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State of Delaware

Office of the Secretary of State

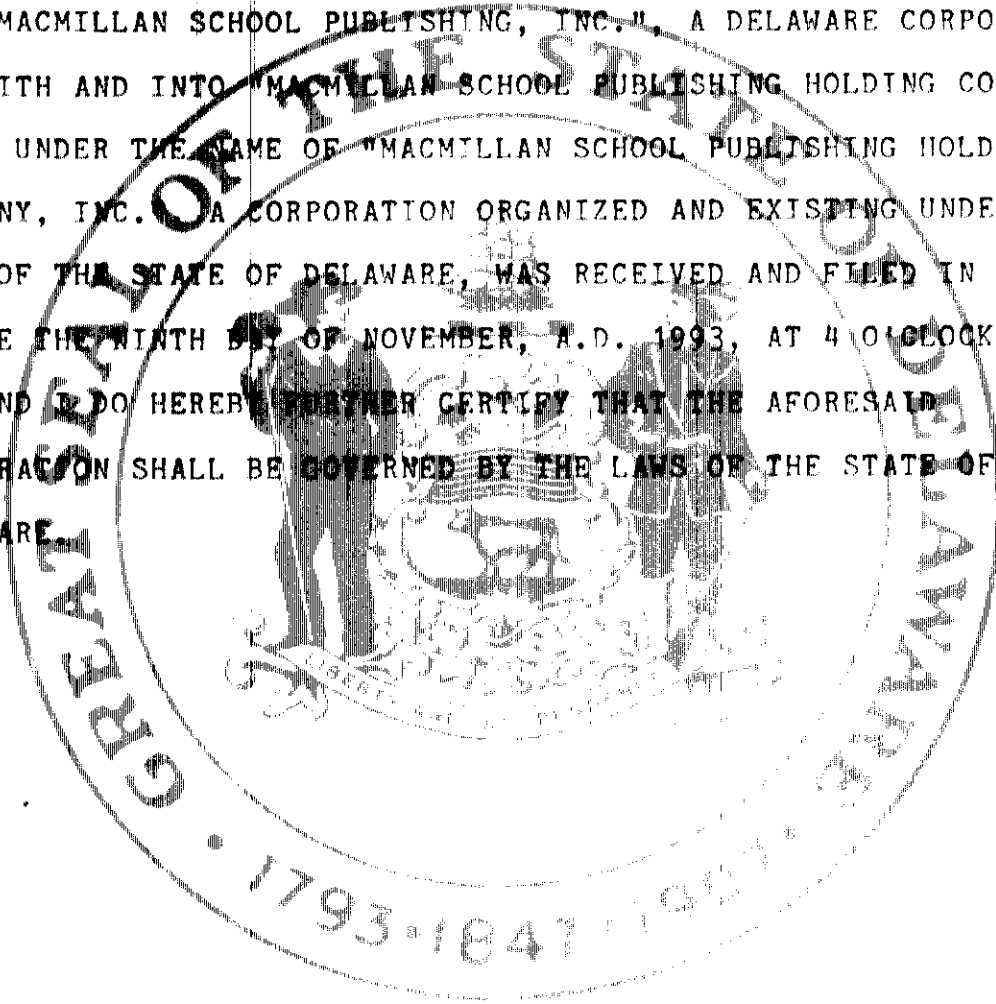
Jun 1 2 24 '94

SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MACMILLAN SCHOOL PUBLISHING, INC.", A DELAWARE CORPORATION, WITH AND INTO "MACMILLAN SCHOOL PUBLISHING HOLDING COMPANY, INC." UNDER THE NAME OF "MACMILLAN SCHOOL PUBLISHING HOLDING COMPANY, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF NOVEMBER, A.D. 1993, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



ISSUED SECRETARY OF STATE

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CORP  
CUST# 20522

William T. Quillen

William T. Quillen, Secretary of State 30.00 = 30.00



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AUTHENTICATION: 7151289

DATE: 06-16-94