

08-11-1999

Docket No. 22740/WPC/K163

MLP
8-6-99



101113551

OVER SHEET ONLY

AUG - 6

Post Office Box 7068
Pasadena, CA 91109-7068

Box Assignment
Commissioner of Patents and
Washington, D.C. 20231

Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): McGaw, Inc. (Ohio)</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other <input type="checkbox"/> Exists Under Laws of</p> <p>Additional name(s) of conveying party(ies) attached: no</p>	<p>2. Name and address of receiving party(ies): Name: McGaw, Inc. (Delaware) Street Address: 2525 McGaw Avenue, Irvine, California 92614</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other: <input type="checkbox"/> Exists Under Laws of</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designation must be a separate document from Assignment). Additional name(s) & address(es) attached?</p>
<p>3. Name of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: 02/27/92</p>	<p>4. B. Trademark Registration No.(s) 1,111,189</p>
<p>4. A. Trademark Application No.(s)</p>	<p>Additional numbers attached? no</p> <p>6. Total number of applications or registrations involved..... 1</p> <p>7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$ 40.00</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p>
<p>5. Please return the recorded document and address all correspondence to: CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: William P. Christie</p> <p>10. <input type="checkbox"/> Explanatory letter is enclosed.</p>	<p>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.</p> <p>Date: August 4, 1999 By <u>William P. Christie</u> Name: William P. Christie 626/795-9900</p> <p>Total number of pages including cover sheet, attachments, and document: 4</p> <p><u>August 4, 1999</u> <u>Mary L. Morley</u> (DATE SIGNED)</p>

WPC/mlm

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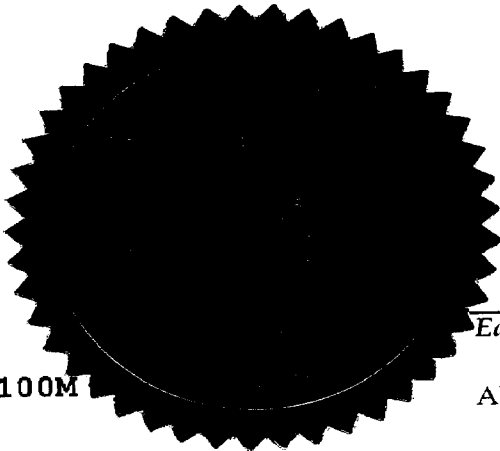
State of Delaware
Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"MCGAW, INC.", A OHIO CORPORATION,

WITH AND INTO "MCGAW, INC." UNDER THE NAME OF "MCGAW, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 1992, AT 9:01 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9775117

DATE: 05-28-99

CERTIFICATE OF OWNERSHIP AND MERGER
OF
McGAW, INC.
(an Ohio corporation)
WITH AND INTO
McGAW, INC.
(a Delaware corporation)

The undersigned corporation, McGaw, Inc., a corporation organized and existing under the laws of the State of Delaware hereby certifies as follows:

1. This Certificate of Ownership and Merger (the "Certificate") is executed pursuant to Section 253 of the General Corporation Law of the State of Delaware to effect the merger (the "Merger") of McGaw, Inc, an Ohio corporation ("McGaw Ohio"), with and into McGaw, Inc., a Delaware corporation ("McGaw Delaware"). McGaw Ohio and McGaw Delaware are sometimes collectively referred to herein as the "Constituent Corporations."

2. McGaw Delaware owns all of the issued and outstanding capital stock of McGaw Ohio.

3. Through an Action by Unanimous Written Consent dated as of February 27, 1992, the Board of Directors (the "Board") of McGaw Delaware approved the Merger and adopted the following resolutions:

WHEREAS, it is proposed that McGaw Ohio merge with and into McGaw Delaware, substantially on the terms set forth in the Agreement of Merger (the "Merger Agreement") presented to the Board with these resolutions;

WHEREAS, upon consummation of the Merger, all of McGaw Ohio's estate, property, rights, privileges, powers and franchises will be transferred to and become the property of McGaw Delaware as the surviving corporation; and

WHEREAS, after review of the Merger Agreement, the Board has determined that it is advisable and in the best interests of McGaw Delaware and its stockholders that McGaw Ohio merge with and into McGaw Delaware substantially on the terms and conditions set forth in the Merger Agreement, and therefore to authorize the execution, delivery and performance thereof.

NOW, THEREFORE, BE IT RESOLVED, that McGaw Ohio merge with and into McGaw Delaware, such transaction to be substantially in accordance with the terms set forth in the following resolutions and in the form of Merger Agreement presented with these resolutions, which form, terms and conditions are hereby approved in all material respects;

RESOLVED FURTHER, that, subject to the prior approval by the Board of Directors of McGaw Ohio, McGaw Delaware enter into the Merger Agreement with McGaw Ohio which, among other things, provides that, as a result of the Merger, the separate existence of McGaw Ohio shall cease and McGaw Delaware will be the surviving corporation and continue operations under the name "McGaw, Inc.;"

RESOLVED FURTHER, that the appropriate officers of McGaw Delaware be, and each of them hereby is, authorized, directed and empowered, for and on behalf of McGaw Delaware, to execute, verify and deliver the Merger Agreement, with such changes therein as the officers executing the same shall approve, the execution and delivery thereof by such officers

to be conclusive evidence of approval by the Board of the Merger Agreement as so executed and delivered; and


RESOLVED FURTHER, that the appropriate officers of McGaw Delaware be, and each of them hereby is, authorized, directed and empowered, for and on behalf of McGaw Delaware, to execute all documents and take such further action, including, but not limited to, the filing of appropriate certificates of merger with the Secretary of State of the state's of Delaware and Ohio, as they may deem necessary, appropriate or advisable to effect the Merger and the purposes of each of the foregoing preambles and resolutions.

4. Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of Common Stock of McGaw Ohio outstanding immediately prior thereto shall be cancelled.

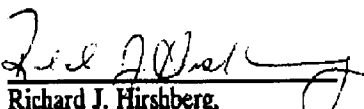
5. McGaw Delaware may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of McGaw Ohio, as well as for enforcement of any obligation of the surviving corporation arising from the Merger. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is The Prentice-Hall Corporation System, Inc., 32 Lookerman Square, Suite L-100, Dover, Delaware 19901, until McGaw Delaware shall have hereafter designated in writing to the Secretary of State a different address for such purpose.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been signed by and under the seal of McGaw Delaware this 27th day of February 1992.

McGAW, INC.
a Delaware corporation

By: 
Robert J. Krist,
Vice President, Finance and
Chief Financial Officer

ATTEST:


Richard J. Hirshberg,
Assistant Secretary