

MRO REC 8-25-98

08-28-1998

HEET

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AUG 25

To the Honorable Commissioner of Patents

100810729

Send original documents or copy thereof.

1. Name of conveying party(ies):

NYIF CORPORATION

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

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

2. Name and address of receiving party(ies)

Name: PRENTICE - HALL, INC

Internal Address:

Street Address: One Lake Street

City: Upper Saddle River State: NJ ZIP: 07458

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State DE
- 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: 12/15/92

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

A. Trademark Application No.(s)

75/375,311

B. Trademark Registration No.(s)

1,444,541

Additional numbers attached? Yes No

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

Name: David Weems

Internal Address: c/o Simon & Schuster, Inc.

Street Address: 1230 Ave. of the Americas

City: New York State: NY ZIP: 10020

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- 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)

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.

David Weems Name of Person Signing

[Signature] Signature

8/29/98 Date

Total number of pages including cover sheet, attachments, and document: 8

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01 FC: 401 02 FC: 402

Office of the Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF PRENTICE-HALL, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING NYIF CORPORATION A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 1992, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO KENT COUNTY RECORDER OF DEEDS ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 1992 FOR RECORDING.

* * * * *



Michael Ratchford

Michael Ratchford, Secretary of State

AUTHENTICATION: *3707377

DATE: 12/17/1992

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CERTIFICATE OF OWNERSHIP AND MERGER
OF
NYIF CORPORATION
(a New York corporation)
INTO
PRENTICE-HALL, INC.
(a Delaware corporation)

* * * * *

IT IS HEREBY CERTIFIED THAT:

FIRST: PRENTICE-HALL, INC., [hereinafter sometimes referred to as the "Corporation"], is a business corporation organized and existing under the laws of the State of Delaware.

SECOND: The corporation owns all of the outstanding shares of each class of the stock of NYIF CORPORATION, a corporation incorporated on the 13th day of September, 1977, pursuant to the Business Corporation Law of the State of New York.

THIRD: The laws of the jurisdiction of organization of NYIF CORPORATION permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

FOURTH: The Corporation hereby merges NYIF CORPORATION into the Corporation.

FIFTH: The following is a copy of the resolutions duly adopted on the 15th day of December, 1992, by the Unanimous Written Consent of the Board of Directors of the Corporation to merge the said NYIF CORPORATION into the Corporation:

RESOLVED, that NYIF CORPORATION be merged into the Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of NYIF CORPORATION be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by NYIF CORPORATION in its name; and further

RESOLVED, that the Corporation assume all of the obligations of NYIF CORPORATION; and further

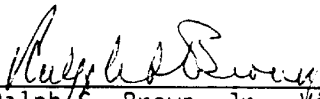
RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New York, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of NYIF CORPORATION and of the Corporation and in any other appropriate jurisdiction; and further

RESOLVED, that anything in the foregoing resolutions or elsewhere to the contrary notwithstanding, this merger may be terminated or abandoned by the Board of Directors of the Corporation at any time prior to the date of filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.


SIXTH: This merger shall become effective on the First day of January, 1993, at 12:01 AM.

EXECUTED this 15th day of December, 1992.

PRENTICE-HALL, INC.

By: 
Ralph S. Brown, Jr., Vice President

Attest:

By: 
Ilene W. Stack, Assistant Secretary

PLAN OF MERGER
OF
NYIF CORPORATION
INTO
PRENTICE-HALL, INC.

PLAN OF MERGER approved on December 15, 1992, by NYIF CORPORATION, a business corporation organized under the laws of the State of New York, and by resolution adopted by its Board of Directors on said date, and approved by PRENTICE-HALL, INC., a business corporation organized under the laws of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

1. NYIF CORPORATION shall be merged with PRENTICE-HALL, INC. pursuant to the provisions of the Business Corporation Law of the State of New York and pursuant to the provisions of the General Corporation Law of the State of Delaware. PRENTICE-HALL, INC., which owns all of the outstanding shares of NYIF CORPORATION shall be the surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware and is sometimes hereinafter referred to as the "surviving parent corporation." The separate existence of NYIF CORPORATION, which is sometimes hereinafter referred to as the "terminating subsidiary corporation," shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York.

2. The Certificate of Incorporation of the surviving parent corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving parent corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The by-laws of the surviving parent corporation upon the effective date of the merger in the jurisdiction of its organization shall be the by-laws of said surviving parent corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving parent corporation upon the effective date of the merger in the jurisdiction of its organization shall continue to be the members of the Board of Directors and the officers of the surviving parent corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving parent corporation.

5. The issued shares of the terminating subsidiary corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished. The issued shares of the surviving parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving parent corporation.

6. In the event that the merger of the terminating subsidiary corporation with the surviving parent corporation shall have been fully authorized in accordance with the provisions of the Business Corporation Law of the State of New York and in accordance with the provisions of the General Corporation Law of the State of Delaware, the terminating subsidiary

corporation and the surviving parent corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the terminating subsidiary corporation and of the surviving parent corporation, respectively, 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 this Plan of Merger or of the merger herein provided for.

8. The effective date of the merger herein provided for shall, insofar as the provisions of the Business Corporation Law of the State of New York shall govern the same, be January 1, 1993.