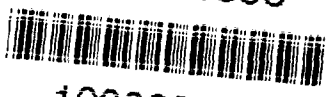


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10-26-1998

FORM PTO-1618A
Expires 06/30/00
OMB 0651-0027



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U.S. Patent & TMOrc/TM Mail Rcpt Dt. #zz

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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9-28-98

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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- Resubmission (Non-Recordation)
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- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

10/26/1998 SBURMS 00000030 230457 75387497

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01 FC:481 40.00 CH
02 FC:482 150.00 CH

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Trademark Application Number(s)

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Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

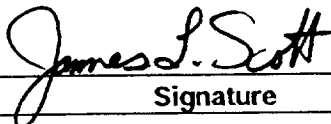
No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

James L. Scott

Name of Person Signing



Signature

April 23, 1998.

Date Signed

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES- CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU		
Date Received		(FOR BUREAU USE ONLY)
OCT 13 1997		FILED OCT 13 1997 Administrator MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU EFFECTIVE DATE:
<p style="text-align: center;">TASHIA L. RIVARD WARNER NORCROSS & JUDD LLP 900 OLD KENT BLDG 111 LYON ST NW GRAND RAPIDS MI 49503-2489</p>		

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Non-Profit Corporations

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: TBSC LEARNING SYSTEMS, INC.												
2. The corporation identification number assigned by the Bureau is:						1	4	3	-	1	3	4
3. The location of the registered office is: 796 Eastridge Drive NE, Grand Rapids, Michigan 49546												
4. Article I of the Articles of Incorporation is hereby amended to read as follows: The name of the corporation is CASH UNIVERSITY, INC.												
5. Article II of the Articles of Incorporation is hereby amended to read as follows: The purpose or purposes for which the corporation is organized is to engage in any activity within the purposes for which corporations may be formed under the Michigan Business Corporation Act, other than for educational purposes as contemplated by Article VIII of the Michigan Constitution of 1963 and other than those purposes for which educational corporations, as defined in Section 450.171 of the Michigan General Corporation Act, are formed.												

6. Article III of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE III

The total number of shares of which the corporation shall have the authority to issue is Two Hundred Thousand Shares (200,000), \$.01 par value per share. Each such share shall be equal to every other such share.

The shares may be subject to shareholders' agreements restricting transfers. These agreements, if any, are on file at the registered office of the corporation and should be consulted before the acquisition or transfer of shares of stock.

7. Article VI of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE VI

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing $\frac{3}{4}$ in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

8. The foregoing amendments to the Articles of Incorporation were duly adopted as of the 30th day of September, 1997. The amendment was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 30th day of September, 1997

By 
Willard S. Stawski II, Its President

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization remitting fees:

**Tashia L. Rivard
Warner Norcross & Judd LLP**

**TASHIA L. RIVARD
WARNER NORCROSS & JUDD LLP
900 OLD KENT BLDG
111 LYON ST NW
GRAND RAPIDS MI 49503-2489**

**Preparer's name and business telephone number:
Tashia L. Rivard
(616) 752-2171**



09-28-1998

J.S. Patent & TMO/c/TM Mail Rcpt Dt. #22

THE UNITED STATES PATENT AND TRADEMARK OFFICE

Examining Attorney : E. Santiago Clarke
Law Office : 107
Applicant : Cash University, Inc.
Serial No. : 75/387,127
Filed : November 10, 1997
For : **TEACH YOUR CHILDREN THE SECRET OF YOUR SUCCESS**

Assistant Commissioner of Trademarks
Box ITU - No Fee
2900 Crystal Drive
Arlington, Virginia 22202-3513

Dear Sir:

Enclosed in conjunction with the above-identified trademark application are the following:

1. Request for Issuance of Registration Certificate in Applicant's New Name
2. Copies of Certificate of Amendment to the Articles of Incorporation and Recordation Form Cover Sheet

The Commissioner is hereby authorized to charge any additional fees or credit any overpayment to Deposit Account No. 23-0457.

Respectfully submitted,

CASH UNIVERSITY, INC.

By: Warner Norcross & Judd LLP

James L. Scott
900 Old Kent Building
111 Lyon Street, N.W.
Grand Rapids, Michigan 49503-2489
(616) 752-2469

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TRADEMARK
REEL: 1803 FRAME: 0220



09-28-1998

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #22

FATES PATENT AND TRADEMARK OFFICE

Examining Attorney : E. Santiago Clarke
Law Office : 107
Applicant : Cash University, Inc.
Serial No. : 75/387,127
Filed : November 10, 1997
For : **TEACH YOUR CHILDREN THE SECRET OF YOUR SUCCESS**

Assistant Commissioner of Trademarks
Box ITU - No Fee
2900 Crystal Drive
Arlington, Virginia 22202-3513

**REQUEST FOR ISSUANCE OF REGISTRATION CERTIFICATE
IN APPLICANT'S NEW NAME**

Applicant CASH UNIVERSITY, INC. changed its name from TBSC LEARNING SYSTEMS, INC. on September 30, 1997 by amendment to its articles of incorporation. Pursuant to Rule 3.85, 37 C.F.R. § 3.85, Applicant hereby requests that the registration be issued in the Applicant's new name.

The Certificate of Amendment to the Articles of Incorporation was filed for recordation with the Patent and Trademark Office, Assignment Division on April 23, 1998. Copies of the Certificate of Amendment to the Articles of Incorporation and the Recordation Form Cover Sheet are enclosed.

Respectfully submitted,

CASH UNIVERSITY, INC.

By: Warner Norcross & Judd LLP

James L. Scott
900 Old Kent Building
111 Lyon Street, N.W.
Grand Rapids, Michigan 49503-2489
(616) 752-2469

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**TRADEMARK
REEL: 1803 FRAME: 0221**



09-28-1998

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #22

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Examining Attorney : E. Santiago Clarke
 Law Office : 107
 Applicant : Cash University, Inc.
 Serial No. : 75/387,127
 Filed : November 10, 1997
 For : **TEACH YOUR CHILDREN THE SECRET OF YOUR SUCCESS**

Assistant Commissioner of Trademarks
 Box ITU - No Fee
 2900 Crystal Drive
 Arlington, Virginia 22202-3513

CERTIFICATE OF MAILING

I hereby certify that the attached Request for Issuance of Registration Certificate in Applicant's New Name and Copies of Certificate of Amendment to the Articles of Incorporation and Recordation Form Cover Sheet are being deposited with the United States Postal Service as first class mail in an envelope addressed to:

Assistant Commissioner of Trademarks
 Box ITU - No Fee
 2900 Crystal Drive
 Arlington, Virginia 22202-3513

on September 23, 1998.

Respectfully submitted,

CASH UNIVERSITY, INC.

By: Warner Norcross & Judd LLP

James L. Scott
 900 Old Kent Building
 111 Lyon Street, N.W.
 Grand Rapids, Michigan 49503-2489
 (616) 752-2469

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