




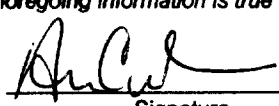
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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings $\leftrightarrow \leftrightarrow \leftrightarrow$ ∇ ∇		RECC TF	 101784967	DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.				
1. Name of conveying party(ies): Encyclopaedia Britannica Educational Corporation 310 South Michigan Avenue Chicago, Illinois 60604 <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State New York <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No		2. Name and address of receiving party(ies) Name: <u>Encyclopaedia Britannica, Inc.</u> Internal Address: _____ Address: _____ Street Address: <u>310 South Michigan Avenue</u> City: _____ State: _____ Zip: _____ <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>9/13/99</u>				
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>75/802,438, filed 9/16/99</u> B. Trademark Registration No.(s)		Additional number(s) attached <input type="checkbox"/> Yes <input type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Douglas N. Masters</u> Internal Address: <u>Pattishall, McAuliffe,</u> <u>Newbury, Hilliard & Geraldson</u> Street Address: <u>311 South Wacker Drive</u> <u>Suite 5000</u> City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60606</u>		6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41).....\$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)		
DO NOT USE THIS SPACE				
9. Statement and signature. <i>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.</i> <u>Anne C. Snyder</u> Name of Person Signing		 Signature Date: <u>July 26, 2001</u> <div style="border: 1px solid black; padding: 2px; display: inline-block;">12</div>		

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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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:

"ENCYCLOPAEDIA BRITANNICA EDUCATIONAL CORPORATION", A NEW YORK CORPORATION,

WITH AND INTO "ENCYCLOPAEDIA BRITANNICA, INC." UNDER THE NAME OF "ENCYCLOPAEDIA BRITANNICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1999, AT 4:59 O'CLOCK P.M.

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

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AUTHENTICATION: 0005367

DATE: 10-01-99

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CERTIFICATE OF MERGER

MERGING

ENCYCLOPAEDIA BRITANNICA EDUCATIONAL CORPORATION,
a New York corporation

INTO

ENCYCLOPAEDIA BRITANNICA, INC.,
a Delaware corporation

Pursuant to Section 252 of the General Corporation Law of Delaware, **ENCYCLOPAEDIA BRITANNICA, INC.**, a corporation organized and existing under the laws of the State of Delaware, **DOES HEREBY CERTIFY THAT:**

FIRST: The name and state of incorporation of each of the constituent corporations in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
ENCYCLOPAEDIA BRITANNICA, INC.	Delaware
ENCYCLOPAEDIA BRITANNICA EDUCATIONAL CORPORATION	New York

SECOND: The Agreement and Plan of Merger dated September 30, 1999, between Encyclopaedia Britannica, Inc., a Delaware corporation and Encyclopaedia Britannica Educational Corporation, a New York corporation ("Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation in the merger is **ENCYCLOPAEDIA BRITANNICA, INC.**

FOURTH: The certificate of incorporation of Encyclopaedia Britannica, Inc. shall be the certificate of incorporation of the Encyclopaedia Britannica, Inc.

FIFTH: The executed Merger Agreement is on file at the principal place of business of Encyclopaedia Britannica, Inc., the surviving corporation. The address of the principal place of business of Encyclopaedia Britannica, Inc. is 310 South Michigan Avenue, Chicago, Illinois 60604-4293.

SIXTH: A copy of the Merger Agreement will be furnished by Encyclopaedia Britannica, Inc., on request and without cost, to any stockholder of any constituent corporation.

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SEVENTH: The merger was adopted by the Board of Directors of each corporation and by the written consent of the shareholders in accordance with the General Corporation Law of Delaware.

EIGHTH: The authorized capital stock of Encyclopaedia Britannica Educational Corporation, a New York corporation, is 65,000 shares of Common Stock, par value \$.02 per share, 100,000 shares of Prior Preferred Stock, par value \$1.00 per share, 10,000 shares of First Preferred Stock, par value \$1.00 per share, 15,000 shares of Class A Stock, par value \$1.00 per share, and 15,000 shares of Second Preferred Stock, par value \$1.00 per share.

IN WITNESS WHEREOF, this Certificate has been signed on the 30th day of September, 1999.

Encyclopaedia Britannica, Inc., a Delaware corporation

/s/William J. Bowe

By: William J. Bowe
Its: Executive Vice President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 30th day of September, 1999 (this "Agreement"), between Encyclopaedia Britannica Educational Corporation, a New York corporation ("EBEC"), and Encyclopaedia Britannica, Inc., ("EB") a Delaware corporation.

RECITALS:

A. The respective Boards of Directors of EBEC and EB have authorized the merger of EBEC with and into Encyclopaedia Britannica, Inc. (the "Merger").

B. The shareholders of EBEC and EB have approved the Merger.

NOW THEREFORE, the parties agree as follows:

1. The Merger. In accordance with the terms of this Agreement and the applicable provisions of the New York Business Corporation Law (the "NYBCL") and the General Corporation Law of Delaware (the "GCLD"), at the Effective Time (as defined below) EBEC will be merged with and into EB. Following the Effective Time, the separate existence of EBEC will cease and EB will be the surviving corporation (the "Surviving Corporation"). The Merger will have the effects set forth in the NYBCL and the GCLD. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time the corporate existence of Encyclopaedia Britannica, Inc. with all its rights, privileges, powers and franchises, will continue unaffected and unimpaired by the Merger.

Following the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of EBEC will be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of EB and EBEC will be as effectively the property of the Surviving Corporation as they were of EB and EBEC, respectively.

2. Effective Time. The Merger will become effective upon the filing of a certificate of merger in such form as required by, and executed in accordance with the relevant provisions of, the NYBCL and the GCLD, together with any required related documents, or at such other time as may be specified in the certificate of merger (the "Effective Time").

3. Effect on Common Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of any party hereto or holder of any shares of common stock of EB or EBEC:

(a) Effect on Encyclopaedia Britannica, Inc. Common Stock. Each of the 100 shares of EB, representing all of the issued and outstanding shares of common stock of EB, will continue to be issued and outstanding as validly issued, fully paid and non-assessable shares of common stock of the Surviving Corporation.

(b) Effect on EBEC Common Stock. Each of the 29,814 shares of common stock of EBEC representing all of the issued and outstanding shares of common

stock and preferred stock of EBEC, will be converted into one share of common stock of the Surviving Corporation, which shares, together with the shares of common stock of the Surviving Corporation described in Section 3(a) above, will constitute all of the issued and outstanding capital stock of the Surviving Corporation.

(c) Issuance of New Shares. After the Effective Time, the sole shareholder of outstanding shares of common stock of EBEC shall surrender the certificates representing such shares to the Surviving Corporation and each such holder shall be entitled upon such surrender to receive a certificate representing the number of shares of common stock of the Surviving Corporation as provided herein. Until so surrendered, the certificates representing shares of common stock of EBEC may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of common stock of the Surviving Corporation as though said surrender and exchange had taken place.

4. Certificate of Incorporation of the Surviving Corporation. The certificate of incorporation of EB in effect immediately prior to the Effective Time will be the certificate of incorporation of the Surviving Corporation until thereafter amended as provided therein or by applicable law.

5. Bylaws of the Surviving Corporation. The bylaws of EB in effect immediately prior to the Effective Time will be the bylaws of the Surviving Corporation until thereafter amended as provided therein or by applicable law.

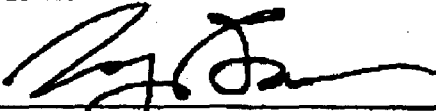
6. Directors and Officers of the Surviving Corporation. The directors and officers of EB immediately prior to the Effective Time will be the directors and officers of the Surviving Corporation until the earlier death, resignation or removal of any such person or until their respective successors are duly elected or appointed and qualified.

7. Termination of this Agreement. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of either party hereto at any time prior to the date of filing the certificate of merger with the Secretary of State of the State of New York and the Secretary of State of the State of Delaware, and this Agreement may be amended by the Board of Directors of either party hereto at any time prior to the date of filing the certificate of merger with the Secretary of State of the State of New York and the Secretary of State of State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of EBEC may not (a) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such party, (b) alter or change any term of the certificate of incorporation of the Surviving Corporation to be effected by the Merger, or (c) alter or change any of the terms or conditions of this Agreement if such alteration or change would adversely affect the holders of any class of stock or series thereof of such party.

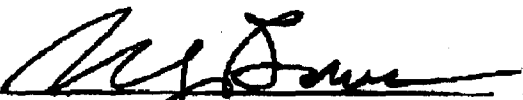
8. Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Delaware without regard to the principles of conflicts thereof.

This Agreement has been signed on the 30th day of September, 1999.

ENCYCLOPAEDIA BRITANNICA EDUCATIONAL
CORPORATION

By: 
Its: William J. Rowe, Executive Vice President

ENCYCLOPAEDIA BRITANNICA, INC.

By: 
Its: William J. Rowe, Executive Vice President

TRADEMARK
REEL: 2333 FRAME: 0386

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 INCORPORATION OF "ENCYCLOPAEDIA BRITANNICA, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

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

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AUTHENTICATION: 0001499

DATE: 09-30-99

TRADEMARK
REEL: 2333 FRAME: 0387

CERTIFICATE OF INCORPORATION

OF

ENCYCLOPAEDIA BRITANNICA, INC.

A STOCK CORPORATION

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation (the "Corporation") is Encyclopaedia Britannica, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle, Delaware 19805. The name of the Corporation's registered agent at such address is the Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 65,000 shares of Common Stock, par value \$.01 per share.

FIFTH: Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation.

SIXTH: To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

SEVENTH: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article. Any repeal or modification

of this Article Seventh shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

EIGHTH: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the by-laws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional by-laws and may alter, amend or repeal any by-law whether adopted by them or otherwise. The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

NINTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

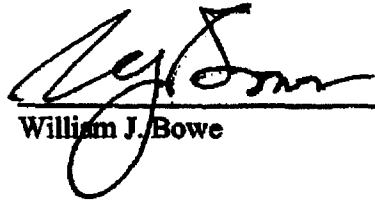
TENTH: The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claims to, or interests in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

ELEVENTH: The name and mailing address of the incorporator is William J. Bowe, Encyclopaedia Britannica, Inc., 310 South Michigan Avenue, Chicago, Illinois 60604

TWELFTH: The names and mailing addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:

<u>NAME</u>		<u>MAILING ADDRESS</u>
Jacob E. Safra	c/o	Encyclopaedia Britannica, Inc. 310 South Michigan Ave. Chicago, IL 60604
Constantine S. Yannias	c/o	Encyclopaedia Britannica, Inc. 310 South Michigan Ave. Chicago, IL 60604

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinabove named, do hereby execute this Certificate of Incorporation this 29 day of September, 1999.



William J. Bowe