

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"QUESTIA MERGER COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "QUESTIA MEDIA, INC." UNDER THE NAME OF
"QUESTIA MEDIA AMERICA, 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 DECEMBER, A.D.
2000, AT 11:15 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0957230

DATE: 02-06-01

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CERTIFICATE OF MERGER

merging

QUESTIA MERGER COMPANY
(a Delaware corporation)



with and into

03-05-2001

U.S. Patent & TMO/c/TM Mail Ropt Dt. #34

QUESTIA MEDIA, INC.
(a Delaware corporation)

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), Questia Media, Inc., a Delaware corporation (the "Company," or the "Surviving Corporation") does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Questia Media, Inc.	Delaware
Questia Merger Company	Delaware

SECOND: That an Agreement and Plan of Merger pursuant to which Questia Merger Company will be merged with and into the Company (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 251 of the DGCL.

THIRD: That the Company is the surviving corporation of the Merger.

FOURTH: That the Amended and Restated Certificate of Incorporation of the Company immediately prior to the effective time of the Merger shall be amended as follows, and as so amended, such Amended and Restated Certificate of Incorporation shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law.

Article FIRST of such Amended and Restated Certificate of Incorporation shall be amended so that the full text of such altered article is as follows:

"FIRST. The name of the Corporation is 'Questia Media America, Inc.'"

Article FOURTH of such Amended and Restated Certificate of Incorporation shall be amended so that the full text of such altered article is as follows:

"FOURTH: The aggregate number of shares of stock which the Company shall have authority to issue is 1,000 shares of Common Stock, par value \$0.0001 per share (the "Common Stock")."

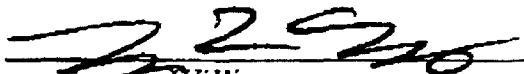
FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation at 3 Greenway Plaza, Suite 1700, Houston, Texas 77046.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: That pursuant to Section 103(d) of the DGCL, this Certificate of Merger and the Merger shall become effective immediately upon filing this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Questia Media, Inc. has caused this Certificate of Merger to be executed on its behalf on this 27th day of December, 2000.

QUESTIA MEDIA, INC.
A Delaware Corporation

By: 
Name: Troy L. Williams
Title President and
Chief Executive Officer