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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
ED-VANTAGE SOFTWARE, INC.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: ED-VANTAGE SOFTWARE, INC.
Internal Address: 3rd Floor, Styne House
Street Address: Upper Hatch Street
City: Dublin 2 Country: Ireland Zip: _____
 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
(Designations 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: July 26, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/500,477
Additional number(s) attached Yes No

B. Trademark Registration No (s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jennifer Silver, Esq.
Internal Address: Room 1888
Proskauer Rose LLP
Street Address: _____
1585 Broadway
City: New York State: NY Zip: 10036-8299

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41)..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
16-2500
(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.
Jennifer Silver
Name of Person Signing
Signature
December 4, 2001
Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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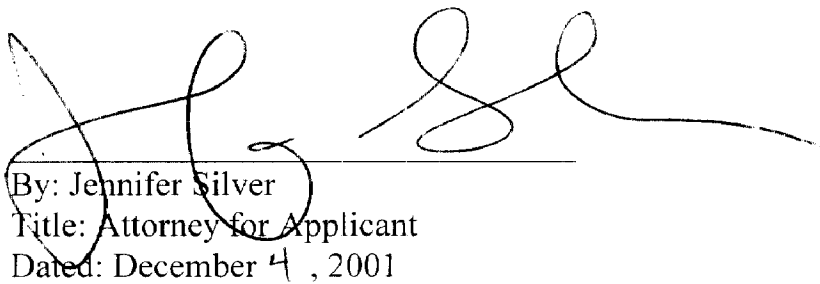
TRADEMARK
REEL: 002407 FRAME: 0090

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Owner's Name: ED-VANTAGE SOFTWARE, INC.

Owner's Address: 3rd Floor
Styne House
Upper Hatch Street
Dublin 2, Ireland

The law firm of Proskauer Rose LLP, having a place of business at 1585 Broadway, New York, New York 10036, is hereby appointed the owner's representative upon whom notice or process in the proceedings affecting the mark may be served.



By: Jennifer Silver
Title: Attorney for Applicant
Dated: December 4, 2001

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ED-VANTAGE SOFTWARE, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "EVS ACQUISITION CORP." UNDER THE NAME OF "ED-VANTAGE SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State 0583976

AUTHENTICATION: 07-26-00

DATE:

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STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 07/26/2000
 001378480 - 3223910

CERTIFICATE OF MERGER
 OF
 ED-VANTAGE SOFTWARE, INC.
 INTO
 EVS ACQUISITION CORP.

Pursuant to Section 252
of the Delaware General Corporation Law

The undersigned corporations DO HEREBY CERTIFY:

FIRST: The name and the state of organization of each of the constituent entities to the merger are as follows:

<u>Name</u>	<u>State of Formation or Organization</u>
EVS Acquisition Corp.	Delaware
Ed-Vantage Software, Inc.	California

SECOND: An Agreement and Plan of Merger, dated as of May 9, 2000 (the "Merger Agreement"), by and among Riverdeep Group plc, EVS Acquisition Corp., Ed-Vantage Software, Inc. and certain shareholders of Ed-Vantage Software, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 252 of the Delaware General Corporation Law.

THIRD: Ed-Vantage Software, Inc. shall be merged with and into EVS Acquisition Corp. and the name of the surviving corporation shall be Ed-Vantage Software, Inc. (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of EVS Acquisition Corp. shall be the Certificate of Incorporation of the Surviving Corporation. Article I of the Certificate of Incorporation of the Surviving Corporation is hereby amended to reflect the

in the name of the Surviving Corporation from EVS Acquisition Corp. to Ed-Vantage Software, Inc.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the Surviving Corporation is Apollo House, 8th Floor, Tara Street, Dublin 2, Ireland.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any constituent entities.

SEVENTH: The authorized capital stock of Ed-Vantage Software, Inc. consists of 12,500,000 shares of common stock, no par value, and 7,500,000 shares of preferred stock, no par value.

EIGHTH: This Certificate of Merger shall be effective upon filing.

IN WITNESS WHEREOF, this Certificate of Merger has been executed
on 26th of July, 2000.

EVS ACQUISITION CORP.

By: *David Merville*
Name: DAVID MERVILLE
Title: Secretary