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RECORD & TRADEMARK

11-18-1999



101204451

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

1. Name of conveying party(ies):

Video Professor Industries, Inc. NOV 12 1999

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

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

3. Nature of conveyance:

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

Execution Date: September 20, 1995

2. Name and address of receiving party(ies)

Name: Video Professor, Inc.

Internal Address:

Street Address: 1310 Wadsworth Boulevard, Suite 100

City: Lakewood State: CO ZIP: 80215

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Colorado, 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,566,793
1,574,578

Additional numbers attached? Yes No

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

Name: James C. Wray

Internal Address:

Refund Ref: 11/17/1999 DCOATES 0000086737

1493 Chain Bridge Road Suite 300

McLean State: VA ZIP: 22101

11/17/1999 DCOATES 00000051 15564793

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 80.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

02-3704

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

01 FC:481
02 FC:482

40.00 OP
25.00 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.

Julie H. Gamotis
Name of Person Signing

Signature

November 12, 1999
Date

Total number of pages including cover sheet, attachments, and document: 3

CHANGE OF NAME

FILED COPY

ARTICLES OF MERGER
OF
VIDEO PROFESSOR INDUSTRIES, INC.,
a Louisiana Corporation,

WITH AND INTO
VPIS, INC.,
a Colorado Corporation,

951119034 C \$85.00
SECRETARY OF STATE
09-26-95 15:59

Which is changing its name to
VIDEO PROFESSOR, INC.

Pursuant to the provisions of the Colorado Business Corporation Act (the "Colorado Act"), VPIS, Inc., a Colorado Corporation ("Colorado Co.") hereby certifies as follows:

FIRST: Colorado Co. and Video Professor Industries, Inc., a Louisiana Corporation ("Louisiana Co."), have agreed to effect a merger in accordance with the terms and conditions of that certain Agreement and Plan of Merger (the "Merger Agreement") dated September 11, 1995, by and between Colorado Co. and Louisiana Co. attached hereto as **Exhibit A** and incorporated in these Articles of Merger by this reference. Pursuant to the Merger Agreement, Colorado Co. and Louisiana Co. will be merged with Colorado Co. being the surviving corporation (the "Merger").

SECOND: a. The number of shares of stock of Colorado Co. which voted for the Merger Agreement, by each voting group entitled to vote separately on the Merger, was sufficient for approval by that voting group of shareholders of Colorado Co. under the Colorado Act.

b. The number of shares of stock of Louisiana Co. which voted for the Merger Agreement was sufficient for approval by the shareholders of Louisiana Co.

THIRD: The Business Corporation Law of the State of Louisiana ("Louisiana Law"), under which Louisiana Co. is organized, permits such Merger.

FOURTH: a. The Board of Directors of Colorado Co. by resolution adopted by the unanimous written consent of such board on September 11, 1995, approved the Merger Agreement in accordance with the Colorado Act.

b. The board of Directors of Louisiana Co. by resolution, adopted by unanimous written consent of such board on September 11, 1995, approved the Merger Agreement in accordance with Louisiana Law.

FIFTH: The Merger shall become effective upon the later of (i) September 30, 1995, or (ii) the date and time when the Secretaries of State of Colorado and Louisiana shall have accepted the Articles of Merger and Certificate of Merger, respectively, for filing pursuant to the provisions of the Colorado Act and Louisiana Law, respectively.

SIXTH: Upon filing of these Articles of Merger, the Colorado Secretary of State may send a copy of such to the following address:

Bradford J. Lam, Esquire
Caims, Dworkin & Chambers, P.C.
950 South Cherry St., Suite 1502
Denver, CO 80222


IN WITNESS WHEREOF, these Articles of Merger were executed as of this 20th day of September, 1995.

VPIS, INC., a Colorado Corporation

By:


John W. Scherer, President

ATTEST:



Brenda E. Straub, Secretary

VIDEO PROFESSOR INDUSTRIES, INC.,
a Louisiana Corporation

By:


John W. Scherer, President

ATTEST:


Brenda E. Straub, Secretary