

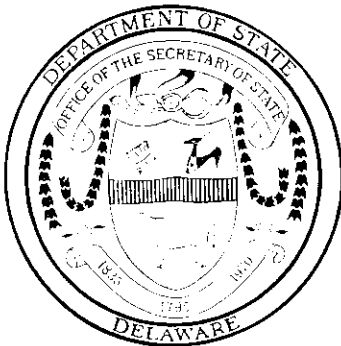


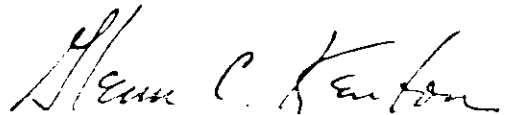
State of DELAWARE



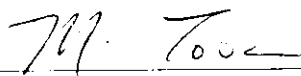
Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Restated Certificate of Incorporation
filed in this office on March 11, 1982.





Glenn C. Kenton, Secretary of State

BY: 

DATE: March 29, 1982

RESTATED CERTIFICATE OF INCORPORATION

OF

SILVER BURDETT COMPANY, a corporation organized and existing under the laws of the State of Delaware, (hereinafter called "the Corporation") hereby certifies as follows:

1. The name of the Corporation is Silver Burdett Company. The name under which the Corporation was originally incorporated is Textbook Publishers, Inc.

The date of filing its original Certificate of Incorporation with the Secretary of State was April 17, 1962.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the Corporation by (a) changing the number of shares of capital stock which the Corporation is authorized to issue from 1,000,000 shares of Class A Common Stock, 1,000,000 shares of Class B Common Stock, and 200,000 shares of Noncumulative Preferred Stock, all of the par value of \$1.00 each, to 1,000 shares of Common Stock of the par value of \$1.00 each; (b) restating the purpose of the Corporation; (c) restating the powers of the Board of Directors; and (d) deleting certain provisions relating to subscription rights of holders of the securities of the Corporation.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

FIRST. The name of the Corporation is SILVER BURDETT COMPANY.

SECOND. The registered office of the Corporation in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares of Common Stock of the par value of \$1.00 per share.

FIFTH. In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the By-laws of the Corporation, which power shall be exclusive in the Directors except with respect to any matter as to which the General Corporation Law of the State of Delaware explicitly requires action by stockholders and, as to any such matter, approval of both stockholders and Directors shall be required.

By resolution passed by a majority of the whole Board to designate one or more committees, each committee to consist of two or more Directors of the Corporation, which, to the extent provided in the resolution or in the By-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

SIXTH. The principal office of the Corporation shall be located at such place, whether within or without the State of Delaware, as may be provided in the By-laws.

SEVENTH. The books of the Corporation may be kept outside of the State of Delaware at such place or places as may from time to time be designated by the Board of Directors or in the By-laws of the Corporation.

EIGHTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

4. This Restated Certificate of Incorporation was duly adopted by unanimous written consent of the stockholders in accordance with the applicable provisions of Sections 228, 242 and 245, of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said SILVER BURDETT COMPANY has caused this certificate to be signed by Patrick Donaghy, its President, and attested by Dorothy Mullen, its Assistant Secretary this 4th day of March, 1982.

SILVER BURDETT COMPANY
By Patrick Donaghy
Patrick Donaghy, President

ATTEST:

By Dorothy Mullen
Dorothy Mullen, Asst. Secretary