

CERTIFICATE OF MERGER

OF

GINN AND COMPANY

INTO

XEROX CORPORATION

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

A 34961
Xerox Corporation, a corporation duly organized and existing under the laws of the State of New York, owning at least 95% (ninety-five per cent) of the outstanding shares of Ginn and Company, a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts, does hereby certify as follows:

(1) The name of the subsidiary corporation to be merged is Ginn and Company (hereinafter referred to as "Ginn") and the name under which Ginn was formed is Elhi Publications, Inc.

(2) The name of the surviving corporation is Xerox Corporation (hereinafter referred to as "Xerox") and the name under which Xerox was formed is The Haloid Company.

(3) The designation and number of outstanding shares of each class of stock of Ginn and the number of such shares of each class of stock owned by Xerox is as follows: Ginn is authorized to issue 10,000 shares of common stock having a par value of One Dollar per share. All of the shares of stock of Ginn that are issued and outstanding (i.e. 500 shares of common stock) are owned by Xerox. The number of such shares is not subject to change prior to the effective date of the merger.

(4) The effective date of the merger shall be December 31, 1972.

(5) The Certificate of Incorporation of Xerox was filed by the Department of State of the State of New York on April 18, 1906. The Certificate of Incorporation of Ginn was filed with the Secretary of State of the Commonwealth of Massachusetts on January 23, 1968. The date when the application of Ginn for authority to do business in the State of New York was filed by the Department of State of the State of New York is March 18, 1971. The laws of the Commonwealth of Massachusetts authorize this type of merger which is in compliance therewith.

(6) The plan of merger was adopted by the Board of Directors of

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Xerox at a meeting duly called and held on the 27th day of November, 1972, at which meeting at least a quorum of the Directors were present and voted.

IN WITNESS WHEREOF this certificate has been executed the 1st day of December, 1972 and the statements contained therein are affirmed as true under penalties of perjury.

XEROX CORPORATION

By 
David J. Culbertson Vice President

By 
G. E. Smith Assistant Secretary