

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM321295

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Inspired eLearning, Inc.		10/17/2014	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Inspired eLearning, LLC		
<b>Street Address:</b>	613 N.W. Loop 410, Suite 530		
<b>City:</b>	San Antonio		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	78216		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86352607	INSPIRED ELEARNING EDUCATION FOR YOUR EN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2123553333		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	2124597136		
<b>Email:</b>	tbennett@goodwinprocter.com		
<b>Correspondent Name:</b>	Tracey D. Bennett		
<b>Address Line 1:</b>	c/o Goodwin Procter LLP		
<b>Address Line 2:</b>	620 8th Avenue		
<b>Address Line 4:</b>	New York, NEW YORK 10018		
<b>ATTORNEY DOCKET NUMBER:</b>	129682.235094		
<b>NAME OF SUBMITTER:</b>	Tracey D. Bennett		
<b>SIGNATURE:</b>	/s/Tracey D. Bennett		
<b>DATE SIGNED:</b>	10/27/2014		
<b>Total Attachments: 7</b>			
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## Office of the Secretary of State

October 20, 2014

Attn: Van Tracy

Corporation Service Company  
211 E. 7th Street, Suite 620  
Austin, TX 78701 USA

RE: Inspired eLearning, LLC

File Number: [Entity not of Record, Filing Number Not Available]

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It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure



## Office of the Secretary of State

### CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Inspired eLearning Inc.  
File Number: 800211206

Converting it to

Inspired eLearning, LLC  
File Number: [Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 10/17/2014

Effective: 10/17/2014



*NANDITA BERRY*

Nandita Berry  
Secretary of State

Corporations Section

STATE OF TEXAS  
CERTIFICATE OF CONVERSION  
FROM A TEXAS CORPORATION

TO

A DELAWARE LIMITED LIABILITY COMPANY

PURUSANT TO SECTION 10.101 OF THE TEXAS BUSINESS ORGANIZATIONS CODE

1. Inspired eLearning, Inc. (the "Company") was organized in the State of Texas under the Texas Business Organizations Code on June 5, 2003.
2. The name of the Company immediately prior to the filing of this Certificate of Conversion is Inspired eLearning, Inc.
3. Following its conversion, the name of the Company will be Inspired eLearning, LLC, organized as a limited liability company under the laws of the State of Delaware.
4. A plan of conversion ("Plan of Conversion") has been approved as required by the laws of the State of Texas and the governing documents of the Company.
5. A signed copy of the Plan of Conversion is on file at the Company's principal place of business, and shall remain on file at such place of business following the entity's conversion.
6. A copy of the Plan of Conversion may be obtained at no cost by written request at the company's principal place of business, located at:

613 N.W. Loop 410, Suite 530  
San Antonio, TX 78216

7. Following the conversion, the converted entity (Inspired eLearning, LLC) will be liable for any required Texas franchise taxes of Inspired eLearning, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Company, has executed this Certificate of Conversion on October 17, 2014.

INSPIRED ELEARNING, INC.

By: Martin Rico  
Martin Rico, Chief Executive Officer

# Delaware

PAGE 1

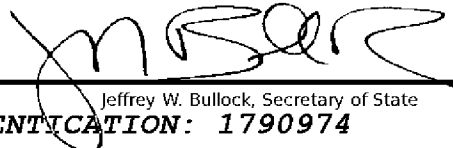
*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS CORPORATION UNDER THE NAME OF "INSPIRED EARNING, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "INSPIRED EARNING, INC." TO "INSPIRED EARNING, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 2014, AT 3:08 O'CLOCK P.M.

5623580 8100V

141306394



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1790974

DATE: 10-17-14

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 005388 FRAME: 0526

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A TEXAS CORPORATION  
TO  
A DELAWARE LIMITED LIABILITY COMPANY  
PURUSANT TO SECTION 18-214  
OF THE DELAWARE LIMITED LIABILITY COMPANY ACT

1. Inspired eLearning, Inc. (the "Company") was organized in the State of Texas under the Texas Business Organizations Code on June 5, 2003.
2. Immediately prior to the filing of this Certificate of Conversion, (i) the Company is a Texas corporation, and (ii) the name of the Company is Inspired eLearning, Inc.
3. The name of the Company after conversion as set forth in the Certificate of Formation is Inspired eLearning, LLC.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company, has executed this Certificate of Conversion on October 17, 2014.

INSPIRED EARNING, INC.  
(a Texas corporation)

By: /s/ MARTIN RICO  
Martin Rico, Chief Executive Officer

# Delaware

PAGE 2

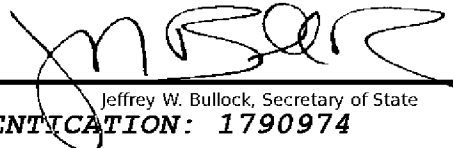
*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "INSPIRED ELEARNING, LLC" FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 2014, AT 3:08 O'CLOCK P.M.

5623580 8100V

141306394



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1790974

DATE: 10-17-14

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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 005388 FRAME: 0528



**INSPIRED ELEARNING, LLC**  
**CERTIFICATE OF FORMATION**

**FIRST:** The name of the limited liability company formed hereby is:

“Inspired eLearning, LLC”

**SECOND:** The address of the registered office of the company in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the registered agent of the company at such address is Corporation Trust Company.

**THIRD:** The purpose of the company is to engage in any lawful act or activity for which a limited liability company may be organized under the Delaware Limited Liability Company Act.

**FOURTH:** The company shall be managed in accordance with the terms of its operating agreement.

**FIFTH:** No member of the company shall be obligated personally for any debt, obligation or liability of the company solely by reason of being a member of the company. The failure to observe any formalities relating to the business or affairs of the company shall not be grounds for imposing personal liability on any member for the debts, obligations or liabilities of the company.

**SIXTH:** The company reserves the right to amend or repeal any provision contained herein in the manner now or hereafter prescribed by law and in the company's operating agreement.

**IN WITNESS WHEREOF**, the undersigned, as an authorized person, hereby executes this Certificate of Formation for the purpose of forming a limited liability company under the Delaware Limited Liability Company Act. The undersigned hereby declares that to the best of the undersigned's knowledge and belief, the facts stated above are true, and accordingly executes this Certificate of Formation as of October 17, 2014.

By: /s/ MARTIN RICO  
Martin Rico, Authorized Person