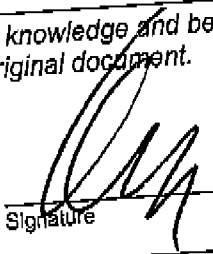


RECORDATION FORM COVER SHEET PATENTS ONLY

Commissioner for Patents: Please record the attached original document(s) or copy(ies).	
1. Name of conveying party(ies): Soliloquy Learning, Inc. Additional name(s) attached? ☐ Yes ☒ No	2. Name and address of receiving party(ies): JTT Holdings, Inc. 100 5th Avenue Waltham, MA 02451 Additional names/addresses attached? ☐ Yes ☒ No
3. Nature of conveyance: ☐ Assignment ☒ Merger ☐ Security Agreement ☐ Change of Name ☐ Other: Execution Date: 09/30/2005	4. Application number(s) or patent number(s): If this document is being filed with a new application, the execution date of the application is: A. Patent Application No(s): 10/938,748 B. Patent No(s): Additional numbers attached? ☐ Yes ☒ No
5. Name/address of party to whom correspondence concerning document should be mailed: DENIS G. MALONEY Fish & Richardson P.C. 225 Franklin Street Boston, MA 02110	6. Total number of applications/patents involved: 1 7. Total fee (37 CFR \$3.41): \$40 ☐ Enclosed ☒ Authorized to charge Deposit Account. 8. Deposit Account No.: 06-1050 Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.
DO NOT USE THIS SPACE	
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>	
Denis G. Maloney Reg. No. 29,670 Name of Person Signing	Signature  Date 1/2/08
Total number of pages including coversheet, attachments and document: 9	

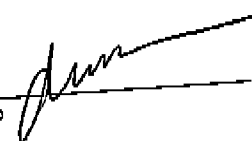
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CERTIFICATE OF TRANSMISSION BY FACSIMILE

I hereby certify that this correspondence is being transmitted by facsimile to the Patent and Trademark Office on the date indicated below.

1/2/08
Date of Transmission

Signature



Debbie Nast
Typed Name of Person Signing Certificate

Oct. 9. 2005 3:42PM

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 OWNERSHIP, WHICH MERGES:

"SOLILOQUY LEARNING, INC.", A DELAWARE CORPORATION, WITH AND INTO "JTT HOLDINGS INC." UNDER THE NAME OF "JTT HOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 2005, AT 4:30 O'CLOCK P.M.

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



3981846 8100M

050804767

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4198268

DATE: 10-03-05

3981846 8100 PM Eastern Daylight Time SVR:NYS-CS0111 DNIS:3071 CSID: DURATION: 10:00
REEL: 020319 FRAME: 0324

Oct. 3. 2005 3:43PM

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:38 PM 09/30/2005
FILED 04:38 PM 09/30/2005
SRV 050804767 - 3981846 FILE

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

SOLILOQUY LEARNING, INC.
(a Delaware corporation)

into

JTT HOLDINGS INC.
(a Delaware corporation)

**(PURSUANT TO SECTION 253
OF THE GENERAL CORPORATION LAW OF DELAWARE)**

JTT Holdings Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify:

FIRST: The Company was incorporated on June 7, 2005 pursuant to the Delaware General Corporation Law (the "DGCL").

SECOND: The Company owns at least 90% of the outstanding shares of the sole class of stock of Soliloquy Learning, Inc. ("Soliloquy"), a Delaware corporation.

THIRD: On September 30, 2005, the Board of Directors of the Company adopted, by unanimous written consent, the resolutions attached hereto as Exhibit A which are incorporated herein by reference.

FOURTH: The Company shall be the surviving corporation in the merger.

FIFTH: This Certificate of Ownership and Merger shall be effective upon its filing date.

SIXTH: The Company has caused this Certificate of Ownership and Merger to be signed by Thomas L. Phillips, Jr., its Chief Executive Officer, this 30th day of September, 2005.

Oct. 3. 2005 3:43PM

JIT HOLDINGS INC.

By: THOMAS L. PHILLIPS, JR.
Name: Thomas L. Phillips, Jr.
Title: Chief Executive Officer

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Exhibit A

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
OF
JTT HOLDINGS INC.**

(Pursuant to Section 141(f) of the
General Corporation Law of Delaware)

The undersigned, being all of the directors of JTT Holdings Inc., a Delaware corporation (the "Company"), hereby consent, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), to the adoption of the following resolutions:

WHEREAS, the Company is the record and beneficial owner of at least ninety percent (90%) of the outstanding shares of Common Stock, par value \$0.001 per share (the "Soliloquy Stock") of Soliloquy Learning, Inc., a Delaware corporation ("Soliloquy");

WHEREAS, the aforementioned Soliloquy Stock is the only issued and outstanding class of capital stock of Soliloquy; and

WHEREAS, the Company desires to merge Soliloquy with and into itself pursuant to the provisions of Section 253 of the DGCL;

NOW, THEREFORE, BE IT RESOLVED, that, effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of the State of Delaware (the "Certificate of Merger"), the Company shall merge Soliloquy with and into itself (the "Merger"), and the Company shall be the surviving corporation in the Merger (the "Surviving Corporation") and shall assume all of the obligations of Soliloquy (the date and time of such filing being hereinafter referred to as the "Effective Time"); and be it further

RESOLVED, that the terms and conditions of the Merger are as follows:

- (1) At the Effective Time, the Amended and Restated Certificate of Incorporation of the Company, filed September 8, 2005, shall constitute the Amended and Restated Certificate of Incorporation of the Surviving Corporation;
- (2) At the Effective Time, the Bylaws of the Company shall constitute the Bylaws of the Surviving Corporation;
- (3) At the Effective Time, the directors of the Company shall be the directors of the Surviving Corporation and shall hold office from the Effective Time until their successors are duly elected or appointed and qualified in the manner provided by the Bylaws of the Surviving Corporation, or as otherwise provided by law;

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- (4) At the Effective Time, the officers of Soliloquy shall be the officers of the Surviving Corporation and shall hold office from the Effective Time until their respective successors are duly elected or appointed and qualified in the manner provided in the Bylaws of the Surviving Corporation, or as otherwise provided by law;
- (5) At the Effective Time, by virtue of the Merger, without any action on the part of the holder thereof, other than Dissenters' Shares (as defined below), (i) each outstanding share of Soliloquy Stock held of record by stockholders other than the Company shall cease to be outstanding, and such stockholders of record shall be entitled to receive from the Company, as the surviving corporation in the merger, the sum of \$0.005 in cash for each such share of Soliloquy Stock (the "Merger Consideration") upon surrender to the Company, which is hereby appointed paying agent for such purpose, of their certificate formerly representing ownership of Soliloquy Stock; and (ii) each outstanding share of Soliloquy Stock owned of record by the Company shall cease to be outstanding, without any payment being made in respect thereof.
- (6) Each of the outstanding shares of Soliloquy held by stockholders of Soliloquy who shall have properly exercised and perfected appraisal rights with respect thereto under Section 262 of the DGCL (collectively, the "Dissenters' Shares") shall not be converted as set forth in paragraph (5) above pursuant to the Merger and shall not be entitled to receive the Merger Consideration, but instead shall be entitled to receive payment of the appraised value of such shares in accordance with the provisions of Section 262 of the DGCL, except that any Dissenters' Shares held by a stockholder of Soliloquy who shall thereafter withdraw his or her demand for appraisal of such shares or lose his or her right to such payment shall be converted, as of the Effective Time, as set forth in paragraph (5) above;
- (7) At the Effective Time, the Surviving Corporation shall possess all of the assets and property of every description, and all of the rights, privileges, powers, franchises and authority, of each of the Company and Soliloquy and the obligations belonging to or due either of them shall be vested in the Surviving Corporation without further act or deed; and
- (8) At any time prior to the Effective Time, these resolutions and the Merger may be amended or terminated by the Board of Directors of the Company as provided in Section 253(e) of the DGCL;

AND BE IT FURTHER RESOLVED, that the Chief Executive Officer, President, Vice President or the Secretary of the Company (each, an "Authorized Officer") be, and each hereby is, authorized and directed to make, execute and deliver, in the name and on behalf of the Company, the Certificate of Merger pursuant to Section 253 of the DGCL, setting forth a copy of these resolutions providing for the Merger of Soliloquy with and into the Company, and the date

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of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy thereof recorded in the office of the Recorder of Deeds in the County of New Castle in the State of Delaware;

AND BE IT FURTHER RESOLVED, that the Company shall cause the Surviving Corporation to notify each stockholder of record of Soliloquy entitled to notice thereof within 10 days after the Effective Time, that said Certificate of Merger has been filed and recorded and of the terms and conditions of the Merger, including notice of such stockholder's right to seek appraisal of his, her or its shares of Soliloquy Stock pursuant to Section 262 of the DGCL;

AND BE IT FURTHER RESOLVED, that the Authorized Officers of the Company be, and each of them is, authorized to take or cause to be taken all such further actions and to execute and deliver all such further agreements, documents, certificates and undertakings in the names and on behalf of the Company and to incur all fees and expenses as in their judgment shall be necessary, appropriate or advisable to carry into effect the purpose and intent of any and all of the foregoing resolutions;

AND BE IT FURTHER RESOLVED, that a copy of this Written Consent be filed in the Minute Book of the Company.

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Dated as of September 30, 2005.

/s/ JOSEPH COSTELLO
Joseph Costello

/s/ TRAVIS MILLMAN
Travis Millman

/s/ THOMAS L. PHILLIPS, JR.
Thomas L. Phillips, Jr.

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