

08-18-1998

COVER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner

100795817

of the attached original documents or copy thereof.

MRD 8-11-98

1. Name of conveying party(ies):

FEARON/JANIUS/QUERCUS
CORPORATION

- Individual(s)
- General Partnership
- Corporation-State CA
- Other

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

2. Name and address of receiving party(ies)

Name: GLOBE FEARON INC.

Internal Address:

Street Address: One Lake Street

City: Upper Saddle River State: NJ ZIP: 0745

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

3. Nature of conveyance:

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

Execution Date: 12/1/93

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,100,160

Additional numbers attached? Yes No

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

Name: David Weems

Internal Address: Simon & Schuster, Inc.

Street Address: 1633 Broadway

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40 -

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-2257

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

08/13/1998 JSHABAZZ 00000102 192257 1100160

DO NOT USE THIS SPACE

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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.

David Weems
Name of Person Signing

David Weems
Signature

8/10/98
Date

Total number of pages including cover sheet, attachments, and document: 5



State
of
California
OFFICE OF THE SECRETARY OF STATE

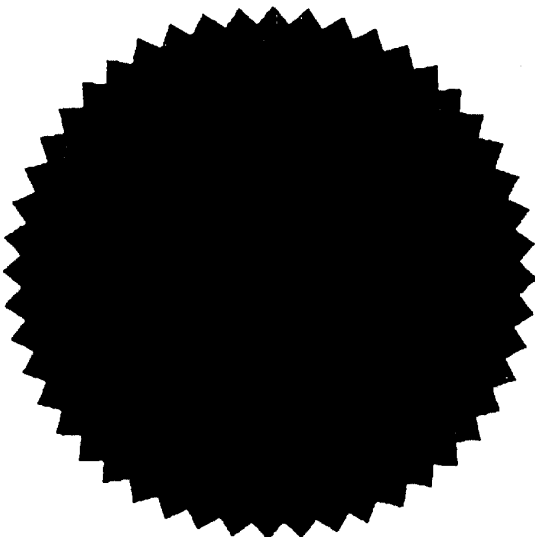
RE: GLOBE BOOK COMPANY, INC. Merged into: FEARON/JANUS/QUERCUS CORPORATION
Name changed to:
GLOBE FEARON INC.

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

FEB 07 1994



March Fong Eu

Secretary of State

NYU

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FILED

Office of the Secretary of State
State of California

NYU

DEC 31 1993

CERTIFICATE OF OWNERSHIP
GLOBE BOOK COMPANY, INC.
into

Henry J. Lee
Secretary of State

FEARON/JANUS/QUERCUS CORPORATION

To the Secretary of State
State of California

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the domestic parent corporation hereinafter named do hereby certify as follows:

1. The name of the subsidiary corporation, which is a business corporation of the State of California, and which is to be the surviving corporation under the merger herein certified, is **Fearon/Janus/Quercus Corporation.**
2. The name of the parent corporation is **Globe Book Company, Inc.** which is a business corporation of the State New York, and which is to be the disappearing corporation under the merger herein certified. **Globe Book Company, Inc.** owns 100% of the outstanding shares of **Fearon/Janus/Quercus Corporation.**
3. The following is a copy of the resolutions to merge **Globe Book Company, Inc.,** into **Fearon/Janus/Quercus Corporation** as adopted and approved by the Boards of Directors of **Globe Book Company, Inc.** and **Fearon/Janus/Quercus Corporation:**

"RESOLVED, that **Fearon/Janus/Quercus Corporation,** which is a business corporation of the State of California and is the wholly-owned subsidiary of **Globe Book Company, Inc.,** which is a business corporation of the State of New York, does hereby merge said **Globe Book Company, Inc.,** pursuant to the provisions of the New York Business Corporation Law and pursuant to the provisions of the General Corporation Law of the State of California; and further

RESOLVED, that **Globe Book Company, Inc.,** which is a business corporation of the State of New York and is the owner of all of the outstanding shares of **Fearon/Janus/Quercus Corporation,** which is a business corporation of the State of California, does hereby merge *itself* into its wholly-owned subsidiary, **Fearon/Janus/Quercus Corporation,** pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the New York Business Corporation Law; and further

RESOLVED, that **Globe Book Company, Inc.** shall be the disappearing corporation upon the effective date of the merger herein provided for pursuant to the provisions of the New York Business Corporation Law and that **Fearon/Janus/Quercus Corporation** does hereby assume all of the liabilities of **Globe Book Company, Inc.;** and further

RESOLVED, **Fearon/Janus/Quercus Corporation** shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of California; and further

RESOLVED, that all of the the issued and outstanding shares of *Globe Book Company, Inc.* shall be surrendered and converted into an equal number of outstanding shares of *Fearon/Janus/Quercus Corporation*; and further

RESOLVED, that the Board of Directors and the proper officers of *American Teaching-Aids, Inc.* are hereby authorized, empowered, and directed to do any and all acts and things, and to make execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the merger herein described; and further

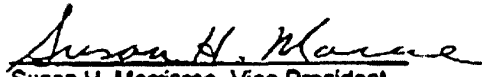
RESOLVED, that Article FIRST of the Surviving Corporation's Articles of Incorporation, which relates to the name of the corporation, is hereby amended so as to read as follows:

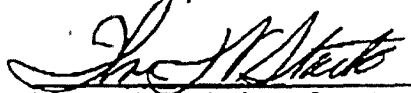
'FIRST: The name of the Corporation is **Globe Fearon Inc.**'

5. The merger herein provided for shall become effective in the State of California on December 31, 1993.

On the date set forth below, in the City of New York in the State of New York, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that she signed the foregoing certificate in the official capacity set forth beneath her signature, and that the statements set forth in said certificate are true of her own knowledge.

Signed on this 1st day of December, 1993.


Susan H. Morrisroe, Vice President
of *Globe Book Company, Inc.*
the Parent Corporation


Ilene W. Stack, Assistant Secretary
of *Globe Book Company, Inc.*
the parent corporation

merge/parentintoCAsub