

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/01/2000

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FLI LEARNING SYSTEMS, INC.		11/28/2000	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	TOP DRIVER-FLI, INC.
Also Known As:	AKA FLI LEARNING SYSTEMS
Street Address:	416 Route 518
City:	Blawenber
State/Country:	NEW JERSEY
Postal Code:	08504
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3003965	COACHING THE
Registration Number:	2119022	THE COACHING SERIES
Registration Number:	1364451	FLI
Registration Number:	1364450	FLI LEARNING SYSTEMS
Registration Number:	1421919	COACHING THE PROFESSIONAL TRUCK DRIVER
Registration Number:	1421918	COACHING THE PROFESSIONAL TRUCK DRIVER
Registration Number:	1393217	COACHING THE EXPERIENCED DRIVER
Registration Number:	1390753	COACHING THE EXPERIENCED DRIVER

CORRESPONDENCE DATA

Fax Number: (973)597-2400

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

900053661

**TRADEMARK
 REEL: 003351 FRAME: 0674**

CH \$215.00 3003965

Phone: 973-597-2500
Email: lstrademark@lowenstein.com
Correspondent Name: Vanessa A. Ignacio, Esq.
Address Line 1: Lowenstein Sandler PC
Address Line 2: 65 Livingston Avenue
Address Line 4: Roseland, NEW JERSEY 07068-1791

ATTORNEY DOCKET NUMBER:	11770/4
NAME OF SUBMITTER:	Vanessa A. Ignacio, Esq.
Signature:	/Vanessa A. Ignacio/
Date:	07/20/2006

Total Attachments: 3

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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:

"FLI LEARNING SYSTEMS, INC.", A NEW JERSEY CORPORATION, WITH AND INTO "TOP DRIVER-FLI, INC." UNDER THE NAME OF "TOP DRIVER-FLI, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF DECEMBER, 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.



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

3088731 8100M

001602886

AUTHENTICATION: 0828265

DATE: 12-01-00

12/04 00 09:36 NO.145 02/04

CSC

TRADEMARK
REEL: 003351 FRAME: 0676

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/01/2000
001602886 - 3058191

CERTIFICATE OF MERGER
OF
TOP DRIVER-FLL, INC.
AND
FLL LEARNING SYSTEMS, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Top Driver-FLL, Inc., which is incorporated under the laws of the State of Delaware; and

(ii) FLL Learning Systems, Inc., which is incorporated under the laws of the State of New Jersey.

2. An Agreement and Plan of Merger, dated as of November 28, 2000 (the "Merger Agreement"), by and among Top Driver, Inc. ("Parent"), Top Driver-FLL, Inc., a direct wholly owned subsidiary of Parent ("TD-FLL"), and FLL Learning Systems, Inc. ("FLL") and the stockholders of FLL has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by TD-FLL in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware, and by FLL in accordance with the laws of the State of New Jersey.

3. The name of the surviving corporation in the merger herein certified is Top Driver-FLL, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of Delaware.

4. The certificate of incorporation of TD-FLL, as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of its incorporation.

5. The executed Merger Agreement is on file at an office of the surviving corporation, the address of which is as follows:

Top Driver-FLL, Inc.
140 Sylvan Avenue

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REEL: 003351 FRAME: 0677

Englewood Cliffs, New Jersey 07632
Attention: Sebastian Giordano, President

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

Top Driver-FLI, Inc.
140 Sylvan Avenue
Englewood Cliffs, New Jersey 07632
Attention: Sebastian Giordano, President

7. The authorized capital stock of FLI consists solely of 5,000 shares of common stock, no par value.

8. The Merger Agreement shall be effective on the date of filing of this certificate.

TOP DRIVER-FLI, INC.

By Sebastian Giordano
Name: Sebastian Giordano
Title: President

Date: November 30, 2000