

07-31-2000

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

75791494

- 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)

- 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

FOR OFFICE USE ONLY

07/31/2000 NTHA11 00000003 75791494

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

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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: 002110 FRAME: 0989

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)

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.

Vivian Polak, Esq.

6-30-00

Name of Person Signing

Signature

Date Signed

CERTIFICATE OF CONVERSION

LEARNINGACTION LLC

TO

LEARNINGACTION, INC.

**UNDER SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW**

The undersigned does hereby certify as follows:

FIRST: This Certificate of Conversion by LearningAction LLC, a Delaware limited liability company (the "LLC"), as the entity to be converted (the "Conversion") to a Delaware corporation (the "Corporation"), is filed in accordance with Section 265 of the Delaware General Corporation Law ("DGCL"), and in accordance with that certain Agreement and Plan of Conversion entered into by the Members of the LLC.

SECOND: The date on which the LLC was formed is January 21, 1999.

THIRD: The name of the LLC immediately prior to the filing of this Certificate was LearningAction LLC.

FOURTH: The name of the Corporation as set forth in its Certificate of Incorporation filed in accordance with Section 103 of the DGCL is LearningAction, Inc.

[SIGNATURE PAGE FOLLOWS]

Dated: November 24, 1999.

LEARNINGACTION LLC

By: Joshua L. Abramowitz

Name: Joshua L. Abramowitz

Title: Manager

CERTIFICATE OF MAILING BY EXPRESS MAIL

I hereby certify that I deposited this paper with the U.S. Postal Service and that it was addressed for delivery to:

Box Assignments
Commissioner of Patents and Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

by "Express Mail Post Office to Addressee" service.

Date: July 5, 2000 Express Mail Label No.: EI584404399US

Name: Randy Ferguson Signature: 