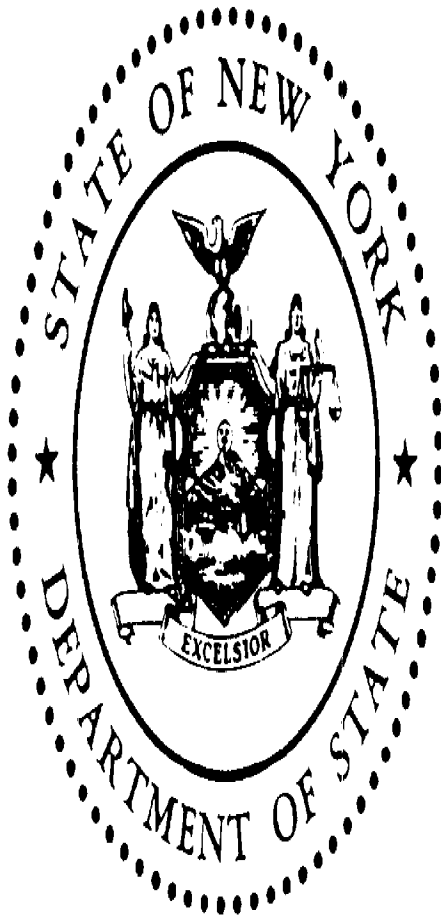




*State of New York* }  
*Department of State* } <sup>ss:</sup>

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* MAY 18 1999



A handwritten signature in black ink, appearing to read "J. Klue", with a long horizontal line extending to the right.

*Special Deputy Secretary of State*

99021200036

CSC 45

CERTIFICATE OF MERGER

OF

RANDOM HOUSE VALUE PUBLISHING, INC.

INTO

RANDOM HOUSE, INC.

Section 905 of the Business Corporation Law

1912 JUN 3 4 39

Filers: Hertzmann Inc.  
1540 Broadway  
24th Floor  
New York, NY 100364098

13770005

FEB 12 1999

NY

NY

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899021200036

FEB 11 1999 10:47 AM RKTLSWVW, INC.

CSC 45

CERTIFICATE OF MERGER

OF

RANDOM HOUSE VALUE PUBLISHING INC.

WITH AND INTO

RANDOM HOUSE, INC.

Under Section 905 of the Business Corporation Law

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as a subsidiary corporation into said surviving corporation.

SECOND: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on September 21, 1944, is Random House Value Publishing Inc. The name under which Random House Value Publishing Inc was formed is Gramercy Publishing Co. Inc. which name was changed to Phoenix Publishing Co. Inc. on September 6, 1945, to Phoenix Press, Inc. on December 16, 1946; which name was changed to Outlet Book Co., Inc. on November 28, 1951, and to Random House Value Publishing Inc. on March 4, 1994.

THIRD: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on February 21, 1966, is Random House, Inc. The name under which Random House, Inc. was formed is RCA Publishing Company, Inc.

FOURTH: The number of outstanding shares of Random House Value Publishing, Inc. is 100 shares, all of which are of one class, and all of which are owned by Random House, Inc.

FIFTH: The merger herein certified was authorized in respect of the surviving corporation Random House, Inc. by written consent of the Board of Directors thereof.

IN WITNESS WHEREOF, the undersigned has executed this document on the date set forth below and does hereby affirm, under the penalties of perjury, that the statements contained herein are true and correct.

Dated: February 3, 1999

Random House, Inc

By

*Harriette Dorsen*  
Harriette Dorsen, Senior Vice President,  
Secretary and General Counsel

Random House Value Publishing Inc.

By

*Jacqueline Chaisey*  
Jacqueline Chaisey, Secretary