

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/28/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Patent Resources Institute, Inc.		04/04/2006	CORPORATION: DISTRICT OF COLUMBIA

RECEIVING PARTY DATA

Name:	Patent Resources Institute, Inc.
Street Address:	1415 Sachem Place
Internal Address:	Suite 1
City:	Charlottesville
State/Country:	VIRGINIA
Postal Code:	22901
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Registration Number:	3210165	EXAMWARE
Registration Number:	2773708	EXAMWARE
Registration Number:	2890231	PROFESSOR KAYTON'S EXAMWARE
Registration Number:	2036433	PATENT RESOURCES INSTITUTE
Registration Number:	1965354	PRI
Registration Number:	2048616	PATENT RESOURCES INSTITUTE
Serial Number:	78532865	EXAMWARE
Serial Number:	78534502	EXAMWARE
Serial Number:	78533116	EXAMWARE
Serial Number:	78534583	PROFESSOR KAYTON'S EXAMWARE
Serial Number:	78534753	PROFESSOR KAYTON'S EXAMWARE

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Serial Number:	78534722	PROFESSOR KAYTON'S EXAMWARE
Serial Number:	78534598	PROFESSOR KAYTON'S EXAMWARE
Serial Number:	74642092	PRI
Serial Number:	78186597	PTO EXAMWARE
Serial Number:	78186656	PROFESSOR KAYTON'S PTO EXAMWARE
Serial Number:	78186670	USPTO EXAMWARE
Serial Number:	78186808	PROFESSOR KAYTON'S USPTO
Serial Number:	78533120	EXAMWARE
Serial Number:	78532828	EXAMWARE
Serial Number:	78532815	EXAMWARE
Serial Number:	78534644	PROFESSOR KAYTON'S EXAMWARE
Serial Number:	78534573	PROFESSOR KAYTON'S EXAMWARE
Serial Number:	78534561	PROFESSOR KAYTON'S EXAMWARE

CORRESPONDENCE DATA

Fax Number: (434)974-7330
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 434-974-1700
Email: wroszak@patentresources.com
Correspondent Name: PRG-Landon, Attn: Wanda Roszak
Address Line 1: 1415 Sachem Place
Address Line 2: Suite 1
Address Line 4: Charlottesville, VIRGINIA 22901

ATTORNEY DOCKET NUMBER:	ASSIGNMENT 1 - PRI
NAME OF SUBMITTER:	David M. Hunt
Signature:	/David M. Hunt/
Date:	05/11/2007

Total Attachments: 11
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GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Corporation Act have been complied with and accordingly, this **CERTIFICATE OF MERGER** is hereby issued to:

PATENT RESOURCES INSTITUTE, INC.


Merged Into

PATENT RESOURCES INSTITUTE, INC. (DE) UNQUALIFIED CORPORATION

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **28th** day of **April, 2006**.

Patrick J. Canavan, Psy. D.
Director

Business and Professional Licensing Administration



Patricia E. Grays

Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

TRADEMARK
REEL: 003539 FRAME: 0951

**ARTICLES OF MERGER OF
DOMESTIC AND FOREIGN CORPORATIONS**

TO: Department of Consumer and Regulatory Affairs
Corporation Division
Washington, D.C. 20090

Pursuant to the provisions of Title 29, Chapter 1 of the Code of Laws of the District of Columbia, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States, including the District of Columbia, under the laws of which they are respectively organized are:

PATENT RESOURCES INSTITUTE, INC.	Delaware
PATENT RESOURCES INSTITUTE, INC.	District of Columbia

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is **PATENT RESOURCES INSTITUTE, INC., a Delaware corporation.**

FOURTH: The attached plan of merger was approved by the shareholders of the undersigned Domestic Corporation in the manner prescribed by the Code of Laws of the District of Columbia, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

FIFTH: The merger received the unanimous vote of the holders of the outstanding shares entitled to vote.

SIXTH: The surviving corporation is to be governed by the laws of the State of Delaware, and such surviving corporation hereby: (a) agrees that it may be served with process in the State of Delaware, City of Wilmington, Corporate Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints Corporation Division for the District of Columbia as its agent to accept service of processing any such processing; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the laws of the District of Columbia with respect to the rights of

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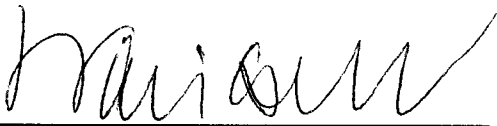
**TRADEMARK
REEL: 003539 FRAME: 0952**

dissenting shareholders; and (d) the post office address to which the Mayor may mail a copy of any process against the corporation that may be served on them is 1700 Diagonal Road, Suite 450, Alexandria, Virginia 22314.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be signed by an authorized officer this 4th day of APRIL, 2006.

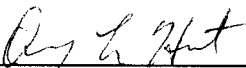
SURVIVING CORPORATION:

PATENT RESOURCES INSTITUTE, INC.
A Delaware corporation

By: 
(Its President)

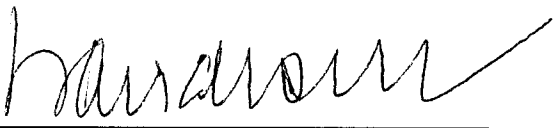
(Corporate Seal)

Attest:


(Its Secretary)


NON-SURVIVING CORPORATION:

PATENT RESOURCES INSTITUTE, INC.
A District of Columbia corporation

By: 
(Its President)

(Corporate Seal)

Attest:


(Its Secretary)

AGREEMENT OF MERGER
AND
PLAN OF REORGANIZATION

THIS AGREEMENT of Merger and Plan of Reorganization is dated and effective this 31st day of March, by and between PATENT RESOURCES INSTITUTE, INC., a corporation organized and existing pursuant to the laws of the District of Columbia (hereinafter referred to as "PRI-DC"), and PATENT RESOURCES INSTITUTE, INC., a corporation organized and existing pursuant to the laws of the State of Delaware (hereinafter referred to as "PRI-DEL").

WHEREAS, the authorized capital stock of PRI-DC consists of 500 shares of common stock, no par value, of which 100 shares have been issued and are outstanding; and

WHEREAS, the authorized capital stock of PRI-DEL consists of 500 shares of common stock, no par value, of which 100 shares have been issued and are outstanding; and

WHEREAS, the Boards of Directors of PRI-DC and PRI-DEL, respectively, deem it to the benefit, advantage and welfare of the parties hereto that PRI-DC be reorganized with and merged into PRI-DEL;

NOW, THEREFORE, in consideration of mutual covenants and conditions contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

1. Merger: PRI-DC shall be and it hereby is reorganized with and merged into PRI-DEL.
2. Stockholders Meeting: PRI-DC and PRI-DEL shall each submit this Agreement of Merger and Plan of Reorganization to their respective shareholders for their consent, approval and ratification hereof in a manner consistent with law.
3. Filing of Certificate of Merger; Effective Date: If (a) this Agreement is approved and adopted by the directors and stockholders of PRI-DC and PRI-DEL in accordance with the laws of the

District of Columbia and the State of Delaware, respectively, then this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded with the Department of Consumer and Regulatory Affairs, in accordance with the District of Columbia Business Corporation Act, and a Certificate of Merger shall be filed with the Secretary of State of the State of Delaware, in accordance with the Delaware General Corporation Law. The Merger shall become effective immediately upon such filing in D.C. and Delaware, which date and time are herein referred to as the "Effective Date."

4. Surrender of Outstanding Stock of PRI-DEL: The shareholder of PRI-DC shall, on or before the effective date hereof, surrender all of its shares of stock in PRI-DC to PRI-DEL, and such stock shall be cancelled.

5. Cancellation of Stock of PRI-DC: Upon compliance with the provisions of paragraph 4 above, all of the outstanding stock of PRI-DC shall be cancelled.

6. Surviving Corporation: PRI-DEL shall survive the merger and reorganization contemplated herein and shall continue to be governed by the laws of the State of Delaware.

7. Dissolved Corporation: PRI-DC shall not survive the merger and reorganization contemplated herein and shall be dissolved in accordance with the laws of the District of Columbia and its separate corporate existence shall be terminated by operation of law upon the Effective Date.

8. Transfer of Rights: Upon the effective date hereof, PRI-DEL shall continue in existence and, without further transfer, succeed to and possess all the rights, privileges and purposes of each of the parties hereto; and all of the property, real and personal, including subscriptions to shares, causes of action and every other asset of each of the parties hereto, shall vest in PRI-DEL without further act or deed; and, with respect to third parties, PRI-DEL shall be liable for all of the liabilities, obligations and penalties of each of the parties hereto. No liability or obligation due or to become due, claim or

demand for any cause existing against either corporation, or any stockholder, officer, director or employee thereof, shall be released or impaired by this merger.

9. Continuity of Legal Proceedings: No action or proceeding whether civil or criminal then pending by or against either of the parties hereto or any stockholder, officer, director or employee thereof shall abate or be discontinued by such merger, but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred or PRI-DEL may be substituted in any action or proceeding in place of PRI-DC.

10. Continuity of Corporate Acts: All corporate acts, plans, policies, approvals and authorizations of the PRI-DC's stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the effective date of this merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of PRI-DEL and shall be as effective and binding as they were on PRI-DC, until changed, modified, or terminated by PRI-DEL's Board of Directors.

11. Employees: The employees of PRI-DC, who have been hired by PRI-DEL, if any, shall become the employees of the PRI-DEL and continue to be entitled to the same rights and benefits enjoyed as employees of PRI-DC. PRI-DEL is under no obligation to hire all employees of PRI-DC

12. Tax Consequences: It is intended that the transaction described herein be a statutory merger, and which shall qualify as a reorganization within the definition of Subparagraphs (a)(1)(A) of Section 368 of the Internal Revenue Code of 1986, as amended, being the merger of PRI-DC, with and into PRI-DEL, in accordance with the Delaware General Corporation Law and the District of Columbia Business Corporation Act..

13. Certificate of Incorporation: No amendments or changes in the certificate of incorporation of the surviving corporation are desired to be effected by the merger. The Certificate of

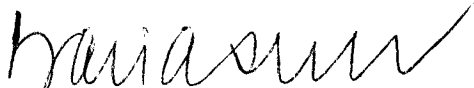
Incorporation of PRI-DEL shall remain in effect and shall continue to be the Certificate of Incorporation of the surviving corporation.

14. Counterparts: This Agreement of Merger and Plan of Reorganization may be executed in several counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

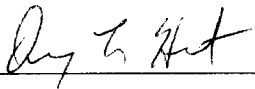
IN WITNESS WHEREOF, the parties hereto have set their hands and seals and this Agreement is binding and effective as of the day and date first above written.

SURVIVING CORPORATION:

PATENT RESOURCES INSTITUTE, INC.
a Delaware corporation

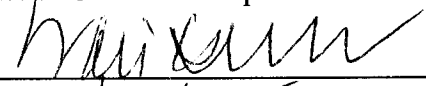
By: 
Name: DAVID HUNT
Title: PRESIDENT

ATTEST:

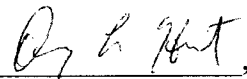
, Secretary

NON-SURVIVING CORPORATION:

PATENT RESOURCES INSTITUTE, INC.,
a District of Columbia corporation

By: 
Name: DAVID HUNT
Title: PRESIDENT

ATTEST:

, Secretary



State of Delaware

SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 P.O. BOX 898
 DOVER, DELAWARE 19903

060358735

9431640

05-31-2006

REES, BROOME & DIAZ
 8133 LEESBURG PIKE
 NINTH FLOOR

VIENNA VA 22182
 ATTN: ANDREW R GOLKOW, ESQ.

DESCRIPTION	AMOUNT
PATENT RESOURCES INSTITUTE, INC. 3250374 0250S Merger; Survivor	
Merger	75.00
Receiving/Indexing	50.00
Data Entry Fee	5.00
Court Municipality Fee, Wilm.	20.00
Surcharge Assessment-New Castle	6.00
Page Assessment-New Castle Count	27.00
FILING TOTAL	183.00
TOTAL PAYMENTS	183.00
SERVICE REQUEST BALANCE	.00

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is **PATENT RESOURCES INSTITUTE, INC.**, a Delaware corporation, and the name of the corporation being merged into this surviving corporation is **PATENT RESOURCES INSTITUTE, INC.**, a District of Columbia corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is **PATENT RESOURCES INSTITUTE, INC.**

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is five hundred (500) shares of common stock, no par value, of which one hundred (100) are issued and outstanding.

SIXTH: The merger is to become effective as of the time and date of the filing of this Certificate (the "Effective Date") with the State of Delaware.

SEVENTH: The Agreement of Merger is on file at 1700 Diagonal Road, Suite 450, Alexandria, Virginia 22314, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 4TH day of APRIL, A.D., 2006.

PATENT RESOURCES INSTITUTE, Inc.
A Delaware corporation

ATTEST

David Hunt
Secretary

By: *David Hunt*
Authorized Officer

Name: DAVID HUNT
Print or Type

Title: PRESIDENT

X:\12\12319\00091\DOCK\060330 Certificate of Merger - Patent Resources Institute.doc