

12-31-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102325279

Tab settings

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

1. Name of conveying party(ies):

Blackwell Science, Inc.

12-24-02

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

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

3. Nature of conveyance:

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

Execution Date: January 2, 2002

2. Name and address of receiving party(ies)

Name: Blackwell Publishing, Inc.

Internal Address: Commerce Place

Street Address: 350 Main Street

City: Malden State: Ma Zip: 02148

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

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

A. Trademark Application No.(s) 76/067 402; 76/066700

B. Trademark Registration No.(s) 1,979,266; 2,565,541; 2,323,275; 2,323,277; 2,378,524

Additional number(s) attached Yes No

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

Name: Patricia Nelson, Esq.

Internal Address: Hill & Barlow

One International Place

Street Address:

City: Boston State: Ma Zip: 02110

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41) \$190.00

- 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.

Patricia Nelson, Esq.

Name of Person Signing

Signature

12/18/02

Date

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

12/31/2002 6TOM11 00000089 76067402

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

01 FC:8521 40.00 OP 02 FC:8522 150.00 OP

TRADEMARK REEL: 002640 FRAME: 0866

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BLACKWELL SCIENCE, INC.

Blackwell Science, Inc. (the "corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

1. The corporation filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware on January 10, 1979, under the name Blackwell Scientific Publications Inc., which name was changed to Blackwell Science, Inc. pursuant to a Certificate of Amendment to the Certificate of Incorporation, filed with the Secretary of State of the State of Delaware on September 21, 1994.

2. This Amended and Restated Certificate of Incorporation amends and restates the Certificate of Incorporation of the corporation by, among other things, amending Article FIRST thereof to change the name of the corporation to Blackwell Publishing, Inc.

3. The Board of Directors of the Corporation, by unanimous written consent dated January 2, 2002, in accordance with Sections 141(f), 242 and 245 of the DGCL, has adopted resolutions proposing and declaring advisable and in the best interests of the corporation this Amended and Restated Certificate of Incorporation and directing that it be submitted to and considered by the stockholders of the corporation;

4. That in lieu of a meeting and vote of the stockholders, this Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 228, 242 and 245 of the DGCL, by the sole stockholder of the corporation as provided in Section 228 of the DGCL; and

5. The resolution setting forth the Amended and Restated Certificate of Incorporation is as follows:

RESOLVED: That the Certificate of Incorporation of the corporation hereby is amended and restated in its entirety so that the same shall read as follows:

FIRST: The name of the corporation is Blackwell Publishing, Inc.

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 01/02/2002
020000674 - 0865766

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is one hundred thousand (100,000) shares of common stock and the par value per share is One Hundred Dollars (\$100.00).

FIFTH: The corporation is to have perpetual existence.

SIXTH: The board of directors of the corporation is expressly authorized to make, alter or repeal the bylaws of the corporation, but the stockholders may make additional bylaws and may alter or repeal any bylaw whether adopted by them or otherwise.

SEVENTH: Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the corporation.

EIGHTH: No director of the corporation shall be personally liable to the corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that to the extent required from time to time by applicable law, this Article EIGHTH shall not eliminate or limit the liability of a director, to the extent such liability is provided by applicable law, (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article EIGHTH shall apply to or have any effect on the liability or alleged liability of any director for, or with respect to, any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

NINTH: The corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the corporation, or is or was serving, or has agreed to serve, at the request of the corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) (all such persons being referred to hereafter as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by or on behalf of an Indemnitee in connection with such action, suit or proceeding and any appeal therefrom.

As a condition precedent to his right to be indemnified, the Indemnitee must notify the corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving him for which indemnity will or could be sought. With respect to any action, suit, proceeding or investigation of which the corporation is so notified, the corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to the Indemnitee.

In the event that the corporation does not assume the defense of any action, suit, proceeding or investigation of which the corporation receives notice under this Article NINTH, the corporation shall pay in advance of the final disposition of such matter any expenses (including attorneys' fees) incurred by an Indemnatee in defending a civil or criminal action, suit, proceeding or investigation or any appeal therefrom; provided, however, that the payment of such expenses incurred by an Indemnatee in advance of the final disposition of such matter shall be made only upon receipt of an undertaking by or on behalf of the Indemnatee to repay all amounts so advanced in the event that it shall ultimately be determined that the Indemnatee is not entitled to be indemnified by the corporation as authorized in this Article NINTH, which undertaking shall be accepted without reference to the financial ability of the Indemnatee to make such repayment; and further provided that no such advancement of expenses shall be made if it is determined that (i) the Indemnatee did not act in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, or (ii) with respect to any criminal action or proceeding, the Indemnatee had reasonable cause to believe his conduct was unlawful.

The corporation shall not indemnify an Indemnatee seeking indemnification in connection with a proceeding (or part thereof) initiated by such Indemnatee unless the initiation thereof was approved by the Board of Directors of the corporation. In addition, the corporation shall not indemnify an Indemnatee to the extent such Indemnatee is reimbursed from the proceeds of insurance, and in the event the corporation makes any indemnification payments to an Indemnatee and such Indemnatee is subsequently reimbursed from the proceeds of insurance, such Indemnatee shall promptly refund such indemnification payments to the corporation to the extent of such insurance reimbursement.

All determinations hereunder as to the entitlement of an Indemnatee to indemnification or advancement of expenses shall be made in each instance by (a) a majority vote of the directors of the corporation consisting of persons who are not at that time parties to the action, suit or proceeding in question ("disinterested directors"), whether or not a quorum, (b) a majority vote of a quorum of the outstanding shares of stock of all classes entitled to vote for directors, voting as a single class, which quorum shall consist of stockholders who are not at that time parties to the action, suit or proceeding in question, (c) independent legal counsel (who may, to the extent permitted by law, be regular legal counsel to the corporation), or (d) a court of competent jurisdiction.

The indemnification rights provided in this Article NINTH (i) shall not be deemed exclusive of any other rights to which an Indemnatee may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of the Indemnitees. The corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the corporation or other persons serving the corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article NINTH.

TENTH: The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Amended and Restated 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 by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Amended and Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

ELEVENTH: The books of the corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of the corporation.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its President this SECOND day of January, 2002.

BLACKWELL SCIENCE, INC.

By: 
Gordon C. Tibbitts, President

27NX01_DOC (794350 v. 1)

Delaware

PAGE 1

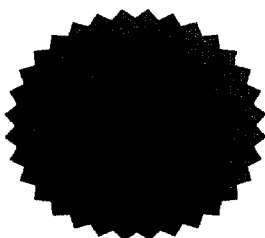
The First State

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 RESTATED CERTIFICATE OF "BLACKWELL SCIENCE, INC.", CHANGING ITS NAME FROM "BLACKWELL SCIENCE, INC." TO "BLACKWELL PUBLISHING, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JANUARY, A.D. 2002, AT 10:30 O'CLOCK A.M.

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

0865766 8100

020000674



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1542068

DATE: 01-05-02

RECORDED: 12/24/2002

TRADEMARK
REEL: 002640 FRAME: 0872