

05-29-1998

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
The attached original documents or copy thereof.



Tab settings 0 0 0

To the Honorable Commissioner

100721995

1. Name of conveying party(ies):
Miller Freeman Group USA, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 12/29/97

2. Name and address of receiving party(ies):

Name: Miller Freeman Holdings, Inc.

Internal Address:

Street Address: 600 Harrison Street

City: San Francisco State: CA ZIP: 94107

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,699,927

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Shirley J. Su, Esq.
Howard, Rice, Nemerovski, Canady,
Internal Address: Falk & Rabkin

Street Address: 3 Embarcadero Center, 7th Flr.

City: San Francisco State: CA ZIP: 94111

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed, but if found insufficient, is
- Authorized to be charged to deposit account

8. Deposit account number:

08-2792

(Attach duplicate copy of this page if paying by deposit account)

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40.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

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.

Shirley J. Su
Name of Person Signing

Shirley J. Su
Signature

May 15, 1998
Date

Total number of pages comprising cover sheet: 1

State of Delaware
Office of the Secretary of State PAGE 1

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 AGREEMENT OF MERGER, WHICH MERGES:
"MILLER FREEMAN GROUP USA, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MILLER FREEMAN HOLDINGS, INC." UNDER THE NAME OF "MILLER FREEMAN HOLDINGS, INC.", 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 9:01 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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971449531

AUTHENTICATION: 8838195

DATE: 12-29-97

TRADEMARK
REEL: 1731 FRAME: 0777

AGREEMENT OF MERGER

THIS MERGER AGREEMENT is made and entered into as of December 24, 1997, by and between Miller Freeman Holdings, Inc., a Delaware corporation ("MFHI") and Miller Freeman Group USA, Inc., a Delaware corporation ("Group USA").

WITNESSETH

WHEREAS, MFHI is a corporation duly organized and existing under the laws of the State of Delaware, having an authorized capital stock of 1,000 shares of common stock, of which 830 are presently issued and outstanding and are owned by United California Holdings Corporation, a Delaware corporation ("Calico") and 170 are presently issued and outstanding and are owned by Ludgate (USA), Inc., a Delaware corporation ("LUSA"); and

WHEREAS, Group USA is a corporation duly organized and existing under the laws of the State of Delaware, having an authorized capital stock of 10,000 shares of common stock, of which 2,000 are presently issued and outstanding and are owned by LUSA; and

WHEREAS, the respective Boards of Directors of MFHI and Group USA have determined that the merger of the corporations described below will produce significant benefits through the consolidation of corporate activities and increased efficiencies; and

WHEREAS, each of the respective Boards of Directors of MFHI and Group USA has determined that it is in the best interests of each such corporation and its stockholders that Group USA be merged with and into MFHI, such merger to be effected in accordance with the laws of the State of Delaware in the manner and on the terms and conditions set forth herein; and

WHEREAS, the respective Boards of Directors of MFHI and Group USA desire to adopt this agreement as a plan of reorganization and to consummate the merger in accordance with the provisions of Sections 368(a)(1)(A) and 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereby agree as follows:

ARTICLE I
THE PLAN OF MERGER

1.1 The Merger. At the Effective Time of the Merger (as hereinafter defined) and pursuant to the General Corporation Law of the State of Delaware ("DGCL") the following shall occur:

(a) The Surviving Corporation. Group USA shall be merged with and into MFHI, and MFHI shall be the surviving corporation (the "Surviving Corporation"). The separate existence and corporate organization of Group USA shall cease, and thereupon Group USA and MFHI shall be a single corporation. MFHI, as the Surviving Corporation, shall succeed, insofar as permitted by law, to all rights, assets, liabilities, debts and obligations of Group USA, in accordance with and as set forth more fully in Section 259 of the DGCL.

(b) Certificate of Incorporation. The Certificate of Incorporation of MFHI shall be and remain the Certificate of Incorporation of the Surviving Corporation until amended as provided by law.

(c) By-Laws. The By-Laws of MFHI shall be and remain the by-laws of the Surviving Corporation until amended as provided by law.

(d) Directors. Until their respective successors shall be duly elected and qualified, the Board of Directors of the Surviving Corporation shall consist of each of the existing members of the Board of Directors of MFHI.

(e) Officers. Until their respective successors shall be duly elected and qualified, the officers of the Surviving Corporation shall consist of each of the existing officers of MFHI.

The Merger shall become effective on December 31, 1997, at 11:00 p.m. Eastern Standard time (the "Effective Time of the Merger").

1.2 Conversion of Shares. The manner of converting the shares of the constituent corporations at the Effective Time of the Merger shall be as follows:

(a) MFHI Shares. Each share of capital stock of MFHI which shall be outstanding at the Effective Time of the Merger shall remain

outstanding and shall constitute the entire outstanding capital stock of the Surviving Corporation.

(b) Other Shares. Each share of capital stock of Group USA outstanding at the Effective Time of the Merger shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired at the Effective Time of the Merger. No cash, securities or other consideration shall be paid or delivered in exchange for the cancellation and retirement of any such shares.

(c) Records. The stock transfer books of Group USA shall be closed as of the Effective Time of the Merger, and no transfer of record of any shares of capital stock of such corporations shall take place thereafter.

(d) Surrender of Corporation Stock Certificates. Immediately after the Effective Time of the Merger, each holder of an outstanding certificate or certificates which prior thereto represented shares of capital stock of Group USA shall surrender the same to the Corporate Secretary of the Surviving Corporation for cancellation and retirement.

(e) Stock Options. At the Effective Time of the Merger, any and all options to acquire shares of capital stock of Group USA which are outstanding and unexercised immediately prior to the Effective Time of the Merger shall be cancelled.

1.3 Further Assurances. Each party to this Merger Agreement agrees that if, at any time after the Effective Time of the Merger, the Surviving Corporation determines or is advised that any further deeds, assignments, instruments or assurances are necessary or desirable to vest, perfect or confirm in the Surviving Corporation title to any property or rights of Group USA, then the officers and directors of the Surviving Corporation may execute and deliver all such proper deeds, assignments, instruments and assurances and do all other things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purpose of this Merger Agreement.

1.4 Address of Principal Office. The address of the principal office of MFHI is:

600 Harrison Street
San Francisco, CA 94107

1.5 Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and the same agreement, and shall become a binding agreement when one or more counterparts have been signed by each party and delivered to the other parties.

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the unanimous written consent of the respective Boards of Directors of Group USA and MFHI and the sole stockholder of Group USA, is hereby executed on behalf of each of said corporations by their respective officers thereunto duly authorized.

MILLER FREEMAN HOLDINGS
INC., a Delaware corporation

By: 

Donald A. Tazour
President

By: 

Warren A. Ambrose
Secretary

MILLER FREEMAN GROUP
USA, INC., a Delaware
corporation

By: 

Marshall W. Freeman
President

By: 

Warren A. Ambrose
Secretary


OFFICERS' CERTIFICATE
OF
MILLER FREEMAN HOLDINGS, INC.

Donald A. Pazour and Warren A. Ambrose hereby certify that:


1. They are the President and Secretary, respectively, of Miller Freeman Holdings, Inc., a California corporation ("MFHI").
2. The total number of outstanding shares of each class of MFHI entitled to vote on the merger described in the Merger Agreement to which this certificate is attached is 100 common shares.
3. The principal terms of the Merger Agreement in the form attached to this certificate were approved by the shareholders of MFHI by the vote of 100% of the outstanding shares of MFHI, which equalled (or exceeded) the vote required.
4. The percentage vote required was a majority of the common shares of Properties.

We further declare under penalty of perjury under the laws of the State of Delaware that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 29, 1997



Donald A. Pazour, President



Warren A. Ambrose, Secretary

OFFICERS' CERTIFICATE

OF

MILLER FREEMAN GROUP USA, INC.

Marshall W. Freeman and Warren A. Ambrose hereby certify that:

1. They are the President and Secretary, respectively, of Miller Freeman Group USA, Inc., a Delaware corporation ("Group USA").

2. The merger described in the Merger Agreement to which this certificate is attached was entitled to be and was approved by only the unanimous written consent of the Board of Directors of Group USA under the provisions of Section 251(f) of the General Corporation Law of the State of Delaware.

We further declare under penalty of perjury under the laws of the State of Delaware that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 29, 1997

Marshall W. Freeman
Marshall W. Freeman, President

Warren A. Ambrose
Warren A. Ambrose, Secretary