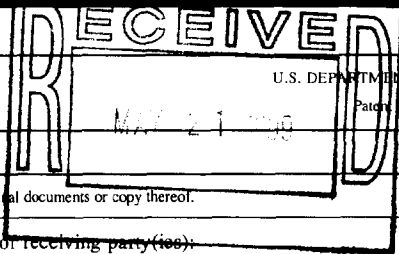


5-21-99

06-10-1999



FORM PTO-1684
1-31-92



101059490

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

1. Name of conveying party(ies):

Professional Pipeline, L.L.C.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State:
 Other: **Virginia Limited Liability Company**

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

2. Name and address of receiving party(ies):

Name: **Interactive Education, LLC**
Street Address: **2501 Monument Avenue**
City: **Richmond** State: **Virginia** Zip: **23220**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership -
 Corporation-State :
 Other: **Virginia Limited Liability Company**

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **August 1, 1998**

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

A. Trademark Application No. (s) **75/455,496**
75/433,275

Additional numbers attached? Yes No

B. Trademark registration No. (s)

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

Name: **Carol J. Anderson, Esquire**
Internal Address: **LeClair Ryan**
Street Address: **707 East Main Street, Eleventh Floor**
City: **Richmond** State: **Virginia** Zip: **23219**

6. Total number of applications and registrations involved **2**

7. Total fee (37 CFR 3.41) **\$ 65.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number

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

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.

Carol J. Anderson
Name of Person Signing
06/10/1999 NTHAI1 00000055 75455496

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Carol J. Anderson
Signature **5/21/99**
Date

Total number of pages comprising cover sheet: **1**

Do not detach this portion
Mail documents to be recorded with required cover sheet information to:

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 001910 FRAME: 0481

ARTICLES OF MERGER

Merging

PROFESSIONAL PIPELINE, L.L.C.
(a Virginia limited liability company)

into

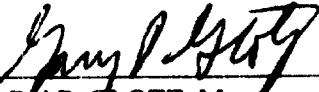
INTERACTIVE EDUCATION, LLC
(a Virginia limited liability company)

1. The Plan of Merger (the "Plan") is attached hereto as Exhibit A.
2. Professional Pipeline, L.L.C., a Virginia limited liability company ("Pipeline"), is merging with and into Interactive Education, LLC, a Virginia limited liability company ("Interactive").
3. The Plan was adopted by the consent of the members of Pipeline pursuant to Section 13.1-1071 of the Virginia Limited Liability Company Act on 7/30, 1998. The Plan was adopted by the consent of the members of Interactive pursuant to Section 13.1-1071 of the Virginia Limited Liability Company Act on 7/30, 1998.
4. These articles shall become effective upon their filing.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the date set forth below on behalf of Pipeline and Interactive, each by its duly authorized representative.

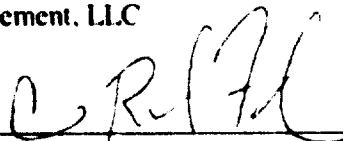
Dated: August 1, 1998

PROFESSIONAL PIPELINE, L.L.C.

By: 
GARY P. GLOTZ, Manager
Date: 7/30/98

INTERACTIVE EDUCATION, LLC

By: F&G Management, LLC
Its: Manager

By: 
C. REID FLINN, Manager
Date: 7/31/98

PLAN OF MERGER
Merging

PROFESSIONAL PIPELINE, L.L.C.
(a Virginia limited liability company)

into

INTERACTIVE EDUCATION, LLC
(a Virginia limited liability company)

THIS PLAN OF MERGER is made and entered into as of this ^{31st} day of ^{July} 1998 by and between Professional Pipeline, L.L.C., a limited liability company organized under the laws of Virginia (the "Merged LLC") and Interactive Education, LLC, a limited liability company organized under the laws of Virginia (the "Surviving LLC").

RECITAL.

Merged LLC and Surviving LLC and their respective Managers and, to the extent required by applicable law, their respective Members, have approved the merger of Merged LLC with and into Surviving LLC by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, Merged LLC and Surviving LLC agree as following:

1. **Merger.** At the Effective Time (as defined below), Merged LLC shall be merged with and into Surviving LLC (the "Merger") in accordance with the provisions of Article 13 of the Virginia Limited Liability Company Act; Merged LLC shall continue in existence as the Surviving LLC; and the separate existence of Merged LLC shall cease.

2. **Effective Time.** Pursuant to Section 13.1-1070 of the Virginia Limited Liability Company Act, the effective time and date of the Merger shall be 12:00 a.m. on August 1, 1998.

3. **Effect of Merger on Outstanding Interests.** The manner of converting or canceling membership interests of Merged LLC and Surviving LLC shall, by virtue of the Merger and without any action on the part of the holders thereof, be as follows:

(a) At the Effective Time, each percentage issued and outstanding Class A membership interest in Merged LLC, shall be converted into a .441 percent membership interest in Surviving LLC;

(b) At the Effective Time, each percentage issued and outstanding Class B membership interest in Merged LLC, shall be converted into a membership

interest in Surviving LLC in accordance with Exhibit 6.1 of the attached Operating Agreement; provided, however, these interests as so converted will be contributed simultaneously to F&G Management, LLC, the manager of Surviving LLC (the "Surviving Manager").

(c) At the Effective Time, each percentage issued and outstanding membership interest in Surviving LLC of the members other than the Surviving Manager shall be converted into a .659 percent membership interest in Surviving LLC; and

(d) At the Effective Time, but before the contributions described in Section 3(b), each percentage issued and outstanding membership interest in Surviving LLC of the Surviving Manager shall be converted into a membership interest in Surviving LLC in accordance with Exhibit 6.1 of the attached Operating Agreement.

4. Articles of Organization and Operating Agreement. The Articles of Organization of Surviving LLC in effect at the Effective time shall continue (until amended or repealed as provided by applicable law) to be the Articles of Organization of the Surviving LLC after the Effective Time. The Operating Agreement attached as Exhibit A shall be the Operating Agreement of Surviving LLC after the Effective Time.

5. Termination or Abandonment. This Plan of Merger may be terminated and the Merger abandoned at any time before the Effective time by either of the Merged LLC or Surviving LLC by action of its Board of Managers/[a majority vote of its members pursuant to Section 13.1-1071 of the Virginia Limited Liability Company Act.]

6. Other Provisions.

(a) This Plan of Merger shall be governed by the laws of the Commonwealth of Virginia.

(b) This Plan of Merger may be executed in any number of counterparts and each such counterpart shall be deemed to be an original, but all of such counterparts together shall constitute one and the same plan.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first written above.

MERGED LLC:

PROFESSIONAL PIPELINE, L.L.C.

By: 
GARY P. GLOTZ, Manager

SURVIVING LLC:

INTERACTIVE EDUCATION, LLC

By: F&G Management, LLC

Its: Manager

By: _____


C. REID FLINN, Manager

TRADEMARK

REEL: 001910 FRAME: 0486

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

August 1, 1998

The State Corporation Commission finds the accompanying articles submitted on behalf of

INTERACTIVE EDUCATION, LLC

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

PROFESSIONAL PIPELINE, L.L.C.

is merged into INTERACTIVE EDUCATION, LLC, which continues to exist under the laws of VIRGINIA with the name INTERACTIVE EDUCATION, LLC. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on August 1, 1998.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20436
98-08-05-4040

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the
Commission:

The foregoing is a true copy of the ARTICLES OF MERGER filed in this office on December 08, 1998 by EXPERIENT TECHNOLOGIES, LLC, a VIRGINIA Limited Liability Company.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: May 18, 1999

Joel H. Beck

Clerk of the Commission

ARTICLES OF MERGER

Merging

PROFESSIONAL PIPELINE, L.L.C.
(a Virginia limited liability company)

into


INTERACTIVE EDUCATION, L.L.C.
(a Virginia limited liability company)

1. The Plan of Merger (the "Plan") is attached hereto as Exhibit A.
2. Professional Pipeline, L.L.C., a Virginia limited liability company ("Pipeline"), is merging with and into Interactive Education, L.L.C., a Virginia limited liability company ("Interactive").
3. The Plan was adopted by the consent of the members of Pipeline pursuant to Section 13.1-1071 of the Virginia Limited Liability Company Act on 7/30, 1998. The Plan was adopted by the consent of the members of Interactive pursuant to Section 13.1-1071 of the Virginia Limited Liability Company Act on 7/30, 1998.
4. These articles shall become effective upon their filing.

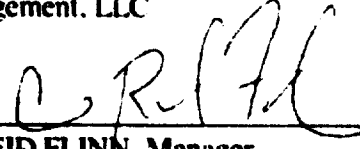
IN WITNESS WHEREOF, these Articles of Merger have been executed as of the date set forth below on behalf of Pipeline and Interactive, each by its duly authorized representative.

Dated: August 1, 1998

PROFESSIONAL PIPELINE, L.L.C.

By: 
GARY P. CLOTZ, Manager
Date: 7/30/98

INTERACTIVE EDUCATION, LLC

By: F&G Management, LLC
Its: Manager
By: 
C. REID FLINN, Manager
Date: 7/30/98

**PLAN OF MERGER
Merging**

**PROFESSIONAL PIPELINE, L.L.C.
(a Virginia limited liability company)**

into

**INTERACTIVE EDUCATION, LLC
(a Virginia limited liability company)**

THIS PLAN OF MERGER is made and entered into as of this ^{31st} day of ~~July~~ July, 1998 by and between Professional Pipeline, L.L.C., a limited liability company organized under the laws of Virginia (the "Merged LLC") and Interactive Education, LLC, a limited liability company organized under the laws of Virginia (the "Surviving LLC").

RECITAL

Merged LLC and Surviving LLC and their respective Managers and, to the extent required by applicable law, their respective Members, have approved the merger of Merged LLC with and into Surviving LLC by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, Merged LLC and Surviving LLC agree as following:

1. **Merger.** At the Effective Time (as defined below), Merged LLC shall be merged with and into Surviving LLC (the "Merger") in accordance with the provisions of Article 13 of the Virginia Limited Liability Company Act; Merged LLC shall continue in existence as the Surviving LLC; and the separate existence of Merged LLC shall cease.

2. **Effective Time.** Pursuant to Section 13.1-1070 of the Virginia Limited Liability Company Act, the effective time and date of the Merger shall be 12:00 a.m. on August 1, 1998.

3. **Effect of Merger on Outstanding Interests.** The manner of converting or canceling membership interests of Merged LLC and Surviving LLC shall, by virtue of the Merger and without any action on the part of the holders thereof, be as follows:

(a) At the Effective Time, each percentage issued and outstanding Class A membership interest in Merged LLC, shall be converted into a .441 percent membership interest in Surviving LLC;

(b) At the Effective Time, each percentage issued and outstanding Class B membership interest in Merged LLC, shall be converted into a membership

interest in Surviving LLC in accordance with Exhibit 6.1 of the attached Operating Agreement; provided, however, these interests as so converted will be contributed simultaneously to F&G Management, LLC, the manager of Surviving LLC (the "Surviving Manager");

(c) At the Effective Time, each percentage issued and outstanding membership interest in Surviving LLC of the members other than the Surviving Manager shall be converted into a .659 percent membership interest in Surviving LLC; and

(d) At the Effective Time, but before the contributions described in Section 3(b), each percentage issued and outstanding membership interest in Surviving LLC of the Surviving Manager shall be converted into a membership interest in Surviving LLC in accordance with Exhibit 6.1 of the attached Operating Agreement.

4. Articles of Organization and Operating Agreement. The Articles of Organization of Surviving LLC in effect at the Effective time shall continue (until amended or repealed as provided by applicable law) to be the Articles of Organization of the Surviving LLC after the Effective Time. The Operating Agreement attached as Exhibit A shall be the Operating Agreement of Surviving LLC after the Effective Time.

5. Termination or Abandonment. This Plan of Merger may be terminated and the Merger abandoned at any time before the Effective time by either of the Merged LLC or Surviving LLC by action of its Board of Managers/[a majority vote of its members pursuant to Section 13.1-1071 of the Virginia Limited Liability Company Act.]

6. Other Provisions.

(a) This Plan of Merger shall be governed by the laws of the Commonwealth of Virginia.

(b) This Plan of Merger may be executed in any number of counterparts and each such counterpart shall be deemed to be an original, but all of such counterparts together shall constitute one and the same plan.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first written above.

MERGED LLC:

PROFESSIONAL PIPELINE, L.L.C.

By: 
GARY P. GLOTZ, Manager

TRADE MARK

SURVIVING LLC:

INTERACTIVE EDUCATION, LLC

By: F&G Management, LLC

Its: Manager

By:


C. REID FLINN, Manager

TRADEMARK

REEL: 001910 FRAME: 0493

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

August 1, 1998

The State Corporation Commission finds the accompanying articles submitted on behalf of

INTERACTIVE EDUCATION, LLC

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

PROFESSIONAL PIPELINE, L.L.C.

is merged into INTERACTIVE EDUCATION, LLC, which continues to exist under the laws of VIRGINIA with the name INTERACTIVE EDUCATION, LLC. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on August 1, 1998.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20436
98-08-05-4040

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the ARTICLES OF MERGER filed in this office on August 01, 1998 by PROFESSIONAL PIPELINE, L.L.C., a VIRGINIA Limited Liability Company.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: May 18, 1999

Joel H. Beck

Clerk of the Commission

CIS20505

RECORDED: 05/21/1999

TRADEMARK
REEL: 001910 FRAME: 0495