

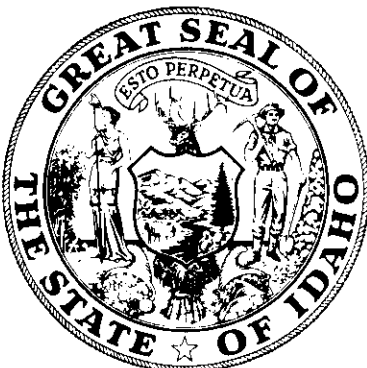


CERTIFICATE OF AUTHORITY
OF
MERRILL PUBLISHING COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MERRILL PUBLISHING COMPANY
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to MERRILL PUBLISHING COMPANY
to transact business in this State under the name MERRILL PUBLISHING COMPANY
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated January 10, 1986



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is MERRILL PUBLISHING COMPANY

2. The name which it shall use in Idaho is MERRILL PUBLISHING COMPANY

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is March 25, 1985 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is Corporation Trust Center, 1209 Orange St., Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 936 Eastwind Drive, Westerville, Ohio 43081-3329

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity for which corporations may be organized. Development, publication and sale of elementary, high school and college textbooks, standardized tests and educational software.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED RIDER		

(continued on reverse)

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: January 6, 1986

MERRILL PUBLISHING COMPANY

(Corporation Name)

By [Signature]

Its President ~~XXX President XXXXXX~~

G. D. Eisenberger

and [Signature]

Its ~~Secretary~~ Assistant Secretary ~~XXXXX~~

L. Straley

STATE OF OHIO)

) ss:

COUNTY OF FRANKLIN)

I, Carolyn J. Anderson, a notary public, do hereby certify that on this 6th day of January, 19 86, personally appeared before me G. D. Eisenberger, who being by me first duly sworn, declared that (s)he is the President of MERRILL PUBLISHING COMPANY

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

CAROLYN J. ANDERSON
Notary Public, State of Ohio
My commission expires June 2, 1990
Recorded in Fairfield County

Carolyn J. Anderson
Notary Public

LIST OF OFFICERS AND DIRECTORS
OF
MERRILL PUBLISHING COMPANY

<u>NAMES</u>	<u>OFFICE HELD</u>	<u>ADDRESS</u>
G. D. Eisenberger	President & Director	936 Eastwind Drive Westerville, Ohio 43081
D. H. Robins	Vice President & Treasurer	936 Eastwind Drive Westerville, Ohio 43081
L. Straley	Assistant Secretary	936 Eastwind Drive Westerville, Ohio 43081
E. F. Sikorovsky	Secretary	5215 Old Orchard Road Skokie, Illinois 60077
D. N. Frey	Director	5215 Old Orchard Road Skokie, Illinois 60077
G. E. Schultz	Director	5215 Old Orchard Road Skokie, Illinois 60077



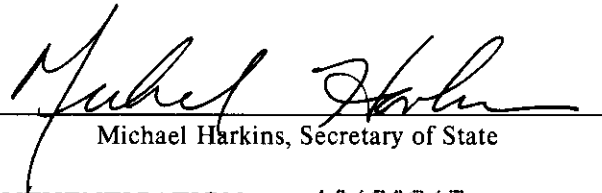
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PAID BY STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY MERRILL PUBLISHING COMPANY IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 10690847

DATE: 12/20/1985

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