



**CERTIFICATE OF OWNERSHIP AND MERGER**

of

**COMPUTER CURRICULUM CORPORATION**

and

**INVEST LEARNING CORPORATION**

with and into

**NCS PEARSON, INC.**

**December 30, 2002**

(Pursuant to Sections 252 and 253 of the General Corporation Law of Delaware)

NCS Pearson, Inc., a Minnesota corporation (the "Corporation"), does hereby certify as follows:

**FIRST:** That the Corporation owns all of the issued and outstanding shares of the capital stock of Computer Curriculum Corporation, a Delaware corporation ("CCC"), and Invest Learning Corporation, a Delaware corporation ("Invest").

**SECOND:** That the Corporation has determined to merge CCC and Invest with and into the Corporation pursuant to Sections 252 and 253 of the General Corporation Law of the State of Delaware by the following resolutions duly adopted by the Corporation's Board of Directors on December 18, 2002:

**RESOLVED,** that it is deemed advisable and in the best interests of the Corporation that CCC and Invest be merged with and into the Corporation pursuant to the plan of merger attached hereto as Exhibit A (the "Plan"); and further

**RESOLVED,** that the Corporation be, and it hereby is, authorized, empowered and directed to execute and deliver (i) the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware and (ii) the Articles of Merger to be filed with the Secretary of State of the State of Minnesota; and further

**RESOLVED,** that the officers of the Corporation are, and each hereby is, authorized and empowered to execute, acknowledge, file and record (i) the Certificate of Ownership and Merger and (ii) the Articles of Merger and any amendments or supplements thereto, under the applicable provisions of the General Corporation Law of the State of Delaware and the Minnesota Business Corporation Act; and further

**RESOLVED,** that the officers of the Corporation are, and each hereby is, authorized, empowered and directed to execute and deliver such other instruments and documents, and to take all such other and further actions as any such officer shall deem necessary or desirable to carry out the purpose and intention of the foregoing resolutions and to effectuate the transactions contemplated thereby.

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**THIRD:** That the Corporation agrees to be served with process in Delaware in any proceeding for enforcement of any obligation of CCC or Invest and for enforcement of any obligation of the Corporation arising from the merger. For purposes of any such suit or other proceeding, the Corporation hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process. A copy of any such process shall be mailed to:

NCS, Pearson Inc.  
5601 Green Valley Drive  
Bloomington, Minnesota 55437  
Attn: Steve Wells, General Counsel

**FOURTH:** That the effective date of the merger shall be as of the date hereof.

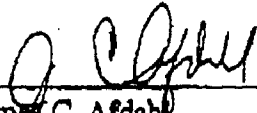
[Signature page follows.]

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IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Ownership and Merger as of the date first written above.

NCS PEARSON, INC.

By:   
Name: James C. Afdah  
Title: Chief Financial Officer and Treasurer

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Plan of Merger  
of  
Computer Curriculum Corporation  
and  
Invest Learning Corporation  
with and into  
NCS Pearson, Inc.

1. Computer Curriculum Corporation ("CCC") and Invest Learning Corporation ("Invest") shall be merged with and into NCS Pearson, Inc. ("NCS") in accordance with this plan of merger (the "Plan").
2. CCC and Invest shall merge with and into NCS, effect as of the date of filing of the Articles of Merger with the Secretary of State of Minnesota (the "Effective Date"). NCS shall be the continuing and resulting corporation (the "Surviving Corporation") and shall continue as a corporation organized and existing under the laws of the State of Minnesota. The Certificate of Incorporation and the bylaws of NCS shall be those of the surviving corporation.
3. Upon the Effective Date, each share of capital stock of CCC and Invest Learning issued and outstanding immediately prior to the Effective Date shall be canceled.

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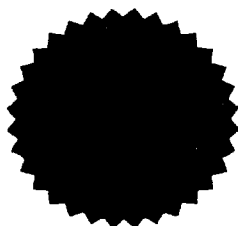
# Delaware

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*The First 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 AGREEMENT OF MERGER, WHICH MERGES: "COMPUTER CURRICULUM CORPORATION", A DELAWARE CORPORATION, "INVEST LEARNING CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "NCS PEARSON, INC." UNDER THE NAME OF "NCS PEARSON, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK A.M..

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2177812

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DATE: 12-30-02

TRADEMARK

RECORDED: 03/28/2003

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