

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 AGREEMENT OF MERGER, WHICH MERGES:

"BERKLEY PUBLISHING CORPORATION", A DELAWARE CORPORATION,
"CHARTER COMMUNICATIONS, INC.", A NEW YORK CORPORATION,
"COWARD-MCCANN, INC.", A NEW YORK CORPORATION,
"JEREMY P. TARCHER, INC.", A CALIFORNIA CORPORATION,
"JOVE PUBLICATIONS, INC.", A DELAWARE CORPORATION,
"J. P. TARCHER, INC.", A DELAWARE CORPORATION,
"PENGUIN BOOKS USA INC.", A NEW YORK CORPORATION,
"PLATT & MUNK, INC.", A NEW YORK CORPORATION,
"PRICE STERN SLOAN, INC.", A DELAWARE CORPORATION,
"THE PUTNAM BERKLEY GROUP, INC.", A NEW YORK CORPORATION,
WITH AND INTO "PENGUIN PUTNAM INC." UNDER THE NAME OF "PENGUIN PUTNAM 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 DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE




Edward J. Freel, Secretary of State

2693236 8100M

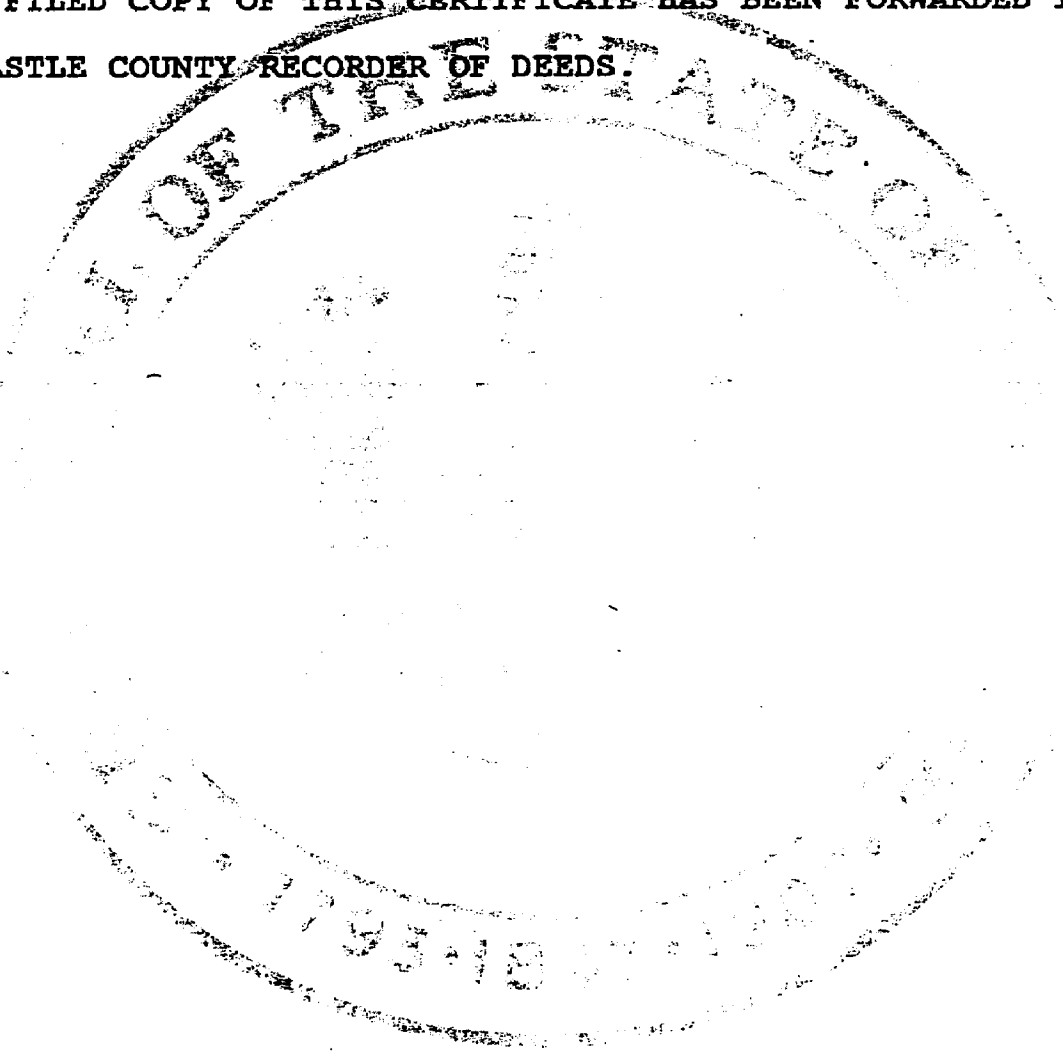
AUTHENTICATION: 9448054

981470478

DATE: TRADEMARK
REEL: 1845¹²⁻⁰⁸⁻⁹⁸ FRAME: 0584

THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

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



Edward J. Freel

Edward J. Freel, Secretary of State

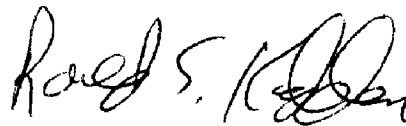
AUTHENTICATION:

DATE: **TRADEMARK**
REEL: 1845 FRAME: 0585

Express Mail" Mailing Label Number EM395679592US

Date of Deposit: January 27, 1999

I hereby certify that the foregoing paper is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231.



Ronald S. Kadden