

To the Honorable Commissioner of Patents and

1 documents or copy thereof.

1. Name of conveying party(ies):

Optical Data Corporation

- () Individual(s)
 () General Partnership
 (X) Corporation-State of New York
 () Association
 () Limited Partnership
 () Other

101270369 address of receiving party(ies):

The McGraw-Hill Companies, Inc.
 1221 Avenue of the Americas
 New York, New York 10020-1095

- () Individual(s) citizenship U.S.
 () Association
 () General Partnership
 () Limited Partnership
 (X) Corporation-State of New York
 () Other

Additional name(s) of conveying party(ies) attached? () Yes (X) No

3. Nature of Conveyance:

- () Assignment
 () Security Agreement () Change of Name
 (X) Merger

If assignee is not domiciled in the United States, a domestic representative designated is attached () Yes () No

(Designations must be a separate document Assignment)
 Additional name(s) & Address(es) attached
 () Yes (X) No

Execution Date: December 16, 1999

4. Application or registration number(s):

A. Trademark Application No.(s)

75/506764
 75/395394

B. Trademark Registration No.(s)

2,231,884
 See Attached List

Additional numbers attached? (X) Yes () No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Ava K. Doppelt, Esquire
 Internal Address: Allen, Dyer, Doppelt,
 Milbrath & Gilchrist, P.A.

Street Address: 255 South Orange Avenue
 Suite 1401
 Orlando, FL 32801

6. Total number of applications and registrations involved:.....(15)

7. Total fee (37CFR 3.41)..... \$390.00
 (X) Enclosed (receipt for payment)
 (X) Charge any amounts due or credit any Overpayment to deposit account no. 01-0484

(Attach duplicate copy of this page if paying by deposit account)

02/16/2000 ITOM11 00000232 2231884

DO NOT USE THIS SPACE

01 FC:481
 02 FC:482

(40.00 OP)
 350.00 OP

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.

Ava K. Doppelt, Esquire

Signature

January 19, 2000
Date

Total number of pages including cover sheet, attachments and document: 5

OPTICAL DATA CORPORATION MERGER INTO
THE MCGRAW-HILL COMPANIES, INC.
TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>DATE REGISTERED</u>	<u>REGISTRATION NUMBER</u>	<u>STATUS</u>
WINDOWS ON SCIENCE	10/18/1988	1,509,078	Registered
AN IMMERSION VIDEO EXPERIENCE	11/29/1988	1,514,454	Registered
LESSON MAKER	11/29/1988	1,514,456	Registered
COSMIC CHEMISTRY	08/10/1993	1,787,389	Registered
OPTICAL DATA CORPORATION	06/07/1994	1,838,586	Registered
WANDEROOS	06/07/1994	1,839,053	Registered
KINDERVENTURES	06/21/1994	1,841,230	Registered
BEYOND EARTH	12/06/1994	1,866,298	Registered
OPTICAL DATA CORPORATION & DESIGN	01/31/1995	1,876,377	Registered
WANDEROOS	05/02/1995	1,892,589	Registered
MISC. DESIGN (Wanderoos)	07/18/1995	1,906,346	Registered
WINDOWS ON MATH	10/31/1995	1,931,759	Registered

State of New York }
Department of State } ss:

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

DEC 24 1999



A handwritten signature in dark ink, appearing to be "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)

CERTIFICATE OF MERGER
OF
OPTICAL DATA CORPORATION
INTO

THE MCGRAW-HILL COMPANIES, INC.

(Under Section 905 of the Business Corporation Law)

It is hereby certified by the corporation named herein as the surviving corporation 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 the subsidiary corporation into said surviving corporation.

SECOND: The laws of the jurisdiction of the corporation named herein as the subsidiary corporation permit a merger of the kind certified herein.

THIRD: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on April 9, 1982 is Optical Data Corporation. The name under which said corporation was formed is Video Vision Associates, Ltd.

FOURTH: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on December 29, 1925, is The McGraw-Hill Companies, Inc. The name under which said corporation was formed is McGraw-Hill Publishing Company, Inc.

FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

DESIGNATION	NUMBER
Common Stock	14,757,152

SIXTH: The merger of the subsidiary corporation into the surviving corporation has been authorized under the laws of the jurisdiction of incorporation of the subsidiary corporation.

SEVENTH: The effective date of the merger herein certified shall be December 31, 1999.

EIGHTH: The Plan of Merger was adopted by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: December 16, 1999

THE MCGRAW-HILL COMPANIES, INC.

By: 

Name: Frank J. Kaufman

Title: Senior Vice President

OPTICAL DATA CORPORATION

By: 

Name: Frank J. Kaufman

Title: Vice President

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RECORDED: 01/19/2000

TRADEMARK
REEL: 002024 FRAME: 0495