

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM375320

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Advanced Education Systems, LLC		12/22/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	OnCourse Learning Corporation		
Street Address:	20225 Water Tower Blvd, 4th Floor		
City:	Brookfield		
State/Country:	WISCONSIN		
Postal Code:	53045		
Entity Type:	CORPORATION: WISCONSIN		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2840332	TRAININGPRO	
CORRESPONDENCE DATA			
Fax Number:	2627831211		
<i>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.</i>			
Phone:	262 783-1300		
Email:	rkmiplaw.com		
Correspondent Name:	Ryan Kromholz & Manion, S.C.		
Address Line 1:	Patrick J. Fleis		
Address Line 2:	PO Box 26618		
Address Line 4:	Milwaukee, WISCONSIN 53226-0618		
ATTORNEY DOCKET NUMBER:	2403.22959		
NAME OF SUBMITTER:	Barbara Mueller		
SIGNATURE:	/Barbara Mueller/		
DATE SIGNED:	03/02/2016		
Total Attachments: 3			
source=Articles of Merger#page1.tif			
source=Articles of Merger#page2.tif			

OP \$40.00 2840332

CORPORATE CHARTER APPROVAL SHEET

EXPEDITED SERVICE

** KEEP WITH DOCUMENT **

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) Advanced

Education Systems, LLC
(W06386361)(MD)

Surviving (Transferee) On Course

Learning Corporation
(F15896020)(DE)

FEES REMITTED

Base Fee:	<u>150</u>
Org. & Cap. Fee:	_____
Expedite Fee:	<u>50</u>
Penalty:	_____
State Recordation Tax:	_____
State Transfer Tax:	_____
Certified Copies:	_____
Copy Fee:	_____
Certificates:	_____
Certificate of Status Fee:	_____
Personal Property Filings:	_____
Mail Processing Fee:	_____
Other:	_____

TOTAL FEES: 150

Credit Card _____ Check Cash _____

Documents on _____ Checks

Approved By: 14

Keyed By: _____

COMMENT(S):

L. F. Frazier
December 31, 2015
11:59 p.m.



ID # F15896020 ACK # 1000362008867360
PAGES: 0003
ONCOURSE LEARNING CORPORATION

12/28/2015 AT 11:38 A WO # 0004574249

New Name _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code 045
PLEASE include name on acknowledgement
Attention: S. Wilson

Mail Name and Address
MILES & STOCKBRIDGE PC
100 LIGHT ST
BALTIMORE MD 21202-1036

Stamp Work Order and Customer Number HERE

CUST ID: 0003357671
WORK ORDER: 0004574249
DATE: 12-28-2015 11:38 AM
AMT. PAID: \$150.00

ARTICLES OF MERGER

Pursuant to Sec. 4A-703 of the Maryland Limited Liability Company Act, the undersigned limited liability company submits the following for filing:

1. Advanced Education Systems, LLC, a Maryland limited liability company, agrees to merge into OnCourse Learning Corporation, a Delaware corporation, the surviving entity (collectively the "the Constituent Entities").
2. Advanced Education Systems, LLC is a limited liability company organized under the laws of the State of Maryland.
3. OnCourse Learning Corporation was incorporated under general law on February 20, 2007 under the name of Trainco Holdings Corp. and a Certificate of Amendment was filed on January 27, 2009 to change the name to OnCourse Learning Corporation.
4. The principal address of Advanced Education Systems, LLC is 11350 McCormick Road, Suite 1000, Baltimore County, Hunt Valley, Maryland 21013.
5. The principal address of OnCourse Learning Corporation is N19 W24075 Riverwood Drive, Suite 200, Waukesha, Wisconsin 53188. ✓
6. OnCourse Learning Corporation does not have a principal office located in the State of Maryland.
7. The name and address of the registered agent of OnCourse Learning Corporation is The Corporation Trust Company, 2109 Orange Street, Wilmington, Delaware 19801. ✓
8. Neither party to this merger own an interest in land in the State of Maryland. ✓
9. The terms and conditions of the merger were advised, authorized, and approved by Advanced Education Systems, LLC and OnCourse Learning Corporation in the manner and by the vote required by its Articles of Organization and Certificate of Formation, respectively, and the laws of the state where it was organized and incorporated. The manner of approval was by unanimous written consent of the members of Advanced Education Systems, LLC and by unanimous written consent of the shareholders and Board of Directors of OnCourse Learning Corporation.
10. The total number of shares which OnCourse Learning Corporation has the authority to issue is 30,000 shares of common stock with a par value of \$.01 per share.
11. One hundred percent (100%) of the membership interests of Advanced Education Systems, LLC is owned by OnCourse Learning Corporation.
12. The effective date and time of the Merger shall be December 31, 2015 at 11:59 p.m. EST.

13. The laws of the State of Delaware shall govern OnCourse Learning Corporation as the surviving entity. The Certificate of Incorporation of OnCourse Learning Corporation shall, at the effective time of the Merger, remain in effect, as the Certificate of Incorporation of OnCourse Learning Corporation as the surviving entity, until the same shall be further amended or altered in accordance with the provisions thereof.
14. The Bylaws of OnCourse Learning Corporation at the effective time of the Merger shall be the Bylaws of the OnCourse Learning Corporation as the surviving entity until altered or amended in accordance with the provisions thereof.
15. The Directors and Officers of OnCourse Learning Corporation at the effective time of the Merger shall be and remain the Directors and Officers of the OnCourse Learning Corporation as the surviving entity, and they shall hold their office until their respective successors are duly elected and qualified.
16. The mode of carrying into effect the Merger is as follows:
 - Advanced Education Systems, LLC. Each outstanding unit of membership of Advanced Education Systems, LLC shall be extinguished.
 - Surrender of Certificates. After the effective time of the Merger, each holder of an outstanding certificate or certificates representing membership units of Advanced Education Systems, LLC shall surrender such certificates to the OnCourse Learning Corporation for cancellation.

Dated: December 22, 2015

IN WITNESS WHEREOF, the undersigned officers have executed this Articles of Merger as of the date above, and each of the undersigned officers acknowledges that this Articles of Merger is the corporate and limited liability company act of each of the Constituent Entities, as the case may be, and that, under the penalties for perjury, to the best of his knowledge, information, and belief, the matters set forth herein are true in all material respects.

Advanced Education Systems, LLC

By: OnCourse Learning Corporation,
Sole Member

By: 
Patrick Sheahan, President

OnCourse Learning Corporation

By: 
Patrick Sheahan, President

ATTEST:

OnCourse Learning Corporation

By: 
Matthew Geske, Secretary

CUST ID: 0003357671
WORK ORDER: 0004574249
DATE: 12-28-2015 11:38 AM
AMT. PAID: \$150.00