

05-22-2001



To the Honorable Commissioner of Patents

101724758

original documents or copy thereof.

1. Name of conveying party(ies):

Shortland Publications, Inc.

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

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

5-15-01

- Individual(s)
- General Partnership
- Corporation-State of Delaware
- 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)

B. Trademark Registration No.(s)

76/000217

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:.....1

7. Total fee (37CFR 3.41)..... \$40  
 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 14, 2001

Date

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

State of Delaware  
Office of the Secretary of State

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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: 002300 FRAME: 0169

State of Delaware  
Office of the Secretary of State

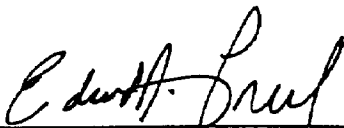
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PAGE 2

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: ~~TRADEMARK~~

REEL: 002300 FRAME: 0170

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

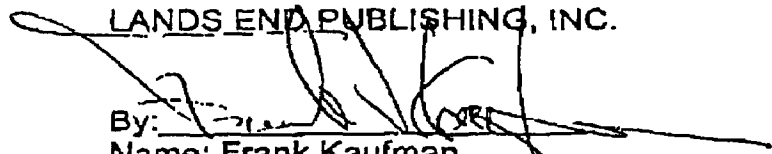
EVERYDAY LEARNING  
CORPORATION

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

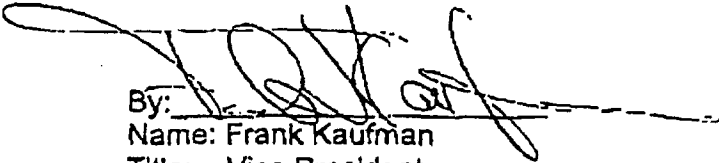
SHORTLAND PUBLICATIONS  
(USA), INC.

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