

Form PTO-1594 Recordation Form Cover Sheet
Trademark Registration Nos. Continued
Page 2 of 2

13.	1697965	31.	1979821
14.	1216988	32.	1212382
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21.	617494	39.	1138043
22.	1455701	40.	799652
23.	1710330	41.	1707225
24.	1855428	42.	1939790
25.	1575823	43.	1943934
26.	1740184	44.	1171595
27.	1771771	45.	1243079
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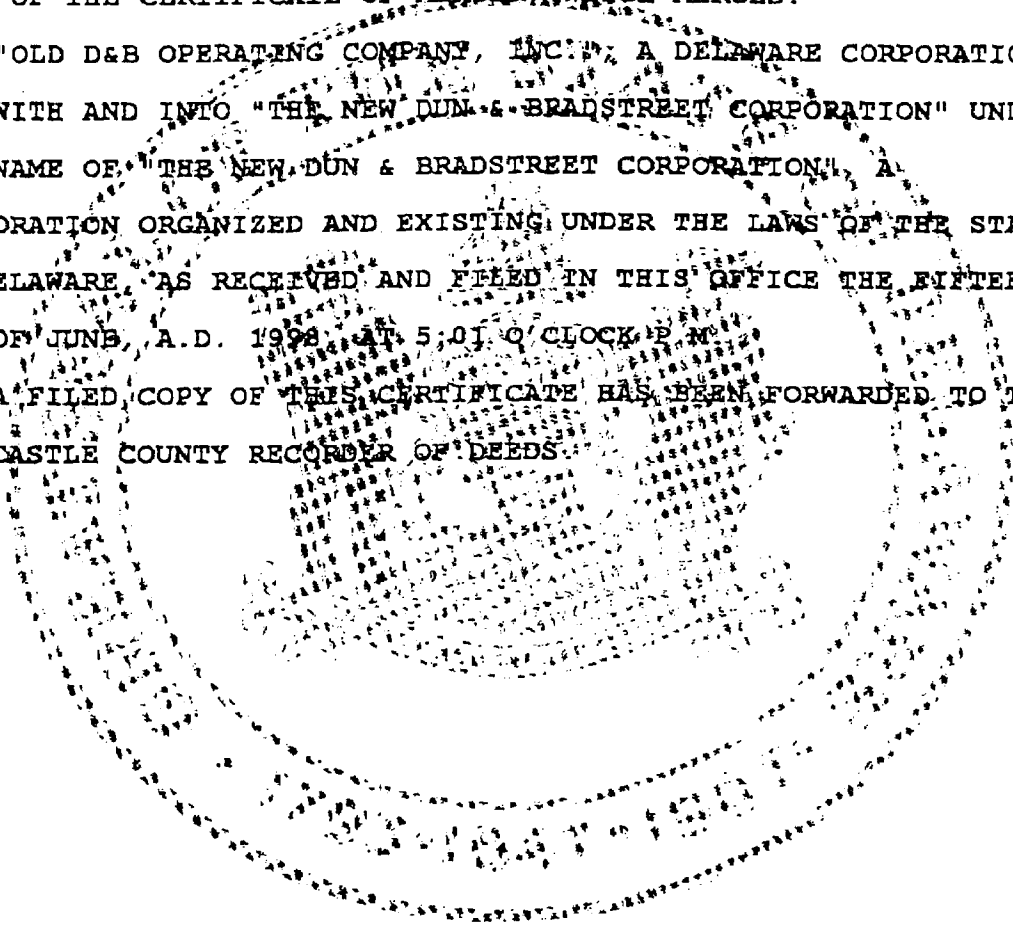
State of Delaware
Office of the Secretary of State

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:

"OLD D&B OPERATING COMPANY, INC." A DELAWARE CORPORATION, WITH AND INTO "THE NEW DUN & BRADSTREET CORPORATION" UNDER THE NAME OF "THE NEW DUN & BRADSTREET CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JUNE, A.D. 1998 AT 5:01 O'CLOCK P.M.

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



2882059 8100M

981230881

Edward J. Freel

Edward J. Freel, Secretary of State
9139061

AUTHENTICATION: 06-15-98

DATE:

JUN 16 98 09:39

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PAGE.07

FROM: RICHARDS LAYTON & FINGER
FAX NO. P. 04/14
NO. 4261506254 P 5

CERTIFICATE OF MERGER

of

OLD D&B OPERATING COMPANY, INC.

with and into

THE NEW DUN & BRADSTREET CORPORATION

Under Section 251 of the
General Corporation Law
of the State of Delaware

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, The New Dun & Bradstreet Corporation, a Delaware corporation ("New D&B"), hereby certifies the following information relating to the merger of Old D&B Operating Company, Inc., a Delaware corporation ("Old D&B"), with and into New D&B (the "Merger").

FIRST: That the name and state of incorporation of each of the constituent corporations in the Merger (the "Constituent Corporations") are as follows:

Name	State of Incorporation
The New Dun & Bradstreet Corporation	Delaware
Old D&B Operating Company, Inc.	Delaware

SECOND: The Agreement and Plan of Merger, dated as of June 15, 1998, among New D&B and Old D&B setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The surviving corporation in the Merger (the "Surviving Corporation") is New D&B.

FOURTH: The certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of New D&B.

FIFTH: The executed Merger Agreement is on file at the principal executive offices of the Surviving Corporation, One Diamond Hill Road, Murray Hill, New Jersey 07974.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:01 PM 06/15/1998
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FROM: Tri-State Courier & Carriage

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

SEVENTH: This Certificate of Merger, and the Merger provided for herein, shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of the 15th day of June, 1998.

THE NEW DUN & BRADSTREET CORPORATION

By: Nancy L. Henry
Name: NANCY L. HENRY
Title: Senior Vice President and Chief Legal Counsel

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PAGE 05

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