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100799939

attached original documents or copy thereof.

To the Honorable Commissioner of

1. Name of conveying party(ies):

Communications/Today Ltd.

- Individual(s)
- General Partnership
- Corporation-State North Carolina
- 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: December 30, 1994

2. Name and address of receiving party(ies)

Name: Reed Elsevier Inc.

Internal Address:

Street Address: 275 Washington Street

City: Newton State: PA ZIP: 02158

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Massachusetts
- 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 patent number(s):

A. Trademark Application No.(s)

U.S. Patent & TMO/TM Mail Rpt Dt. #26



08-06-1998

B. Trademark Registration No.(s)

1,787,686

Yes No

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

Name: Renee Simonton

Internal Address: Reed Elsevier Intellectual

Property Management Services

08/19/1998 JSHBAZZ 00000033 1787686

01 FC:481 40.00.00

Street Address: 1105 N. Market Street

City: Wilmington State: DE ZIP: 19801

6. Total number of applications and registrations involved:

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

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.

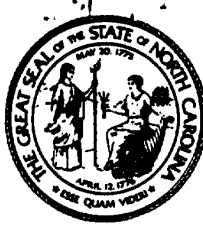
Renee Simonton
Name of Person Signing

Renee Simonton
Signature

8/4/98
Date

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

STATE OF NORTH CAROLINA



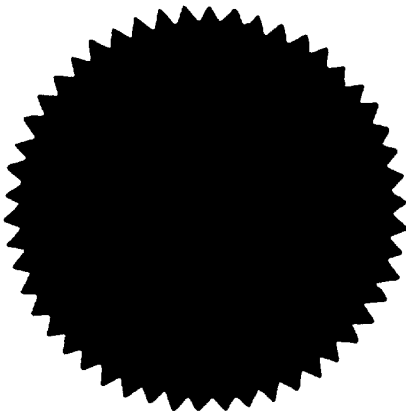
Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER
OF
COMMUNICATIONS/TODAY, LTD.
INTO
REED ELSEVIER INC.

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 2nd day of February, 1998.

Elaine F. Marshall

Secretary of State

TRADEMARK

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FILED
9:00 AM

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EFFECTIVE: 3-95 11:59:59

RUFUS L. EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

34 364 9060

State of North Carolina
Department of the Secretary of State
ARTICLES OF MERGER OR SHARE EXCHANGE
BUSINESS CORPORATION

Pursuant to §55-11-05 of the General Statutes of North Carolina, the undersigned corporation as the surviving corporation in a merger hereby submits the following Articles of Merger.

1. The name of the surviving or acquiring corporation is Reed Elsevier Inc. a
corporation organized under the laws of Massachusetts; the name of
the merged corporation is Communications/Today, Ltd., a corporation organized
under the laws of North Carolina.

2. Attached is a copy of the Plan of Merger or Share Exchange that was duly approved in the manner prescribed by law for each of the corporations participating in the merger or share exchange.

3. With respect to the surviving/acquiring corporation (check either a or b, as applicable):
a. Shareholder approval was not required for the merger or share exchange. (but was secured)
b. Shareholder approval was required for the merger or share exchange, and the plan of merger or share exchange was approved by shareholders as required by Chapter 55 of the North Carolina General Statutes.

4. With respect to the merged/acquired corporation (check either a or b, as applicable):
a. Shareholder approval was not required for the merger or share exchange. (but was secured)
b. Shareholder approval was required for the merger or share exchange, and the plan of merger or share exchange was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.

5. These articles will be effective upon filing, unless a delayed date and/or time is specified: _____

This the 30 day of December, 19 94

Communications/Today, Ltd.
Name of Corporation
Timothy C. O'Brien
Signature

Timothy C. O'Brien, Vice President
Type or Print Name and Title

NOTES:
1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.
2. In the case of a merger, Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. § 55-11-05.
(Revised July 1994)

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is entered into this 30th day of December, 1994 to become effective on the Effective Date (as hereinafter defined), by and among Reed Elsevier Inc., a Massachusetts corporation ("Reed Elsevier") and Communications/Today, Ltd., a North Carolina corporation ("Communications/Today").

WITNESSETH:

WHEREAS, Reed Elsevier is a corporation duly organized and validly existing under Massachusetts law and has an authorized capitalization of one-thousand (1,000) shares of common stock, par value \$ 100.00 per share, of which one-hundred thirty-eight (138) shares are issued and outstanding as of the date hereof; and

WHEREAS, Communications/Today, a wholly-owned subsidiary of Reed Elsevier, is a corporation duly organized and validly existing under North Carolina law and has an authorized capitalization which consists of one-thousand (1000) shares of common stock, par value \$ 100.00 per share, all of which are issued and outstanding as of the date hereof; and

WHEREAS, in all respects, and subject to the approval of the sole stockholders of Reed Elsevier and Communications/Today, the respective Boards of Directors of Reed Elsevier and Communications/Today deem it advisable and to the advantage, welfare and best interests of such corporations and the stockholder of each such corporation to merge Communications/Today with and into Reed Elsevier pursuant to the provisions of the Business Corporation Act of North Carolina and the Business Corporation Law of Massachusetts (the "Corporation Laws"), upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, this Plan and Agreement of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon for submission to the sole stockholders of Reed Elsevier and Communications/Today, as required by the provisions of the Corporation Laws.

1. **Merger.** Upon the terms and subject to the conditions hereof and in compliance with the provisions of the Corporation Laws, Communications/Today shall, on the Effective Date (as hereinafter defined), be merged with and into Reed Elsevier, which shall be the surviving corporation and which shall continue to exist as the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation") under the name "Reed Elsevier Inc." to be governed by the provisions of the Massachusetts Business Corporation Law. The separate existence of Communications/Today (sometimes hereinafter referred to as the "Terminating Corporation") shall cease on the Effective Date, in accordance with the provisions of the Corporation Laws.

2. **Charter Document.** The Restated Articles of Organization of Reed Elsevier in force and effect immediately prior to the Effective Date, shall be the charter document of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed in the manner prescribed by the provisions of the Massachusetts Business Corporation Law.

3. **By-Laws.** The Amended and Restated By-Laws of Reed Elsevier as in force and effect immediately prior to the Effective Date, shall be the By-Laws of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed as therein provided and in the manner prescribed by the provisions of the Massachusetts Business Corporation Law.

4. **Board of Directors.** From and after the Effective Date, the Directors of Reed Elsevier as in office immediately prior to the Effective Date shall be the Directors of the Surviving Corporation to hold such office, subject to the provisions of the Corporation Laws and the Articles of Organization and By-Laws of the Surviving Corporation, until their successors are duly elected and qualified.

5. **Officers.** From and after the Effective Date, the officers of Reed Elsevier as in office immediately prior to the Effective Date shall be the officers of the Surviving Corporation to hold such offices, subject to the provisions of the Corporation Laws and the Articles of Organization and By-Laws of the Surviving Corporation.

6. **Purposes.** The Surviving Corporation is empowered to transact any and all lawful business for which corporations may be incorporated under the laws of the Commonwealth of Massachusetts, and the purposes for which the Surviving Corporation is organized are as described in Reed Elsevier's and Communications/Today's respective Articles of Organization or Incorporation, as amended, as in force and effect immediately prior to the Effective Date.

7. **Cancellation of Shares.** As of the Effective Date and by virtue of the merger and without any action on the part of the sole shareholder of the Terminating Corporation, all of the issued and outstanding shares of capital stock of the Terminating Corporation shall be canceled and cease to exist. As of the Effective Date, the authorized capitalization of the Surviving Corporation shall consist of one-thousand (1,000) shares of common stock, par value \$ 100.00 per share, and each issued and outstanding share of common stock, par value \$ 100.00 per share of Reed Elsevier shall continue to represent one share of common stock, par value \$ 100.00 per share, of the Surviving Corporation.

8. **Shareholder Action.** Reed Elsevier and Communications/Today agree that they shall cause this Plan and Agreement of Merger to be submitted to each corporation's respective shareholder for approval as required, and in the manner prescribed by the provisions of the Corporation Laws.

9. **Effective Date.** The Articles of Merger will be executed and filed in accordance with the Corporation Laws, at such time as is directed by the President of Reed Elsevier. The merger shall become effective on January 3, 1995 (the "Effective Date"), provided that Articles of Merger have been filed with the Massachusetts and North Carolina Secretaries of State on or before such date.

10. **Effect of Merger.** Upon the Effective Date of the merger, the Surviving Corporation shall possess all the rights, privileges, power and franchises of a public as well as of a private nature of the Terminating Corporation and the Surviving Corporation; all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action belonging to or due to the Terminating Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; title to any real estate, or any interest in real estate, and rights of any kind in any and all licenses and contracts, vested in the Terminating Corporation shall not revert or be in any way impaired by reason of the merger; the Surviving Corporation shall then be liable for all the liabilities and obligations of the Terminating Corporation; any claim existing or action or proceeding pending by or against the Terminating Corporation may be prosecuted as if the merger had not taken place, and neither the rights of creditors nor any liens upon the property of the Terminating Corporation shall be impaired by the merger.

11. **Further Acts.** In the event that this Plan and Agreement of Merger shall have been fully approved on behalf of Reed Elsevier and Communications/Today in the manner prescribed by the provisions of the Corporation Laws, Reed Elsevier and Communications/Today will cause to be executed and filed or recorded any document prescribed by the laws of the Commonwealth of Massachusetts or the State of North Carolina and will cause to be performed all necessary acts within the Commonwealth of Massachusetts or the State of North Carolina and elsewhere to effectuate the merger. The Board of Directors and the proper officers of Reed Elsevier and Communications/Today, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file 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 this Plan and Agreement of Merger.

12. **Termination and Abandonment.** Notwithstanding the approval of this Plan and Agreement of Merger and of the merger by the respective shareholders of Reed Elsevier and Communications/Today, (a) this Plan and Agreement of Merger may be terminated and the merger may be abandoned, at any time prior to the filing of the Articles of Merger in the offices of the Secretaries of State of Massachusetts and North Carolina by an instrument in writing signed by an authorized officer of Reed Elsevier and Communications/Today, and upon authorization of the Boards of Directors of Reed Elsevier and Communications/Today, and (b) subject to applicable law, this Plan and Agreement of Merger may be amended by an instrument in writing signed by an authorized officer of Reed Elsevier and of Communications/Today, and upon authorization of the respective Boards of Directors, provided that no amendment shall be so made which is materially adverse to the respective shareholders of Reed Elsevier or Communications/Today.

13. **Counterparts.** This Plan and Agreement of Merger may be executed in any number of counterparts and by any of the parties hereto on separate counterparts, each of which when so executed shall constitute an original and all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is duly executed by and on behalf of Reed Elsevier and Communications/Today as of the date hereinbefore first written.