

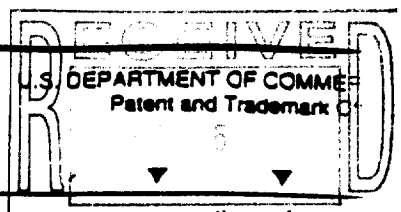
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RECC



HEET



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Professional Exposition Management Company, Inc.

- Individual(s)
 - General Partnership
 - Corporation-State Delaware
 - Other _____
- Association
 - Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 12/30/98

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

Internal Address: _____

Street Address: 275 Washington Street

City: Newton State: MA ZIP: 02458

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2064231

Additional numbers attached? Yes No

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

Name: Alesia Brown

Internal Address: _____

Heed Elsevier Intellectual Properties
Incorporated

Street Address: 1105 N. Market St. 9th Fl.

City: Wilmington State: DE ZIP: 19801

6. Total number of applications and registrations involved: _____

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)

10/28/1999 NTHA11 00000024 2064231

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.

Alesia Brown
Name of Person Signing

Alesia Brown
Signature

10/20/99
Date

Total number of pages including cover sheet, attachments, and document: 10

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"PROFESSIONAL EXPOSITION MANAGEMENT COMPANY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HITCHCOCK PUBLISHING COMPANY" UNDER THE NAME OF "HITCHCOCK PUBLISHING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1998, AT 1:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

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991015778

9520327
AUTHENTICATION:
DATE: 01-13-99

TRADEMARK

REEL: 001981 FRAME: 0491

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER

Merging
Professional Exposition Management Company, Inc.
into
Hitchcock Publishing Company

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Hitchcock Publishing Company, a corporation incorporated in the State of Delaware on June 23, 1978 (hereinafter the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY that: (a) the Corporation owns 100% of the capital stock of Professional Exposition Management Company, Inc., a corporation incorporated in the State of Delaware on January 25, 1979 pursuant to the provisions of the General Corporation Law of the State of Delaware, (b) by resolutions adopted by unanimous written consent of the Corporation's Board of Directors dated the 10th day of December 1998 the Corporation did determine to merge Professional Exposition Management Company, Inc. into itself, and (c) the following is a full and complete copy of said resolutions which have not been modified or rescinded and remain in full force and effect on the date hereof:

WHEREAS, this Corporation lawfully owns 100% of the outstanding stock of Professional Exposition Management Company, Inc., a corporation organized and existing under the laws of Delaware (hereinafter referred to as the "Merging Corporation"); and

WHEREAS, this Corporation desires to merge into itself the Merging Corporation and to be possessed of all the estate, property, rights, privileges and franchises of said Merging Corporation effective as of December 30, 1998;

NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge into itself the Merging Corporation and assume all liabilities and obligations of the Merging Corporation effective as of December 30, 1998 provided that the Certificate of Ownership and Merger is duly filed with the Secretary of State on or prior to December 30, 1998; and further

RESOLVED, that an authorized officer of this Corporation be and he/she hereby is authorized, empowered and directed to make and execute a certificate of ownership setting forth: (a) a copy of these resolutions authorizing the merger of the Merging Corporation into the Corporation and the assumption by the Corporation of all liabilities and obligations of the Merging Corporation, and (b) the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the appropriate County Recorder of Deeds in the State of Delaware; and further

RESOLVED, that the proper officers and agents of the Corporation be, and they each hereby are, authorized, empowered and directed to take all such further action, to execute and deliver all such instruments, certificates and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to make all such filings, as in their judgment shall be necessary, proper or advisable in order to carry out the intent and to accomplish the purposes of the foregoing resolutions.

RESOLVED, that the Plan and Agreement of Merger attached hereto as Exhibit A thus forming a part of these resolutions (herein the "Plan") be, and it hereby is, approved and adopted.

RESOLVED, that the Board of Directors hereby recommends and submits the foregoing resolutions and Plan to the sole shareholder of the Corporation for its approval.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this certificate to be signed by an authorized officer of the Corporation, this 17 day of December 1998.

Hitchcock Publishing Company

By:

Name: Michael A. Feinstein

Title: Vice President

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is entered into this 10th day of December 1998 to become effective on the Effective Date (as hereinafter defined), by and among Professional Exposition Management Company, Inc., a Delaware corporation (herein "Professional Exposition Management Company, Inc.") and Hitchcock Publishing Company, a Delaware corporation (herein "Hitchcock Publishing Company"),

WITNESSETH:

WHEREAS, Professional Exposition Management Company, Inc. is a corporation duly organized and validly existing under Delaware law and has authorized capitalization of 1,000 shares of common stock, no par value per share, of which 120 shares are issued and outstanding as of the date hereof; and

WHEREAS, Hitchcock Publishing Company is a corporation duly organized and validly existing under Delaware law and has an authorized capitalization which consists of 1,000 shares of common stock, \$1.00 par value per share, of which 1,000 shares are issued and outstanding as of the date hereof; and

WHEREAS, in all respects, and subject to the approval of the sole shareholders of Professional Exposition Management Company, Inc. and Hitchcock Publishing Company, the respective Boards of Directors of Professional Exposition Management Company, Inc. and Hitchcock Publishing Company deem it advisable and to the advantage, welfare and best interests of such corporations and the shareholders of each such corporation to merge Professional Exposition Management Company, Inc. with and into Hitchcock Publishing Company pursuant to the provisions of the general corporation law of Delaware (the "General Corporation Law") upon the terms and conditions hereinafter set forth:

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, this Plan and Agreement of Merger and terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon for submission to the sole shareholders of Professional Exposition Management Company, Inc. and Hitchcock Publishing Company, as required by the provisions of the General Corporation Law.

1. Merger. Upon the terms and subject to the conditions hereof and in compliance with the provisions of the General Corporation Law, Professional Exposition Management Company, Inc. shall, on the Effective Date (as hereinafter defined), be merged with and into Hitchcock Publishing Company which shall be the surviving corporation and which shall continue to exist as the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation") under the name "Hitchcock Publishing Company" to be governed by the provisions of the General Corporation Law. The separate existence of Professional Exposition Management Company, Inc. (sometimes hereinafter referred to as the "Terminating Corporation") shall cease on the Effective Date in accordance with the provisions of General Corporation Law.
2. Certificate of Incorporation. The Certificate of Incorporation of Hitchcock Publishing Company in force and effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed in the manner prescribed by the provisions of the General Corporation Law.

3. **By-Laws.** The By-Laws of Hitchcock Publishing Company, as in force and effect immediately prior to the Effective Date, shall be the By-Laws of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed as therein provided and in the manner prescribed by the provisions of the General Corporation Law.
4. **Board of Directors.** From and after the Effective Date, the Directors of Hitchcock Publishing Company as in office immediately prior to the Effective Date shall be the Directors of the Surviving Corporation to hold such office, subject to the provisions of the General Corporation Law and Certificate of Incorporation and By-Laws of the Surviving Corporation, until their successors are duly elected and qualified.
5. **Officers.** From and after the Effective Date, the officers of Hitchcock Publishing Company as in office immediately prior to the Effective Date shall be the officers of the Surviving Corporation to hold such offices, subject to the provisions of the General Corporation Law and the Certificate of Incorporation and By-Laws of the Surviving Corporation, until their successors are duly elected and qualified.
6. **Purpose.** The Surviving Corporation is empowered to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Delaware and the purposes for which the Surviving Corporation is organized are as described in Hitchcock Publishing Company's Certificate of Incorporation, as may be amended, as in force and effect immediately prior to the Effective Date.
7. **Cancellation of Shares.** As of the Effective Date and by virtue of the merger and without any action on the part of the sole shareholder of the Terminating Corporation, all of the issued and outstanding shares of capital stock of the Terminating Corporation shall be cancelled and cease to exist. As of the Effective Date, the authorized capitalization of the Surviving Corporation shall consist of 1,000 shares of common stock, \$1.00 par value per share, and each issued and outstanding share of common stock, \$1.00 par value per share, of Hitchcock Publishing Company shall continue to represent one share of common stock, \$1.00 par value per share, of the Surviving Corporation.
8. **Shareholder Action.** Professional Exposition Management Company, Inc. and Hitchcock Publishing Company agree that they shall cause this Plan and Agreement of Merger to be submitted to each corporation's respective shareholder for approval as required and in the manner prescribed by the provisions of the General Corporation Law.
9. **Effective Date.** The Certificate of Ownership and Merger will be executed and filed in accordance with the General Corporation Law, at such time as is directed by the Secretary of Hitchcock Publishing Company. The merger shall become effective on December 30, 1998 (the "Effective Date"), provided that the Certificate of Ownership and Merger has been filed with the Delaware Secretary of State on or before such date.
10. **Effect of Merger.** Upon the Effective Date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature of the Terminating Corporation and the Surviving Corporation; all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action belonging to or due to the Terminating Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; title to any real estate, or any interest in real estate, or rights of any kind in any and all licenses and contracts vested in the Terminating Corporations shall not revert or be in any way impaired by reason of the merger; the Surviving Corporation shall then be liable for all the liabilities and obligations of the Terminating Corporation; any claim existing or action or proceeding pending by or against the Terminating Corporation may be prosecuted as if the merger had not taken place, and neither the rights of creditors nor any liens upon the property of the Terminating Corporation shall be impaired by the merger.

11. **Further Acts.** In the event that this Plan and Agreement of Merger shall have been fully approved on behalf of Professional Exposition Management Company, Inc. and Hitchcock Publishing Company in the manner prescribed by the provisions of the General Corporation Law, Professional Exposition Management Company, Inc. and Hitchcock Publishing Company will cause to be executed and filed or recorded any document prescribed by the law of the State of Delaware and will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger. The Boards of Directors and duly elected officers of Professional Exposition Management Company, Inc. and Hitchcock Publishing Company, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger.
12. **Termination and Abandonment.** Notwithstanding the approval of this Plan and Agreement of Merger and of the merger by the respective shareholders of Professional Exposition Management Company, Inc. and Hitchcock Publishing Company: (a) this Plan and Agreement of Merger may be terminated and the merger may be abandoned, at any time prior to the filing of the Certificate of Merger in the office of the Secretary of State of Delaware by an instrument in writing signed by an authorized officer of Professional Exposition Management Company, Inc. and Hitchcock Publishing Company, and upon authorization of the Boards of Directors of Professional Exposition Management Company, Inc. and Hitchcock Publishing Company, and (b) subject to applicable law, this Plan and Agreement of Merger may be amended by an instrument in writing signed by an authorized officer of Professional Exposition Management Company, Inc. and Hitchcock Publishing Company, and upon authorization of the respective Boards of Directors, provided that no amendment shall be so made which is materially adverse to the respective shareholders of Professional Exposition Management Company, Inc. and Hitchcock Publishing Company.
13. **Counterparts.** This Plan and Agreement of Merger may be executed in any number of counterparts and by any of the parties hereto on separate counterparts, each of which when so executed shall constitute an original and all of which together shall constitute one and the same documents.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is duly executed by and on behalf of Professional Exposition Management Company, Inc. and Hitchcock Publishing Company as of the date first written above.

Attest:

Professional Exposition Management Company, Inc.

By:

Name: Michael A. Feirstein
Title: Secretary

By:

Name: Bruce A. Barnett
Title: President

Attest:

Hitchcock Publishing Company

By:

Name: Michael A. Feirstein
Title: Secretary


By:

Name: Bruce A. Barnett
Title: President

CERTIFICATION

I, Charles P. Fontaine, Assistant Secretary of Professional Exposition Management, Inc., a Delaware corporation (the "Corporation"), do hereby certify that the foregoing Plan and Agreement of Merger, wherein the Corporation is merged with and into Hitchcock Publishing Company, a Delaware corporation and the sole shareholder of the Corporation, was approved by the sole shareholder of the Corporation on December 10, 1998.

Date: December 21, 1998


Charles P. Fontaine, Assistant Secretary

CERTIFICATION

I, Charles P. Fontaine, Assistant Secretary of Hitchcock Publishing Company, a Delaware corporation (the "Corporation"), do hereby certify that the foregoing Plan and Agreement of Merger, wherein Professional Exposition Management, Inc., a Delaware corporation, is merged with and into the Corporation, was approved by the sole shareholder of the Corporation on December 10, 1998.

Date: December 21, 1998

Charles P. Fontaine
Charles P. Fontaine, Assistant Secretary

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