

MRP 4-22-99

04-29-1999



**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

101023211

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

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

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
10 7 98

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
10 7 98

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)

State/Country

Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

04/28/1999 JSHABAZZ 00000141 75413115

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
25.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1889 FRAME: 0256

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75-413115"/>	<input type="text" value=""/>	<input type="text" value=""/>
<input type="text" value="75-236215"/>	<input type="text" value=""/>	<input type="text" value=""/>
<input type="text" value=""/>	<input type="text" value=""/>	<input type="text" value=""/>

<input type="text" value=""/>	<input type="text" value=""/>	<input type="text" value=""/>
<input type="text" value=""/>	<input type="text" value=""/>	<input type="text" value=""/>
<input type="text" value=""/>	<input type="text" value=""/>	<input type="text" value=""/>

Number of Properties

Enter the total number of properties involved. #

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.

Ned T. Himmelrich

April 21, 1999

Name of Person Signing

Signature

Date Signed

ARTICLES OF MERGER

BETWEEN

LEARNWARE LLC

(a Maryland limited liability company)

AND

LEARNWARE INTERNATIONAL CORPORATION

(a Delaware corporation)

LEARNWARE LLC, a limited liability company duly organized and existing under the laws of the State of Maryland (the "Merging Company") and LEARNWARE INTERNATIONAL CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware (the "Surviving Company"), do hereby certify that:

FIRST: The Merging Company and the Surviving Company agree to merge (the "Merger").

SECOND: The name and place of incorporation of each party to these Articles are Merging Company, a Maryland limited liability company, and Surviving Company, a Delaware corporation. The successor corporation shall be Learnware International Corporation

THIRD: The Merging Company has its principal office in the City of Baltimore, Maryland. The Surviving Company has its registered office in Delaware at Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801; and its principal office in Maryland at The Corporation Trust Incorporated at 300 E. Lombard Street, Baltimore, Maryland 21202; and the Resident Agent of the Surviving Company in Maryland is The Corporation Trust Incorporated located at 300 E. Lombard Street, Baltimore, Maryland 21202.

FOURTH: No interest in land is held by the Merging Company in the States of Maryland or Delaware. No interest in land is held by the Surviving Company in the States of Maryland or Delaware.

FIFTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized, and approved by each party to these Articles in the manner and by the vote required by its charter and the laws of the state of its incorporation. The manner of approval was as follows:

(a) The Board of Directors of the Merging Company, by Unanimous Written Consent, dated as of October 5, 1998, approved and adopted a resolution which declared that the Merger was advisable on substantially the terms and conditions set forth or referred to in the resolution. The Members of the Merging Company were not required to vote on the Merger pursuant to Section 10.7.12 of the Merging Company's Operating Agreement.

(b) The Board of Directors of the Surviving Company, by unanimous written consent dated as of October 5, 1998, approved and adopted a resolution which declared that the

Merger was advisable on substantially the terms and conditions set forth or referred to in the resolution. As of the date that the Directors of the Surviving Company approved the merger, the Surviving Company had not issued any of its capital stock and thus, pursuant to §§ 264 and 251(f) of the Delaware General Corporation Law, a stockholder vote is not required.

SIXTH: No amendment to the charter of the Corporation is to be effected as a part of the Merger.

SEVENTH: The Merging Company is a non-stock corporation. The total number of shares of stock of all classes which the Surviving Company has authority to issue is 6,000,000 as set forth below:

<u>Class of Stock</u>	<u>Par</u>	<u>No. of Shares Authorized</u>	<u>No. of Shares Outstanding</u>	<u>Aggregate Par Value</u>
Common	\$.01	5,000,000	1,000,000	\$50,000
Series A Convertible Preferred	\$.01	1,000,000	0	\$10,000
TOTAL		6,000,000	1,000,000	\$60,000

EIGHTH: The Merger does not increase the number of authorized shares of the Surviving Company's capital stock.

NINTH: The manner and basis of converting or exchanging issued stock of the merging corporations is as follows:

(a) Each issued and outstanding share of common stock of the Surviving Company on the effective date shall continue, without change, to be an issued and outstanding share of common stock of the Surviving Company, and each issued and outstanding share of preferred stock of the Surviving Company on the effective date shall continue, without change, to be an issued and outstanding share of preferred stock of the Surviving Company

(b) Each percentage of membership interest in the Merging Company on the effective date of the Merger shall be converted into 10,000 shares of the Surviving Company's Common Stock and such membership interest in the Merging Company shall be canceled without consideration and shall not represent any further interest in or to either the Surviving Company or the Merging Company.

TENTH: The Merger shall become effective upon both the acceptance of these Articles for recordation by the Maryland State Department of Assessments and Taxation and the acceptance of the Certificate of Merger by the State of Delaware

IN WITNESS WHEREOF, LearnWare LLC and LearnWare International Corporation have caused these presents to be signed in their respective names and on their respective behalves by their respective officers and witnessed by their respective assistant secretaries as of October 7, 1998.

ATTEST:


Peggy Falver, Asst. Secretary

LEARNWARE LLC
(a Maryland limited liability company)

By: 
Clayton A. Ajello, President

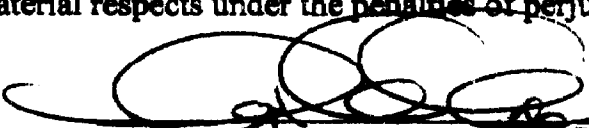
ATTEST:


Peggy Falver, Asst. Secretary


LEARNWARE INTERNATIONAL
CORPORATION
(a Delaware corporation)

By: 
Clayton A. Ajello, President

THE UNDERSIGNED, President of LEARNWARE LLC, who executed on behalf of LearnWare LLC the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of LearnWare LLC the foregoing Articles of Merger to be the corporate act of LearnWare LLC and hereby certifies that to the best of his knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Clayton A. Ajello, President

THE UNDERSIGNED, President of LEARNWARE INTERNATIONAL CORPORATION, who executed on behalf of LearnWare International Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of LearnWare International Corporation the foregoing Articles of Merger to be the corporate act of LearnWare International Corporation and hereby certifies that to the best of his knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Clayton A. Ajello, President

LAW OFFICES
GORDON, FEINBLATT, ROTHMAN, HOFFBERGER & HOLLANDER, LLC
THE GARRETT BUILDING
233 EAST REDWOOD STREET
BALTIMORE, MARYLAND 21202-3332

410-576-4000

Telex 908041 BAL

Fax 410-576-4246

JENNIFER L. DEAN
410-576-4040
jdean@gfrlaw.com

April 22, 1999

VIA EXPRESS MAIL: EL167499529US

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

RE: Recordation of Merger affecting
LEARNWARE, Serial No. 75-236215 and
TELEMENTOR, Serial No. 75-413115
Applicant: Learnware LLC

To the Commissioner:

With this letter, I am enclosing for recording a copy of the Articles of Merger between Learnware LLC and Learnware International Corporation. Also enclosed is a completed Recordation Form Cover Sheet and a check for \$65.00 to cover the fee for the recordation.

Please date stamp the attached copy of this letter and return it to the undersigned in the enclosed self-addressed stamped envelope to indicate receipt of this application.

Please contact the undersigned, or Ned T. Himmelrich at (410) 576-4171 if you have any questions.

Sincerely,



Jennifer L. Dean

cc: Clayton Ajello, DRPH
Ned T. Himmelrich, Esq.

assign.ltr

TRADEMARK
REEL: 1889 FRAME: 0261

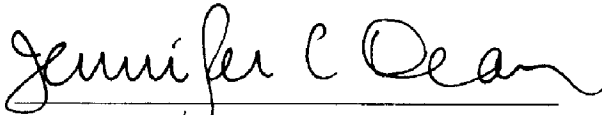
CERTIFICATE OF EXPRESS MAIL

Express Mail mailing label number: EL167499529US

Date of Deposit: April 22, 1999

Recordation of Merger affecting LEARNWARE, Serial No. 75-236215 and
TELEMENTOR, Serial No. 75-413115

I hereby certify that this paper and fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231.


Jennifer L. Dean

assign.ltr