

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM392723

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Simple Tuition LLC		04/04/2006	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Simple Tuition, Inc.		
<b>Street Address:</b>	268 Summer Street, 5th Floor		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02210		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3235305	SIMPLETUITION	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3053972248		
<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>			
<b>Phone:</b>	561-962-2132		
<b>Email:</b>	kckline@duanemorris.com		
<b>Correspondent Name:</b>	Karen C. Kline		
<b>Address Line 1:</b>	30 South 17 Street		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103		
<b>NAME OF SUBMITTER:</b>	Karen C. Kline		
<b>SIGNATURE:</b>	/Karen C. Kline/		
<b>DATE SIGNED:</b>	07/26/2016		
<b>Total Attachments: 4</b>			
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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:35 PM 04/04/2006  
FILED 08:15 PM 04/04/2006  
SRV 060318778 - 3913462 FILE

**CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO  
A CORPORATION PURSUANT TO SECTION 265  
OF THE DELAWARE GENERAL CORPORATION LAW**

1. The date on which the limited liability company was first formed is January 18, 2005.
2. The name of the limited liability company immediately prior to filing this Certificate is SimpleTuition, LLC.
3. The name of the corporation as set forth in the Certificate of Incorporation filed in accordance with Section 265(b) is SimpleTuition, Inc.
4. The limited liability company is formed under the jurisdiction of the State of Delaware.

THE UNDERSIGNED, does hereby make this certificate, hereby declaring and certifying that it is his free act and deed and the facts herein stated are true, and accordingly he has hereunto set his hand this 4<sup>th</sup> day of April, 2006.

By:   
Kevin R. Walker  
Manager

LIBC/27151102

P. 02

APR-05-05-2006 05:42 AM

**TRADEMARK  
REEL: 005840 FRAME: 0609**

**CERTIFICATE OF INCORPORATION**  
**OF**  
**SIMPLETUITION, INC.**

**FIRST:** The name of this corporation shall be:  
  
SimpleTuition, Inc.

**SECOND:** Its registered office in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801, and its registered agent at such address is: THE CORPORATION TRUST COMPANY.

**THIRD:** The purpose or purposes of the corporation shall be:

To carry on any and all business and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total number of shares of stock which this corporation is authorized to issue is:

8,425,000 shares of \$.001 par value common stock.

**FIFTH:** The name and mailing address of the sole incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Nancy Johnsen	c/o Goodwin   Procter LLP Exchange Place Boston, Massachusetts 02110

**SIXTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the corporation.

**SEVENTH:** Subject to any additional vote required by this Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

**EIGHTH:** Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

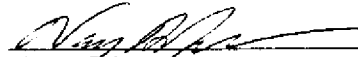
**NINTH:** Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

TENTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware. No amendment, modification or repeal of this Section shall adversely affect the rights and protection afforded to a director of the corporation under this Section for acts or omissions occurring prior to such amendment, modification or repeal.

ELEVENTH: The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Section.

TWELFTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed, and acknowledged this certificate of incorporation this 4<sup>th</sup> day of April 2006.

  
\_\_\_\_\_  
Nancy Johnsen  
Sole Incorporator

LIBC/2714166.1

RECORDED: 07/26/2016

TRADEMARK  
REEL: 005840 FRAME: 0612