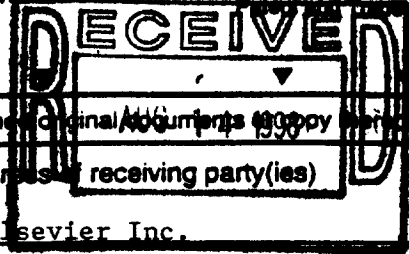


09-16-1998

ONLY



Tab settings = = = ▾

To the Honorable Commission...

100829474

Send the attached original documents and copy...

Name and address of receiving party(ies)

Name: Reed Elsevier Inc.

Internal Address:

Street Address: 275 Washington Street

City: Newton State: MA ZIP: 02158

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Massachusetts

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

1. Name of conveying party(ies):

A.F. LEWIS & CO., INC.

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State New York
Other

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: June 18, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1768601

Additional numbers attached? Yes No

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

Name: Renee Simonton

Internal Address: Reed Elsevier

09/11/1998 NGUYEN 00000247 1768601

01 FC:481 40.00 DP

Street Address: 1105 North Market Street

City: Wilmington State: DE ZIP: 19801

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

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.

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.

Renee Simonton Name of Person Signing

Renee Simonton Signature

August 14, 1998 Date

Total number of pages including cover sheet, attachments, and document: 7

Examiner

The Commonwealth of Massachusetts

081

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Henry Z. Horbaczewski, ~~President~~ / Vice President,

and Michael A. Feirstein, ~~Secretary~~ / Assistant Clerk,

of Reed Elsevier Inc.
(Exact name of corporation)

organized under the laws of Massachusetts and herein called the parent corporation,
certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
<u>W</u> A.F. Lewis & Co., Inc.	New York	February 24, 1928 (not Reg)

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

P.C.

4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

See Exhibit A attached hereto.

Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

EXHIBIT A

WHEREAS, the Corporation desires to merge AFL with and into itself effective upon consummation of the acquisition of all of the outstanding capital stock of AFL as contemplated in the foregoing resolutions.

NOW BE IT THEREFORE

RESOLVED, that AFL be merged into the Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of AFL be vested in and held and enjoyed by the Corporation as fully and entirely and without charge or diminution as the same were before held and enjoyed by AFL in its name.

RESOLVED, that the Corporation assume all of the obligations of AFL.

RESOLVED, that the execution, delivery and performance by the Corporation of the Plan and Agreement of Merger between the Corporation and AFL (the "Merger Agreement"), substantially in the form of the draft dated June 3, 1998, and consummation of the other transactions contemplated thereby, be, and they hereby are, approved, and the Authorized Representatives be, and each of them acting individually hereby is, in all respects individually authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver the Merger Agreement with such changes, additions and modifications thereto as the Authorized Representative executing and delivering the same shall approve, such execution and delivery to be conclusive evidence of such approval on behalf of the Corporation.

RESOLVED, that this Board of Directors determines that the Merger, as that term is defined in the Merger Agreement, is fair and in the best interests of the stockholders of the Corporation.

RESOLVED, that the Corporation does hereby agree that it may be served with process in the State of New York in any action or special proceeding for enforcement of any liability or obligation of AFL, previously amenable to suit in the State of New York, and for the enforcement under the New York Business Corporation Law, of the right of shareholders of AFL to receive payment for their shares against the Corporation; does hereby designate the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the New York Business Corporation Law, in any such action or special proceeding; and does hereby specify the following post office address to which the Secretary of State of the State of New York shall mail a copy of any such process against the Corporation served upon him or her:

Reed Elsevier Inc.
275 Washington Street

Newton, MA 02158
Attn: General Counsel

RESOLVED, that the Corporation hereby agrees that, subject to the provisions of Section 623 of the New York Business Corporation Law, it will promptly pay the shareholders of AFL, the amount, if any, to which they shall be entitled under the provisions of the New York Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of New York, by the laws of the Commonwealth of Massachusetts, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of AFL and the Corporation and in any other appropriate jurisdiction.

RESOLVED, that the President or any Vice President and the Clerk or any Assistant Clerk of the Corporation are hereby directed to make, execute and acknowledge Articles of Merger and a Certificate of Merger and to cause the same to be filed in the office of the Secretary of State of the Commonwealth of Massachusetts and the Secretary of State of the State of New York, respectively, and to do all acts and things whatsoever, whether within or without the Commonwealth of Massachusetts or the State of New York, which may be necessary or proper to effect said merger; and that such merger shall become effective upon the effective filing of all documents or instruments necessary to perfect the merger pursuant to the requirements of Massachusetts General Laws and the Business Corporation Law of the State of New York.

RESOLVED, that the Authorized Representatives of the Corporation be, and each of them hereby is, in all respects authorized, empowered and directed, in the name and on behalf of the Corporation, to negotiate, execute and file all such further agreements, certificates, instruments and documents, pay or cause to be paid all such monies and take all such other actions as any such Authorized Representative in his or her sole discretion, may from time to time deem necessary or advisable in order to implement, effectuate and comply with the terms, provisions and conditions of the Merger Agreement, the transactions and agreements contemplated thereby and these resolutions and the intent thereof.

5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

~~6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 62, Subsection (c), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 101.~~

Signed under penalties of perjury this 18th day of June, 1998

~~SIGNED UNDER THE PENALTIES OF PERJURY, this _____ day of _____, 19 _____~~

Michael A. French, Vice President

~~_____, *President / *Vice President.~~

Michael A. French, Asst. Clerk

~~_____, *Clerk / *Assistant Clerk.~~

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

98 JUN 18 PM 2:59
THE COMMONWEALTH

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250.00, having been paid, said articles are deemed to have been filed with me this 18th day of JUNE, 19 98.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Henry Z. Horbaczewski
Reed Elsevier Inc.
275 Washington Street
Newton, Massachusetts 02158
Telephone: 617-558-4227