

05-18-2001



To the Honorable Commissioner of Pa

101722086

and original documents or copy thereof.

- 1. Name of conveying party(ies): Lands End Publishing, Inc.
2. Name and address of receiving party(ies): McGraw-Hill Education Company
1221 Avenue of the Americas
New York, New York 10020

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

- 3. Nature of Conveyance: () Assignment (x) Merger () Security Agreement () Change of Name () Other
Execution Date: 12/31/00
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

- 4. Application or registration number(s):
A. Trademark Application No. (s) (76/036214)
B. Trademark Registration No. (s) 1,958,565 1,975,917 2,007,788
Additional numbers attached? () Yes (X) 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:.....4
7. Total fee (37CFR 3.41)..... \$115.00
(X) Enclosed (receipt for payment)
(X) Charge any amounts due or credit any Overpayment to deposit account no. 01-0484

05/18/2001 GTDN11 00000045 76036214
01 FC:481 40.00 OP
02 FC:482 75.00 OP

DO NOT USE THIS SPACE

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

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 10, 2001

Date

Total number of pages including cover sheet, attachments and document: 8

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

Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0866077

DATE: 12-19-00

TRADEMARK

REEL: 002298 FRAME: 0056

State of Delaware
Office of the Secretary of State

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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.



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

Edward J. Freel, Secretary of State

2385982 8100M

AUTHENTICATION: 0866077

001637688

TRADEMARK
DATE: 12-19-00
REEL: 002298 FRAME: 0057

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

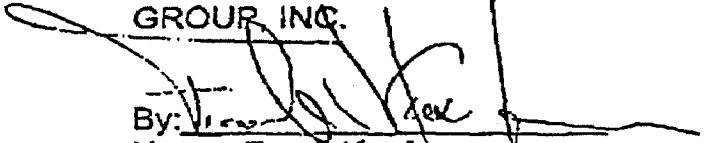
EDUCATIONAL PUBLISHING CORPORATION

By: 
Name: Frank Kaufman
Title: Vice President

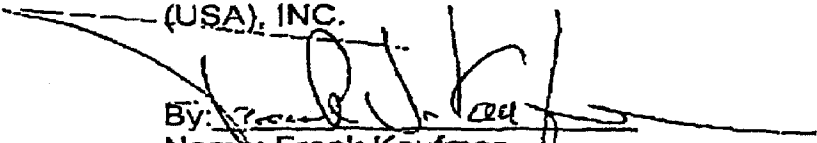
LANDS END PUBLISHING, INC.

By: 
Name: Frank Kaufman
Title: Vice President


NTC/CONTEMPORARY PUBLISHING GROUP, INC.

By: 
Name: Frank Kaufman
Title: Vice President

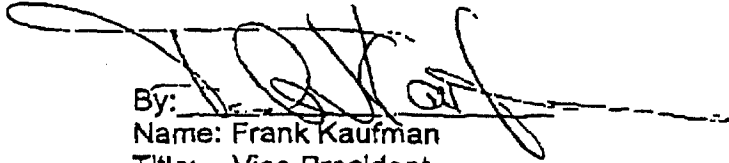
SHORTLAND PUBLICATIONS (USA), INC.

By: 
Name: Frank Kaufman
Title: Vice President

SHORTLAND PUBLICATIONS, INC.

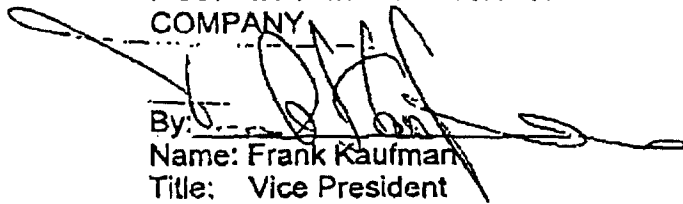
By: 
Name: Frank Kaufman
Title: Vice President

WRIGHT GROUP PUBLISHING, INC.



By: _____
Name: Frank Kaufman
Title: Vice President

McGRAW-HILL EDUCATION
COMPANY



By: _____
Name: Frank Kaufman
Title: Vice President