

5-11-01

05-18-2001



101722084

To the Honorable Commissioner of Patents:

Final documents or copy thereof.

1. Name of conveying party(ies):

Everyday Learning Corporation

2. Name and address of receiving party(ies):

McGraw-Hill Education Company
1221 Avenue of the Americas
New York, New York 10020

- Individual(s)
- General Partnership
- Corporation-State of Illinois
- Association
- Limited Partnership
- Other

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

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

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

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 No

Execution Date: 12/31/00

4. Application or registration number(s):

A. Trademark Application No. (s)

75/856594 75/280737 75/880791
75/856595 76/013062 75/879212
75/856596 75/277862 75/879162

B. Trademark Registration No. (s)

2,217,617 2,430,015 1,835,404 1,901,216 1,802,099
2,062,568 1,944,182 1,770,002 2,030,938 1,941,104
2,100,687 2,138,734 2,368,057 2,141,532

Additional numbers attached? Yes No

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

Ava K. Doppelt, Esquire
Allen, Dyer, Doppelt,
Milbrath & Gilchrist, P.A.
255 South Orange Avenue
Suite 1404
Orlando, Florida 32801

6. Total number of applications and registrations involved:.....23

7. Total fee (37CFR 3.41)..... \$370.00
 Enclosed (receipt for payment)
 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)

DO NOT USE THIS SPACE

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

May 11, 2001

Date

Total number of pages including cover sheet, attachments and document: 12

OMB No. 0651-011 ((EXPIRED));.4/94)

05/18/2001 GTOM11 00000043 010484 75856594
01 FC:481 40.00 OP
02 FC:482 220.00 CH 330.00 OP

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 MERGER, WHICH MERGES:

"EDUCATIONAL PUBLISHING CORPORATION", A DELAWARE CORPORATION,

"EVERYDAY LEARNING CORPORATION", A ILLINOIS CORPORATION,

"LANDS END PUBLISHING, INC.", A DELAWARE CORPORATION,

"MCGRAW-HILL EDUCATION SALES, INC.", A DELAWARE CORPORATION,

"NTC/CONTEMPORARY PUBLISHING GROUP, INC.", A ILLINOIS CORPORATION,

"SHORTLAND PUBLICATIONS (USA), INC.", A COLORADO CORPORATION,

"SHORTLAND PUBLICATIONS, INC.", A DELAWARE CORPORATION,

"WRIGHT GROUP PUBLISHING, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MCGRAW-HILL EDUCATION COMPANY" UNDER THE NAME OF "MCGRAW-HILL EDUCATION COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2000, AT 4:04 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF



2385982 8100M

001637688

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0866077

DATE: 12-19-00

TRADEMARK
REEL: 002298 FRAME: 0032

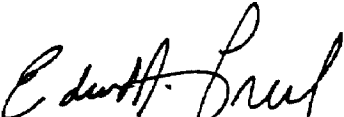
State of Delaware
Office of the Secretary of State

PAGE 2

THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2000.

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





Edward J. Freel, Secretary of State

2385982 8100M

AUTHENTICATION: 0866077

001637688

DATE: 11/30/00

REEL: 002298 FRAME: 0033

CERTIFICATE OF MERGER
OF
MCGRAW-HILL EDUCATION SALES, INC.
AND
EVERYDAY LEARNING CORPORATION
AND
EDUCATIONAL PUBLISHING CORPORATION
AND
LANDS END PUBLISHING, INC.
AND
NTC/ CONTEMPORARY PUBLISHING GROUP, INC.
AND
SHORTLAND PUBLICATIONS (USA), INC.
AND
SHORTLAND PUBLICATIONS, INC.
AND
WRIGHT GROUP PUBLISHING, INC.
INTO
MCGRAW-HILL EDUCATION COMPANY

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) McGraw-Hill Education Sales, Inc., which is incorporated under the laws of the State of Delaware;
 - (ii) Everyday Learning Corporation, which is incorporated under the laws of the State of Illinois;
 - (iii) Educational Publishing Corporation, which is incorporated under the laws of the State of Delaware;
 - (iv) Lands End Publishing, Inc., which is incorporated under the laws of the State of Delaware;
 - (v) NTC/Contemporary Publishing Group, Inc., which is incorporated under the laws of the State of Illinois;
 - (vi) Shortland Publications (USA), Inc., which is incorporated under the laws of the State of Colorado;
 - (vii) Shortland Publications, Inc., which is incorporated under the laws of the State of Delaware;
 - (viii) Wright Group Publishing, Inc., which is incorporated under the laws of the State of Delaware; and
 - (ix) McGraw-Hill Education Company, which is incorporated under the laws of the State of Delaware. ✓

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware and the laws of the jurisdiction of organization of NTC/Contemporary Publishing Group, Inc. Everyday Learning Corporation and Shortland Publications (USA), Inc.

3. The name of the surviving corporation in the merger herein certified is McGraw-Hill Education Company, which will continue its existence as said surviving corporation under its present name upon the effective date and time of said

merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of McGraw-Hill Education Company, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

1221 Avenue of the Americas, New York, NY 10020.
6. The copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.
7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at 5:10 P.M. on December 31, 2000.

Dated: December 15, 2000


McGRAW-HILL EDUCATION SALES,
INC.

By: 
Name: Frank Kaufman
Title: Vice President


EVERYDAY LEARNING
CORPORATION

By: 
Name: Frank Kaufman
Title: Vice President

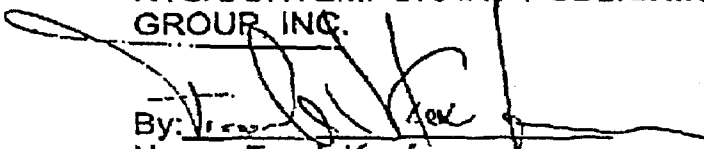
EDUCATIONAL PUBLISHING CORPORATION


By: _____
Name: Frank Kaufman
Title: Vice President

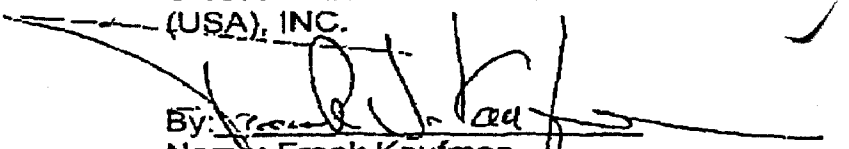
LANDS END PUBLISHING, INC.


By: _____
Name: Frank Kaufman
Title: Vice President


NTC/CONTEMPORARY PUBLISHING GROUP, INC.


By: _____
Name: Frank Kaufman
Title: Vice President

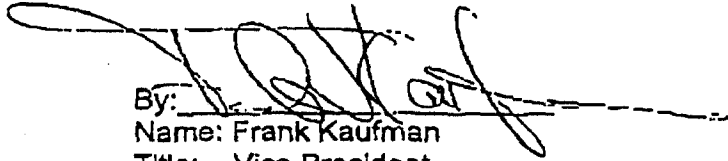
SHORTLAND PUBLICATIONS (USA), INC.


By: _____
Name: Frank Kaufman
Title: Vice President

SHORTLAND PUBLICATIONS, INC.


By: _____
Name: Frank Kaufman
Title: Vice President

WRIGHT GROUP PUBLISHING, INC.


By: _____
Name: Frank Kaufman
Title: Vice President

McGRAW-HILL EDUCATION
COMPANY


By: _____
Name: Frank Kaufman
Title: Vice President

0010023915

3029/0042 33 001 Page 1 of 2

2001-01-10 09:22:15

Cook County Recorder 33.30

File Number 3047-067-2



0010023915

State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF MERGER OF
MCGRAW-HILL EDUCATION COMPANY

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 20TH day of DECEMBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

C-212.3

TRADEMARK
REEL: 002298 FRAME: 0039


Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

SUBMIT IN DUPLICATE.

FILED

DEC 20 2000

**JESSE WHITE
SECRETARY OF STATE**

This space for use by
Secretary of State
Date 12/20/00
Filing Fee \$ 150.⁰⁰
Approved: 

DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

1. Names of the corporations proposing to ^{merge} consolidate, and the state or country of their incorporation:
_{exchange shares}

| Name of Corporation | State or Country of Incorporation | Corporation File Number |
|--|-----------------------------------|-------------------------|
| <u>NTC/Contemporary Publishing Group, Inc.</u> | <u>Illinois</u> | <u>D3047-067-2</u> |
| <u>Everyday Learning Corporation</u> | <u>Illinois</u> | <u>5529-257-4</u> |
| <u>McGraw-Hill Education Company</u> | <u>Delaware</u> | |

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ^{surviving} new corporation: McGraw-Hill Education Company
_{acquiring}

(b) it shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger} consolidation is as follows:
_{exchange}

See attached Agreement of Merger.

5. ^{merger} Plan of consolidation or exchange was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|-------|--------------------------|--------------------------|--------------------------|
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

| Name of Corporation | Total Number of Shares Outstanding of Each Class | Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation |
|--|---|--|
| <u>NTC/Contemporary Publishing Group, Inc.</u> | <u>62,050 Common Shares</u> | <u>62,050 Common Shares</u> |
| <u>Everyday Learning Corporation</u> | <u>806,760 Common Stock</u> <u>18,667 Preferred Shares</u> | <u>806,760 Common Stock</u> <u>18,667 Preferred Shares</u> |

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____

(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated December 15, 2000
(Month & Day) (Year)

NTC Contemporary Publishing Group, Inc
(Exact Name of Corporation)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

by [Signature]
(Signature of President or Vice President)

Rosemarie Cappabianca, Secretary
(Type or Print Name and Title)

Frank J. Kaufman, Vice President
(Type or Print Name and Title)

Dated December 15, 2000
(Month & Day) (Year)

Everyday Learning Corporation
(Exact Name of Corporation)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

by [Signature]
(Signature of President or Vice President)

Rosemarie Cappabianca, Secretary
(Type or Print Name and Title)

Frank J. Kaufman, Vice President
(Type or Print Name and Title)

Dated December 15, 2000
(Month & Day) (Year)

McGraw-Hill Education Company
(Exact Name of Corporation)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

by [Signature]
(Signature of President or Vice President)

Rosemarie Cappabianca, Secretary
(Type or Print Name and Title)

Frank J. Kaufman, Vice President
(Type or Print Name and Title)

C-195.8

TRADEMARK