurisdiction of formation of the corporation is: Texas

The date of formation of the corporation is: 4/4/91

The file number, if any, issued to the corporation by the secretary of state, is: 0118808200

Plan of Conversion—Alternative Statements

The corporation named above is converting to a limited liability company. The name of the limited liability company is:

Profiles International LLC

The limited liability company will be formed under the laws of: Texas

The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

Instead of attaching the plan of conversion, the corporation certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is:

Street or Mailing Address City State Country Zip Code

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

Street or Mailing Address City State Country Zip Code

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Certificate of Formation for the Converted Entity

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C)

- A. This document becomes effective when the document is accepted and filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: April 30, 2014
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

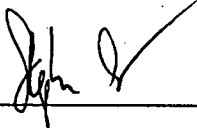
Tax Certificate

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.
- In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 4/28/2014



Stephen M. Smith, President

Signature and title of authorized person on behalf of the converting entity

**PLAN OF CONVERSION OF
PROFILES INTERNATIONAL, INC.
TO
PROFILES INTERNATIONAL LLC**

Whereas, the sole shareholder, Profiles Talent Management Group, LLC, believes that it is in its own best interest to convert Profiles International, Inc. ("Converting Entity") to Profiles International LLC ("Converted Entity"), this Plan of Conversion is entered into on April 21, 2014,

Now, therefore, be it RESOLVE that the Plan shall contain the following provisions and is HEREBY APPROVED by the sole shareholder of the Converting Entity:

- (1) The name of the converting entity Profiles International, Inc.; and
- (2) The name of the converted entity Profiles International LLC; and
- (3) The converting entity is continuing its existence in the organizational form of the converted entity;
and
- (4) The converted entity is a Limited Liability Company organized under the Texas Business Organizations Code; and
- (5) The converting entity is electing to continue its existence in its current jurisdiction of formation after the conversion takes effect.

April 22, 2014



Stephen M. Smith, President, CEO & Director
John Wiley and Sons, Inc., Member

Form 205
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: \$300



Certificate of Formation
Limited Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
APR 30 2014
Corporations Section

Article 1 – Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Profiles International LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2 – Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

C T Corporation System

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

| <i>First Name</i> | <i>M.I.</i> | <i>Last Name</i> | <i>Suffix</i> |
|-------------------|-------------|------------------|---------------|
|-------------------|-------------|------------------|---------------|

C. The business address of the registered agent and the registered office address is:

| | | | |
|--------------------------|-------------|--------------|-----------------|
| 1999 Bryan St. Suite 900 | Dallas | TX | 75201-3136 |
| <i>Street Address</i> | <i>City</i> | <i>State</i> | <i>Zip Code</i> |

Article 3—Governing Authority

(Select and complete either A or B and provide the name and address of each governing person.)

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

GOVERNING PERSON 1

NAME (Enter the name of either an individual or an organization, but not both.)

IF INDIVIDUAL

| <i>First Name</i> | <i>M.I.</i> | <i>Last Name</i> | <i>Suffix</i> |
|-------------------|-------------|------------------|---------------|
|-------------------|-------------|------------------|---------------|

OR

IF ORGANIZATION

Profiles Talent Management Group, LLC / (Sole Member)

Organization Name

ADDRESS

| | | | | |
|----------------------------------|-------------|--------------|----------------|-----------------|
| 5205 Lake Shore Drive | Waco | TX | USA | 76710 |
| <i>Street or Mailing Address</i> | <i>City</i> | <i>State</i> | <i>Country</i> | <i>Zip Code</i> |

| | | | | |
|---|------|-----------|--------|------------------|
| GOVERNING PERSON 2 | | | | |
| NAME (Enter the name of either an individual or an organization, but not both.) | | | | |
| IF INDIVIDUAL | | | | |
| First Name | M.I. | Last Name | Suffix | |
| OR | | | | |
| IF ORGANIZATION | | | | |
| Organization Name | | | | |
| ADDRESS | | | | |
| Street or Mailing Address | | City | State | Country Zip Code |

| | | | | |
|---|------|-----------|--------|------------------|
| GOVERNING PERSON 3 | | | | |
| NAME (Enter the name of either an individual or an organization, but not both.) | | | | |
| IF INDIVIDUAL | | | | |
| First Name | M.I. | Last Name | Suffix | |
| OR | | | | |
| IF ORGANIZATION | | | | |
| Organization Name | | | | |
| ADDRESS | | | | |
| Street or Mailing Address | | City | State | Country Zip Code |

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

| |
|--|
| <p>The company is being formed pursuant to a conversion of Profiles International, Inc., a Corporation formed in Texas on April 4, 1991 and whose principal office address is 5205 Lake Shore Drive, Waco, Texas 76710</p> |
|--|

Organizer

The name and address of the organizer:

John Wiley & Sons, Inc.

Name

111 River Street

Hoboken

NJ 07030

Street or Mailing Address

City

State Zip Code

Effectiveness of Filing (Select either A, B, or C.)

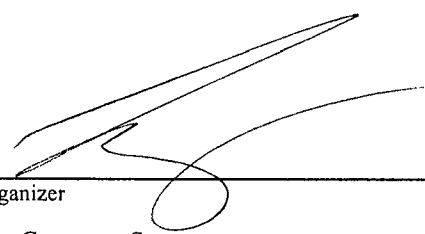
- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: April 30, 2014
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 4/30/14



Signature of organizer

Edward J. May, Corporate Secretary

Printed or typed name of organizer