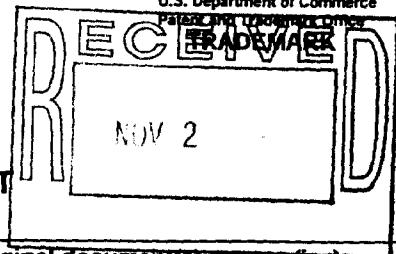


06-01-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



11.2.98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
 3/13/97
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Modern Curriculum Press, Inc.

3/13/97

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Modern Curriculum Inc.

DBA/AKA/TA

Composed of

Address (line 1) 299 Jefferson Road

Address (line 2)

Address (line 3) Parippany New Jersey 07054
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization California

11/04/1998 DNGUYEN 00000312 192257 75467956

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 25.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1875 FRAME: 0463

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

:

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:
Deposit Account

Enclosed Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

David Weems

David Weems

10/30/98

Name of Person Signing

Signature

Date Signed

State of California

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

MAR 20 1997



Bill Jones

Secretary of State

A489075

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

MAR 17 1997

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF

American Teaching Aids, Inc.
(a California corporation)

Bill Jones
BILL JONES, Secretary of State

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 corporation hereinafter named do hereby certify as follows:

1. The name of the corporation is: American Teaching Aids, Inc.
2. Article 1. of the corporation's Articles of Incorporation, which relates to the name the of the corporation, is hereby amended so as to read as follows:

"1. The name of the Corporation is: Modern Curriculum Inc."
3. The amendments herein provided for have been approved by the corporation's Board of Directors.
4. The amendment herein provided for was approved by the required written consent of the corporation's shareholders in accordance with the provisions of Section 902 of the General Corporation Law.

The corporation's total number of shares which were outstanding and entitled to vote or to furnish written consent with respect to the amendments herein provided for at the time of the approval thereof is 70, all of which are of one class.

The percentage vote of the number of the aforesaid outstanding shares which is required to vote or furnish written consent in favor of the amendments herein provided for is 100%.

The number of the aforesaid outstanding shares which voted or furnished a written consent in favor of the amendments herein provided for is 70, and said number equaled the percentage of the vote or written consent required to approve the said amendments.

Signed on March 13, 1997.

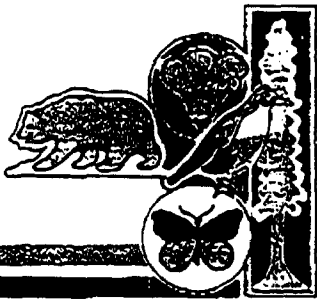
[Signature]
Michael D. Fricklas, Senior Vice President

[Signature]
Gene W. Stack, Assistant Secretary

On this 13th day of March, 1997, in the City of New York, in the State of New York, each of the undersigned does hereby declare under the penalty of perjury that they each signed the foregoing Certificate of Amendment of Articles of Incorporation in the official capacity set forth beneath their respective signatures, and that the statements set forth in said certificate are true of their own knowledge.

[Signature]
Michael D. Fricklas, Senior Vice President

[Signature]
Gene W. Stack, Assistant Secretary



State
of
California

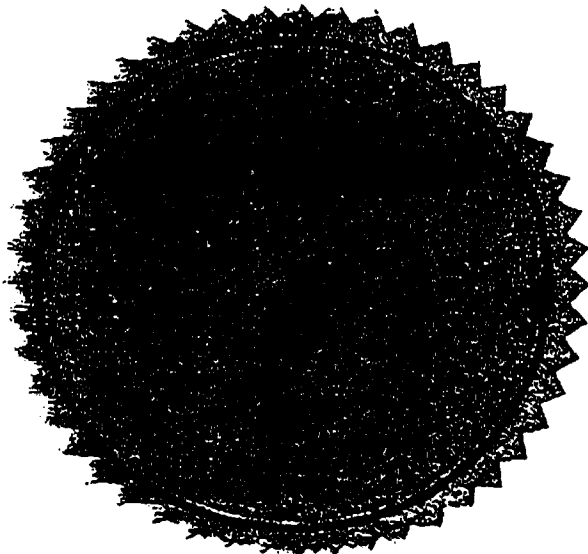
OFFICE OF THE SECRETARY OF STATE

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

JAN 11 1957



March Fong Eu

Secretary of State

AGREEMENT OF MERGER
OF
Modern Curriculum Press, Inc.
(an Ohio corporation)
INTO
AMERICAN TEACHING AIDS, INC.
(a California corporation)

.....

AGREEMENT OF MERGER made and entered into on December 13, 1993, by and between *Modern Curriculum Press, Inc.*, a business corporation of the State of Ohio, and by AMERICAN TEACHING AIDS, INC., a business corporation of the State of California, and approved by resolution adopted by THE Board of Directors of each such corporation.

WHEREAS *Modern Curriculum Press, Inc.* is a business corporation of the State of Ohio and is subject to the provisions of Chapter 1701 of the Revised Code of Ohio; and

WHEREAS American Teaching Aids, Inc. is a business corporation of the State of California; and

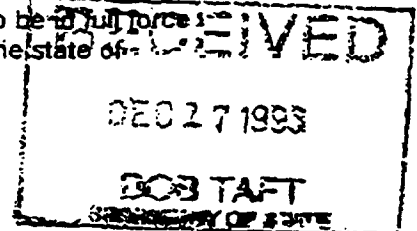
WHEREAS the General Corporation Law of the State of California permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of California; and

WHEREAS *Modern Curriculum Press, Inc.* and American Teaching Aids, Inc. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge *Modern Curriculum Press, Inc.* into American Teaching Aids, Inc. pursuant to the provisions of Chapter 1701 of the Revised Code of Ohio and pursuant to the provisions of the General Corporation Law of the State of California upon the terms and conditions hereinafter set forth:

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of *Modern Curriculum Press, Inc.* pursuant to the provisions of Chapter 1701 of the Revised Code of Ohio and being thereunto duly approved and authorized by a resolution adopted by the Board of Directors of American Teaching Aids, Inc. in accordance with the provisions of Chapter 1701 of the Revised Code of Ohio and of the laws of the State of California, the Agreement of Merger and the terms and conditions thereto, the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon for submission to the shareholders of *Modern Curriculum Press, Inc.* as required by Chapter 1701 of the Revised Code of Ohio and by the laws of the State of California, as hereinafter in this Agreement set forth.

1. *Modern Curriculum Press, Inc.*, which is a corporation existing under the laws of the State of Ohio, and which is hereinafter sometimes referred to as the "terminating corporation" is hereby merged into American Teaching Aids, Inc., which is a corporation existing under the laws of the State of California, which shall be the continuing corporation, and which is sometimes hereinafter referred to as the "surviving corporation".

2. The present Articles of Incorporation of the surviving corporation shall constitute the Articles of Incorporation of said surviving corporation and shall continue to be of full force and effect until altered or amended pursuant to the provisions of the laws of the state of incorporation of said surviving corporation.



3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided under the authority of and in the manner prescribed by the provisions of the laws of the State of California.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving 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 corporation.

5. The location of the principal office of the surviving corporation is the registered office therein located at 1455 Response Road, Suite 250, City of Sacramento, County of Sacramento, State of California.

6. The issued shares of *Modern Curriculum Press, Inc.*, the terminated corporation, shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as *American Teaching Aids, Inc.* is the surviving corporation and the owner of all outstanding shares of the terminating corporation and each said share of the terminating corporation which is issued and outstanding as of the complete effective date of the merger shall be surrendered and extinguished.

7. The surviving corporation does hereby agree that it may be served with process in the State of Ohio and does hereby irrevocably appoint the Secretary of State of the State of Ohio as its agent to accept service of process in any proceeding in the State of Ohio to enforce against the surviving corporation any obligation of the terminating corporation, or to enforce the right of a dissenting shareholder, if any, of the terminating corporation.

8. The surviving corporation, desiring to be licensed to transact business as a foreign corporation in the State of Ohio effective January 1, 1994, the day following the effective date of the merger herein provided for, does hereby apply for a permanent license to transact such business therein and does hereby designate for such purpose the following as its statutory agent in the State of Ohio: The Prentice-Hall Corporation System, Inc., 380 South Fifth Street, Columbus, Ohio 43215-5436.

The corporate purposes of the surviving corporation to be exercised within the State of Ohio include, but are not limited to, the creation, publication, distribution of educational materials.

The surviving corporation has not obtained a license to transact business in Ohio at any time in the past.

9. The Agreement of Merger herein made and entered into shall be submitted to the shareholders entitled to vote of the terminating corporation and of the surviving corporation for their adoption or rejection in the manner prescribed by Chapter 1701 of the Revised Code of Ohio and by the laws of the State of California.

10. In the event that this Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of Chapter 1701 of the Revised Code of Ohio and shall have been adopted by the shareholders entitled to vote of the surviving corporation in accordance with the provisions of the laws of the State of California, the terminating corporation and the surviving corporation agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Ohio and by the laws of the State of California, and that they will cause to be performed all necessary acts within the State of Ohio and within the State of California and elsewhere to effectuate the merger.