

CERTIFICATE OF MERGER

OF

MANAGEMENT INFORMATION SOURCE, INC.
(an Oregon corporation)

INTO

MIS PRESS, INC.
(a Delaware corporation)

(Under Section 252 of the General Corporation Law)

It is hereby certified that:

1. The constituent business corporations (the "Constituent Corporations") participating in the merger herein certified (the "Merger") are:

(i) Management Information Source, Inc., which is incorporated under the laws of the State of Oregon; and

(ii) MIS Press, Inc. which is incorporated under the laws of the State of Delaware.

2. A Plan and Agreement of Merger dated as of April 1, 1993 (the "Merger Agreement") 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 Management Information Source, Inc. in accordance with the laws of the State of its incorporation and by MIS Press, Inc. in the same manner as is proved in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation (the "Surviving Corporation") in the Merger is MIS Press, Inc., which will continue its existence as Surviving Corporation under its present name upon the effective date of the Merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The certificate of incorporation of MIS Press, Inc., as now in force and effect, shall continue to be the certificate of incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Merger Agreement between the Constituent Corporations is on file at the principal place of

business of the Surviving Corporation, the address of which is as follows:

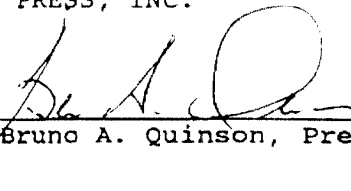
c/o Henry Holt and Company, Inc.
115 West 18th Street
New York, New York 10011.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of the Constituent Corporations.

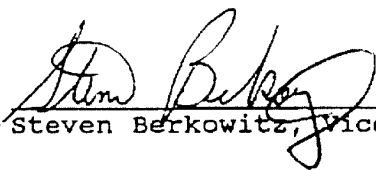
7. The authorized capital stock of Management Information Source, Inc. consists of 100 shares without par value.

Dated: April 1, 1993

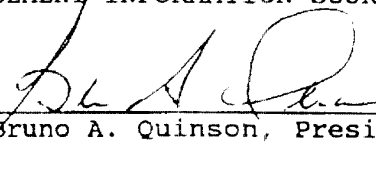
MIS PRESS, INC.

By: 
Bruno A. Quinson, President

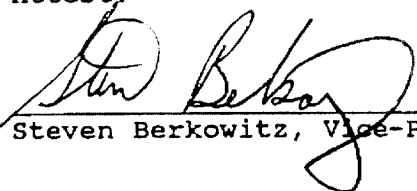
Attest:


Steven Berkowitz, Vice-President

MANAGEMENT INFORMATION SOURCE, INC.

By: 
Bruno A. Quinson, President

Attest:


Steven Berkowitz, Vice-President

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 MERGER, WHICH MERGES:

"MANAGEMENT INFORMATION SOURCE, INC.", A OREGON CORPORATION, WITH AND INTO "MIS PRESS, INC." UNDER THE NAME OF "MIS PRESS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF APRIL, A.D. 1993, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2330129 8100M

971406440

AUTHENTICATION: 8781314

DATE: 12-01-97

RECORDED: 08/11/1998

TRADEMARK
REEL: 1767 FRAME: 0907