

Recordation Form Cover Sheet
TRADEMARKS ONLY

Continuation of Item 4B:

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)	B. Trademark Registration No. (s)
	1,894,840
	2,051,415
	1,481,475
	1,632,691
	2,117,046 (on Supplemental Register)

State of Delaware
Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"WINTERGREEN/ORCHARD HOUSE, INC.", A LOUISIANA CORPORATION, WITH AND INTO "THE RIVERSIDE PUBLISHING COMPANY" UNDER THE NAME OF "THE RIVERSIDE PUBLISHING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

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



Edward J. Freel
Edward J. Freel, Secretary of State

0871077 8100M

AUTHENTICATION 8837216

971448701

DATE
TRADEMARK 12-29-97
REEL: 1724 FRAME: 0552

CERTIFICATE OF OWNERSHIP AND MERGER
OF
WINTERGREEN/ORCHARD HOUSE, INC.,
A LOUISIANA CORPORATION
INTO
THE RIVERSIDE PUBLISHING COMPANY,
A DELAWARE CORPORATION

Pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 112G(1)(b) of the Louisiana Business Corporation Law, The Riverside Publishing Company, a Delaware corporation,

DOES HEREBY CERTIFY:

FIRST: That 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>
1.	The Riverside Publishing Company	Delaware
2.	Wintergreen/Orchard House, Inc.	Louisiana

SECOND: That Wintergreen/Orchard House, Inc. is a wholly-owned subsidiary of The Riverside Publishing Company.

THIRD: That the Board of Directors of The Riverside Publishing Company, in compliance with the requirements of Section 253 of the General Corporation Law of Delaware and Section 112G(1)(b) of the Louisiana Business Corporation Law, has adopted by a unanimous written consent in lieu of a meeting, dated December 19, 1997, the following resolutions, which remain in full force and effect as of the date hereof:

VOTED: That, having determined it is in the best interest of the Corporation to do so, the Corporation's wholly-owned subsidiary Wintergreen/Orchard House, Inc. be merged with and into the Corporation, effective on December 31, 1997.

VOTED: That the officers of the Corporation are authorized to prepare and file with the Secretary of State of the State of Delaware and the Secretary of State of the State of Louisiana such Certificates of Ownership and Merger as may be necessary to effect such merger.

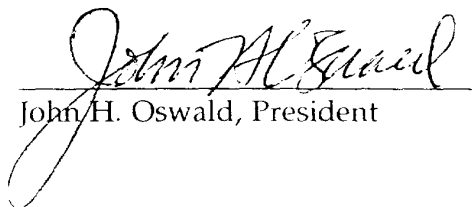
VOTED: That the officers of the Corporation be, and they hereby are, and each of them acting singly hereby is, authorized

for and on behalf of the Corporation and in its name, to execute, acknowledge, and deliver, under seal if required, such Certificates of Ownership and Merger, all other agreements, instruments and documents, and to take all such other actions, as the officer or officers so acting shall deem necessary or desirable to give effect to the foregoing resolutions, the execution, acknowledgment or delivery of any such agreement, instrument or document, or the taking of any such action, by any such officer to constitute conclusive evidence of its being authorized hereby.

FOURTH: That the surviving corporation shall be The Riverside Publishing Company.

FIFTH: That this Certificate of Ownership and Merger shall be effective December 31, 1997, after being filed with both the Secretary of State of the State of Delaware and the Secretary of State of the State of Louisiana.

IN WITNESS WHEREOF, The Riverside Publishing Company, a Delaware corporation, has caused this Certificate to be signed by its President and attested by its Secretary this 19th day of December, 1997.



John H. Oswald, President

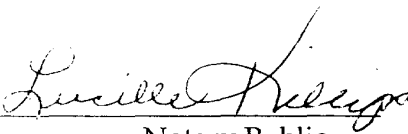
Attested:



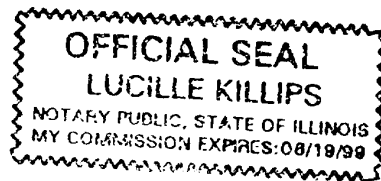
Lois M. Novotny, Secretary

STATE OF ILLINOIS)
) .SS
COUNTY OF DUPAGE)

On the 19th day of December, 1997, before me personally came John Oswald, to me known, who being by me duly sworn, did depose and say that he is the duly authorized President of The Riverside Publishing Company, the corporation described in the foregoing instrument, and acknowledged that he was authorized to execute and executed said instrument pursuant to the authority granted by the Board of Directors of said corporation.

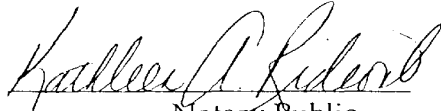


Notary Public



) COMMONWEALTH OF MASSACHUSETTS)
) .ss
COUNTY OF SUFFOLK)

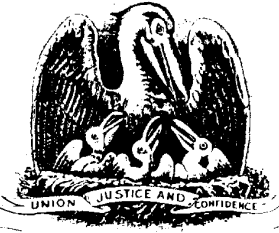
On the 14th day of December, before me personally came Lois Novotny, to me known, who being by me duly sworn, did depose and say that she is the duly authorized Secretary of The Riverside Publishing Company, the corporation described in the foregoing instrument, and acknowledged that she was authorized to execute and executed said instrument pursuant to the authority granted by the Board of Directors of said corporation.


Notary Public

my commission expires 6/28/02

FOX McKEITHEN
SECRETARY OF STATE
BATON ROUGE, LOUISIANA

UNITED STATES OF AMERICA
State of Louisiana



Fox McKeithen
SECRETARY OF STATE

*As Secretary of State, of the State of Louisiana, I do hereby Certify that
the annexed transcript was prepared by and in this office from the record
on file, of which purports to be a copy, and that it is full, true and correct.*

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on*

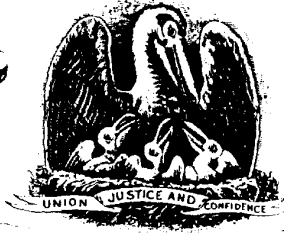
DEC 29 1997

Fox McKeithen

Secretary of State



UNITED STATES OF AMERICA
State of Louisiana



Fox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of a Merger document whereby WINTERGREEN/ORCHARD HOUSE, INC., organized under the laws of LOUISIANA, is merged into

THE RIVERSIDE PUBLISHING COMPANY

Organized under the laws of DELAWARE,

was filed and recorded in this Office on December 29, 1997,
with an effective date of December 31, 1997.

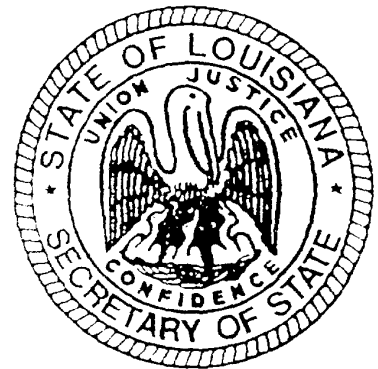
*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

December 29, 1997

Fox McKeithen

MPE 34569921F 34603675

Secretary of State



TRADEMARK