

09-20-2002



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**TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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.

<p>1. Name of conveying party(ies): <u>LearningElements, Inc.</u> <i>09.16.02</i></p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State (Delaware)  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Plato, Inc.</u> Internal Address: _____ Street Address: <u>10801 Nesbitt Avenue South</u> City: <u>Bloomington</u> State: <u>MN</u> Zip: <u>55437</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment                              <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement                      <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>August 9, 2002</u></p>	<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>76354927; 76382628</u></p> <p>B. Trademark Registration No.(s) _____</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Susan Neuberger Weller</u> Internal Address: <u>Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.</u> _____ Street Address: <u>12010 Sunset Hills Road,</u> <u>Suite 900</u> City: <u>Reston</u> State: <u>VA</u> Zip: <u>20190</u></p>	<p>6. Total number of applications and registrations involved: ..... <span style="border: 1px solid black; padding: 2px;">2</span></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>65.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>50-0311</u> (Attach duplicate copy of this page if paying by deposit account)</p>
<b>DO NOT USE THIS SPACE</b>	
<p>9. Statement and signature. <i>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.</i></p> <p><u>Susan Neuberger Weller</u>                      <i>Susan Neuberger Weller</i>                      <u>September 16, 2002</u> Name of Person Signing                      Signature                      Date</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">5</span></p>	

09/19/2002 TDI/AZI 00000105 76354927

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

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

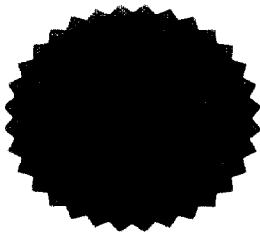
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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:

"LEARNINGELEMENTS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "PLATO, INC." UNDER THE NAME OF "PLATO, INC.",  
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF AUGUST, A.D. 2002, AT 11 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3175997 8100M

AUTHENTICATION: 1979372

020570251

DATE: 09-12-02

TRADEMARK

REEL: 002585 FRAME: 0748

**CERTIFICATE OF MERGER  
OF  
LEARNINGELEMENTS, INC.  
(A DELAWARE CORPORATION)**

**WITH AND INTO**

**PLATO, INC.  
(A DELAWARE CORPORATION)**

Pursuant to § 251 of the Delaware General Corporation Law ("DGCL"), the undersigned, PLATO, Inc. and LearningElements, Inc., hereby certify that:

**FIRST:** The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
PLATO, Inc.	Delaware
LearningElements, Inc.	Delaware

**SECOND:** An Agreement and Plan of Merger by and among LearningElements, Inc., PLATO Learning, Inc., a Delaware corporation, PLATO, Inc., a Delaware corporation and a wholly-owned subsidiary of PLATO Learning, Inc., and certain stockholders of LearningElements, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations, their respective boards of directors and stockholders in accordance with the requirements of § 251 of the DGCL.

**THIRD:** The name of the surviving corporation of the merger is PLATO, Inc., a Delaware corporation (the "Surviving Corporation"), and it shall be governed by the DGCL.

**FOURTH:** The Certificate of Incorporation of PLATO, Inc., as now in effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the DGCL.

**FIFTH:** The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which office is 10801 Nesbitt Avenue South, Bloomington, Minnesota 55437.

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of either constituent corporation.

**SEVENTH:** This Certificate of Merger and the merger provided for herein shall become effective upon the filing of this Certificate of Merger with the State of Delaware.

**TRADEMARK**

**REEL: 002585 FRAME: 0749**

IN WITNESS WHEREOF, each of the undersigned has caused this Certificate of Merger to be signed by a duly authorized officer as of this 9<sup>th</sup> day of August, 2002.

PLATO, Inc.



By: Gregory J. Nelson  
Its: Vice President-Finance and  
Chief Financial Officer

LearningElements, Inc.

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By:  
Its:

IN WITNESS WHEREOF, each of the undersigned has caused this Certificate of Merger to be signed by a duly authorized officer as of this 9<sup>th</sup> day of August, 2002.

PLATO, Inc.

\_\_\_\_\_  
By:  
Its:

LearningElements, Inc.

  
\_\_\_\_\_  
By: Craig Samuels  
Its: CEO