

09-15-1999



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filed 9/10/99 RE

To the Honorable Commissioner of Patents and Trademarks. PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPY THEREOF.

1. Name of Conveying Party(ies):
Advanced Learning Technologies, Inc.

Individual(s) Association
 General partnership Limited Partnership
 Corporation—State
 Washington

Other

Additional name(s) of conveying party(ies) attached? YES NO

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

Name: Dentistry Online, Inc.

Internal Address: _____

Street Address: 1201 SE Tech Center Drive
Suite 110

City Vancouver State WA ZIP 98683

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
(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: August 12, 1999

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

A. Trademark Application No.(s)
75/104,598

B. Trademark registration No.(s)

1,952,924
2,127,900

Additional numbers attached? Yes No

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

Name: Richard J. Polley

Klarquist Sparkman Campbell Leigh & Winston, LLP

Internal Address: _____

One World Trade Center, Suite 1600

Street Address: _____

121 S.W. Salmon Street

City Portland State Oregon ZIP 97024-2988

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):... \$120.00

Enclosed
 Any deficiency/overpayment is authorized to be charged to deposit account

8. Deposit account number: 02-4550

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and an attached copy is a true copy of the original document.

Richard J. Polley

Name of Person Signing

Richard J. Polley
Signature

September 7, 1999
Date

Total number of pages including cover sheet, attachments and documents: _____

DO NOT USE THIS SPACE

09/13/1999 11:48:11 00000690 75104598 40.00 DEB 50.00 DEB

01 FC:400
02 FC:400

Regional Ref: 09/13/1999 0000004470

CHECK BY: _____ Total: \$36.00

REEL: 001957 FRAME: 0728

**CERTIFICATE OF MERGER
OF
DENTISTRY ONLINE, INCORPORATED, a Washington corporation
AND
ADVANCED LEARNING TECHNOLOGIES, INC., a Washington corporation
INTO
DENTISTRY ONLINE, INC., a Delaware corporation**

The undersigned corporations do hereby certify, pursuant to Delaware General Corporations Law, Section 252(c) that:

1. The name and state of incorporation of the constituent corporations are as follow:
 - (a) Dentistry Online, Incorporated., a Washington corporation (DO-Washington);
 - (b) Advanced Learning Technologies, a Washington corporation (ALT); and
 - (c) Dentistry Online, Inc., a Delaware corporation (DO-Delaware).
2. A Merger Agreement between the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of Delaware and Section 23B.11.030 of the Washington Business Corporation Act.
3. (a) The number of votes cast for the Merger Agreement by the shareholders of each of DO-Washington and ALT was sufficient for approval of the Merger Agreement.

(b) The Merger Agreement was approved by the Board of Directors of DO-Delaware without any vote of the stockholders of DO-Delaware, and no shares of DO-Delaware were issued prior to the Board of Directors approving the Agreement of Merger.
4. The name of the surviving corporation shall be Dentistry Online, Inc.
5. The Articles of Incorporation of Dentistry Online, Inc., as heretofore amended, shall be the Articles of Incorporation of the surviving corporation, until thereafter amended as provided therein.
6. The executed Merger Agreement is on file at the principal place of business of DO-Delaware:

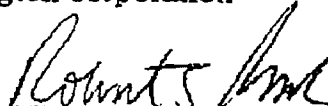
1201 SE Tech Center Drive
Ste 110
Vancouver, WA 98683
7. A copy of the Merger Agreement will be furnished by the Surviving Corporation

on request and without cost to any shareholder of the Constituent Corporations.

8. The authorized capital stock of DO-Washington is 200,000 shares of Common Stock, without par value. The authorized capital stock of ALT is 50,000 shares of Common Stock, without par value.

Dated: August 12th, 1999.

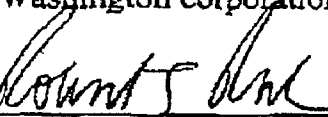
DENTISTRY ONLINE, INCORPORATED, a Washington corporation

By: 
Robert S. Rondeau
President

ATTEST:

By: 
Elizabeth A. Rondeau
Corporate Secretary

ADVANCED LEARNING TECHNOLOGIES, INC., a Washington corporation

By: 
Robert S. Rondeau
President

ATTEST:

By: 
Elizabeth A. Rondeau
Corporate Secretary

DENTISTRY ONLINE, INC., a Delaware corporation

By: 
Robert S. Rondeau
President

ATTEST:

By: 
Elizabeth A. Rondeau
Corporate Secretary


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CERTIFICATE OF SECRETARY

(MERGER APPROVED BY THE BOARD OF DIRECTORS OF
CORPORATION HAVING NO SHAREHOLDERS)

I, Elizabeth A. Rondeau, Secretary of Dentistry Online, Inc., a corporation organized and existing under the laws of the State of Delaware (Surviving Corporation), hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Dentistry Online, Incorporation, a corporation of the State of Washington, and Advanced Learning Technologies, a corporation of the State of Washington, was duly adopted pursuant to subsection (f), Section 251 of Title 8 of the Delaware Code without any vote of the stockholders of the Surviving Corporation; and that no shares of stock of the Surviving Corporation were issued prior to the adoption by the Board of Directors of the surviving resolution approving the Agreement of Merger and that subsection (f) Section 251 of Title 8 of the Delaware Code is applicable; and that the Agreement of Merger was thereby adopted by action of the Board of Directors of said Surviving Corporation and is the duly adopted agreement and act of said corporation.

WITNESS my hand on this 12th day of August, 1999.


Elizabeth A. Rondeau
Secretary

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