

RECORDATION FORM COVER SHEET

06-13-2000



101379709

To the Honorable Commission  
original documents or copy th

ease record the attached

MED 5-23-2000

<p>1. Name of conveying party: Carlson Learning Company 701 Carlson Parkway Minnetonka, Minnesota 55345</p> <p><input checked="" type="checkbox"/> Corporation of Minnesota</p>	<p>2. Name and address of receiving party: CLC Acquisition Company 1209 Orange Street Wilmington, Delaware 19801</p> <p><input checked="" type="checkbox"/> Corporation of Delaware</p>
<p>3. Nature of conveyance: Merger</p> <p>Execution Date: <u>April 28, 2000</u></p>	<p>4. Trademark Registration/Application Nos.:</p> <p>2,297,617; 2,184,318; 2,129,791; 2,110,525 2,101,512; 2,078,268; 2,045,480; 2,045,473 2,028,076; 2,026,597; 2,026,595; 1,999,697 1,998,931; 1,905,384; 1,883,575; 1,839,398 1,839,397; 1,734,746; 1,572,501; 1,551,355 1,291,504; 1,290,948; 1,240,276; 1,230,481 1,228,841; 1,195,673; 955,492; 75/766,181 75/764,751; 75/764,507; 75/762,067</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>James D. Kole, Esq. Nixon Peabody LLP Clinton Square Post Office Box 1051 Rochester, New York 14603</p>	<p>6. Total number of Registrations/Applications involved: 31</p>
<p>7. Total fee (37 CFR 3.41) \$790.00</p> <p><input type="checkbox"/> Check is enclosed.</p>	<p>8. Deposit Account Number: 14-1138</p> <p><input checked="" type="checkbox"/> Charge any additional fees to account.</p>
<p>06/12/2000 JSHABAZZ 00000160 2297617 DO NOT USE THIS SPACE</p> <p>01 FC:481 40.00 OP 02 FC:482 750.00 OP</p>	

To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is a true and correct copy of the original document.

Kristen E. Mollnow  
Kristen E. Mollnow

May 18, 2000  
Date

[Total number of pages, including Cover Sheet: 6]

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

EL144212474US

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:

"CARLSON LEARNING COMPANY", A MINNESOTA CORPORATION,  
WITH AND INTO "CLC ACQUISITION COMPANY" UNDER THE NAME OF  
"CARLSON LEARNING COMPANY", 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 APRIL, A.D. 2000, AT 5  
O'CLOCK P.M.

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



3216018 8100M

001218922

Handwritten signature of Edward J. Freel in cursive.

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0409589

DATE: 04-28-00

TRADEMARK  
REEL: 002085 FRAME: 0833

EL144212474US

**CERTIFICATE OF OWNERSHIP AND MERGER****OF****CARLSON LEARNING COMPANY**  
**(a Minnesota corporation)****INTO****CLC ACQUISITION COMPANY**  
**(a Delaware corporation)**

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Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware

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CLC Acquisition Company, a Delaware corporation ("Parent"), does hereby certify that:

1. Parent is incorporated pursuant to the General Corporation Law of the State of Delaware.
2. Parent is the owner of all of the issued and outstanding shares of stock of Carlson Learning Company, a Minnesota corporation (the "Subsidiary").
3. The laws of the State of Minnesota permit the merger of a corporation of that jurisdiction with a corporation of another jurisdiction and the merger has been adopted, approved, certified, executed and acknowledged by Parent in accordance with the laws of the State of Minnesota.
4. Parent hereby merges into itself and assumes all of the obligations of, the Subsidiary.
5. The name of the surviving Delaware corporation upon the effective date of the merger is CLC Acquisition Company which shall change its name to "Carlson Learning Company".
6. The merger shall be effective upon the filing of the Certificate of Ownership and Merger with the State of Delaware.

7. The following is a copy of the resolutions adopted on April 28, 2000 by the Board of Directors of Parent to merge into itself, and assume all of the obligations of, the Subsidiary:

Plan of Merger

RESOLVED, that the Board of Directors of Parent has determined that the merger of Carlson Learning Company, a Minnesota corporation and wholly owned subsidiary of Parent (the "Subsidiary"), with and into Parent is in the best interest of Parent and its shareholders;

FURTHER RESOLVED, that, upon the effective date of the merger, Parent will assume all of the obligations of the Subsidiary;

FURTHER RESOLVED, that 100,000 shares of the Subsidiary's common stock, par value \$0.01 per share, owned by Parent and constituting all the issued and outstanding shares of capital stock of the Subsidiary, will be cancelled upon the effective date of the merger;

FURTHER RESOLVED, that the directors of Parent immediately prior to the effective date of the merger shall continue as the directors of the surviving Delaware corporation, and the officers of Parent immediately prior to the effective date of the merger, shall be the officers of the surviving Delaware corporation, in each case, until the earlier of their death, resignation or removal or until their respective successors are duly elected and qualified, as the case may be;

FURTHER RESOLVED, that the name of the surviving Delaware corporation upon the effective date of the merger will be CLC Acquisition Company which shall change its name to "Carlson Learning Company"; and

FURTHER RESOLVED, that the officers of Parent be, and each of them hereby is, authorized, empowered, and directed to execute, deliver and file, for and on behalf of Parent, the Certificate of Ownership and Merger, pursuant to the General Corporation Law of the State of Delaware, and the Articles of Merger, pursuant to the Minnesota Business Corporation Act, together with any agreements, documents and instruments in connection therewith and any exhibits, annexes or attachments thereto, in each case with such changes therein, additions thereto or omissions therefrom as such officers may deem necessary, advisable or appropriate, such execution, delivery and filing by any such officer to be conclusive evidence of such authorization and approval.

General Authorizing Resolutions

FURTHER RESOLVED, that any and all actions previously taken or caused to be taken by the officers of Parent, or any of them, in connection with any of the matters contemplated by any of the foregoing resolutions are hereby acknowledged to be duly authorized acts and deeds performed on behalf of Parent and are hereby ratified, confirmed and adopted as such; and

FURTHER RESOLVED, that the officers of Parent be, and each of them hereby is, authorized and empowered, in the name and on behalf of Parent and under its corporate seal where required, to execute and deliver such other agreements, instruments and documents, and to take or cause to be taken such other actions, as Parent may determine to be necessary or advisable to implement the purposes and intent of the foregoing resolutions, each such agreement, instrument and document to be in such form and to contain such terms and conditions, consistent with the foregoing resolutions, as the officers of Parent executing the same may approve, the execution and delivery of any such agreement, instrument or document by any such officer or the taking of such action to be conclusive evidence of such authorization and approval.

IN WITNESS WHEREOF, Parent has caused this Certificate of Ownership and Merger to be executed as of the 28th day of April, 2000.

CLC ACQUISITION COMPANY

By: 

Brooke Ablon

Vice President and Secretary

3A-402

State of Minnesota

EL144212474US

**SECRETARY OF STATE***Certificate of Merger*

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

*Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A*

*State of Formation and Names of Merging Entities:*

MN: CARLSON LEARNING COMPANY

DE: CLC ACQUISITION COMPANY

*State of Formation and Name of Surviving Entity:*

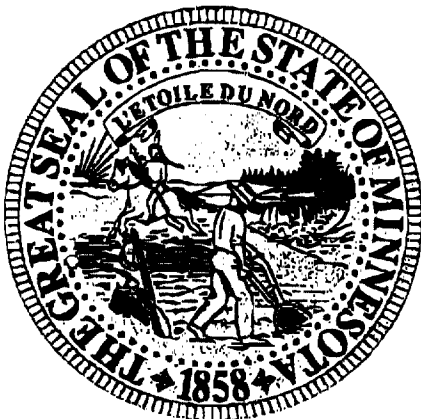
DE: CLC ACQUISITION COMPANY

*Effective Date of Merger: April 28, 2000*

*Name of Surviving Entity After Effective Date of Merger:*

CARLSON LEARNING COMPANY

*This certificate has been issued on: April 28, 2000.*



*Mary Kiffmeyer*  
Secretary of State.