



# Office of the Secretary of State

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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 OWNERSHIP, WHICH MERGES:

"UNITED PARENTING, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "UNITED PARENTING PUBLICATIONS, INC." UNDER THE NAME OF "UNITED PARENTING PUBLICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2000.

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: 0150283

DATE: 12-17-99

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

UNITED PARENTING, INC.

INTO

UNITED PARENTING PUBLICATIONS, INC.

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United Parenting Publications, Inc., a corporation organized and existing under the laws of Delaware,

DOES HERBY CERTIFY:

FIRST: That this corporation was incorporated on the 25<sup>th</sup> day of September, 1997, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of United Parenting, Inc., a corporation incorporated on the 19<sup>th</sup> day of December, 1984, pursuant to the California Corporations Code.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 14<sup>th</sup> day of December, 1999, determined to merge into itself said United Parenting, Inc.:

RESOLVED, that United Parenting, Inc. merge, and it hereby does merge itself into said United Parenting Publications, Inc. and assumes all of its obligations;

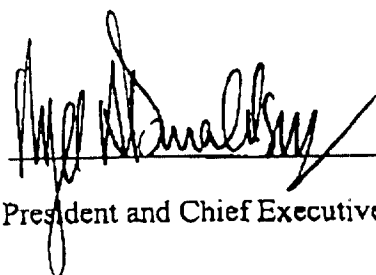
and

FURTHER RESOLVED, that the merger shall be effective January 1, 2000;

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said United Parenting, Inc., and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of United Parenting Publications, Inc. at any time prior to the time that this merger being filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said United Parenting Publications, Inc. has caused this Certificate to be signed by Nigel A. Donaldson, its President and Chief Executive Officer, this 14<sup>th</sup> day of December 1999.

  
By: \_\_\_\_\_  
President and Chief Executive Officer