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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

NIC Publishing, Inc.

- Individual(s)
- General Partnership
- Corporation-State DE
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: NIBM, Inc.
 Internal Address: _____
 Street Address: 1209 Orange St.
 City: New Castle State: DE ZIP: 19801

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Merger and Change of Name
- Merger
- Change of Name

Execution Date: Sept. 29, 1998

4. Application number(s) or patent number(s):

A. Trademark Application



10-29-1998

U.S. Patent & TMO/TM Mail Rcpt Dt. #67

Additional numbers attached? Yes No

B. Trademark Registration No. (s)

1360525 (Executive Health Advisory)
1393234 (WORKING PART)
0810557 (ELECTRONIC)

US PATENT & TRADEMARK OFFICE
 RECEIVED
 OCT 2 1998
 1:06 PM
 TRADEMARK FEE PROCESS.

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: MR. GARY A. BRUNETTI
 Internal Address: Arent Fox Kintner Plotkin + Kahn
 Street Address: 1050 Connecticut Ave., NW

City: Washington State: DC ZIP: 20036-5339

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90.00

Enclosed 90E

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

11/20/1998 DNGUYEN 00000342 1260525

01 FC: 481 40.00 OP
 02 FC: 482 50.00 OP

DO NOT USE THIS SPACE

9. 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.

GARY A. BRUNETTI
 Name of Person Signing

B.G. WTLI
 Signature

10/28/98
 Date

Total number of pages including cover sheet, attachments, and document:

4

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NATIONAL INSTITUTE OF BUSINESS MANAGEMENT, INC.", A NEW YORK CORPORATION,

WITH AND INTO "NIC PUBLISHING, INC." UNDER THE NAME OF "NIBM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF OCTOBER, A.D. 1998, AT 12 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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981388480

AUTHENTICATION: 9343460

DATE: 10-07-98

TRADEMARK

REEL: 1817 FRAME: 0124

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
NATIONAL INSTITUTE OF BUSINESS MANAGEMENT, INC.
INTO
NIC PUBLISHING, INC.**

NIC Publishing, Inc., a corporation organized and existing under the laws of the State of Delaware (the **Corporation**), does hereby certify:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are as follows:

Name	State of Incorporation
National Institute of Business Management, Inc.	New York
NIC Publishing, Inc.	Delaware

SECOND: The Corporation owns all of the outstanding shares of capital stock of National Institute of Business Management, Inc.

THIRD: The Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on September 29, 1998, determined to and did merge into itself National Institute of Business Management, Inc.:

1. The Corporation hereby merges into itself its subsidiary corporation, National Institute of Business Management, Inc., a New York corporation, and assumes all of its obligations.

2. The name of the surviving corporation of the merger is "NIC Publishing, Inc."

3. The merger shall be effective upon the date of filing a Certificate of Ownership and Merger with the Secretary of State of Delaware.

4. Upon the consummation of the merger, the name of the Corporation shall be changed to "NIBM, Inc."

Certificate of Ownership and Merger
of
NIC Publishing, Inc.

5. The proper officers of the Corporation hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge National Institute of Business Management, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect the merger.

IN WITNESS WHEREOF, NIC Publishing, Inc., Inc. has caused this Certificate to be signed by its President this 29 day of September, 1998.

NIC Publishing, Inc.

By: 
Allie P. Ash, Jr., President