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COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

DREXELL R. DAVIS
SECRETARY OF STATE

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

SECRETARY OF STATE (502) 564-3490
CORPORATE FILINGS (502) 564-2848
CORPORATION RECORDS (502) 564-7330

DECEMBER 23, 1985

MAUREEN HENNELLY
UNITED STATES CORPORATION COMPANY
SEVENTY PINE ST.
NEW YORK, N. Y. 10270

RE MACMILLAN, INC.

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

- 1. () Articles of Amendment
- 2. () Restated Articles of Incorporation 425364
- 3. **XX** () Articles of Merger **THE BOBBS-MERRILL COMPANY, INC. (QUAL.) INTO MACMILLAN, INC. (QUAL.) WERE FILED IN KENTUCKY ON DECEMBER 23, 1985**
- 4. () Other

If we may be of further assistance to you, please do not hesitate to call us.

Sincerely yours,
Drexell R. Davis
Drexell R. Davis
Secretary of State

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ORIGINAL COPIES
FILED
SECRETARY OF STATE OF INDIANA
INDIANAPOLIS, INDIANA

DEC 23 1985

cut 10⁰⁰ Sep
Dorell P. Davis

SECRETARY OF STATE

To Whom These Presents Come, Greeting:

WHEREAS, there have been presented to this office for filing, duplicate copies of the Articles of Merger, setting forth the Agreement of Merger, merging

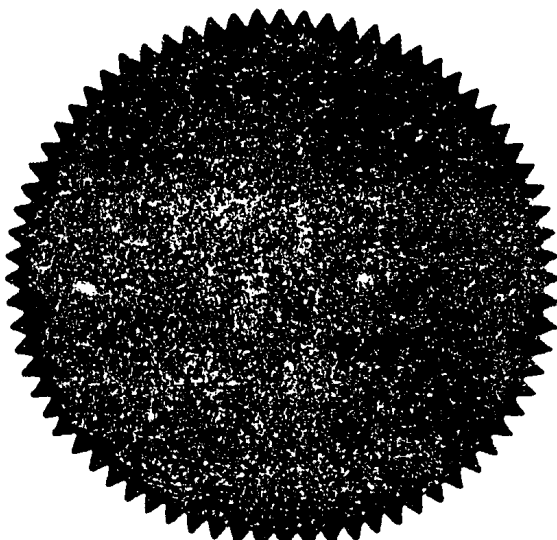
THE BOBBS-MERRILL COMPANY, INC.

an Indiana Corporation, the non-survivor, into

MACMILLAN, INC.

a(n) ~~DELAWARE~~ Corporation, the survivor, admitted/~~not admitted~~ to do business in the State of Indiana.

NOW, THEREFORE, I, EDWIN J. SIMCOX, Secretary of State of the State of Indiana, do hereby certify that I have this day endorsed my approval upon the duplicate copies of such Articles of Merger so presented, and having received the fees required by law, have filed the required copy in this office endorsed with my approval.



In Witness Whereof, I have hereunto set my hand and affixed

the seal of the State of Indiana, at the City of Indianapolis,

this 22nd day of

NOVEMBER, 19 85

EDWIN J. SIMCOX, Secretary of State

By _____
Deputy

ARTICLES OF MERGER

of

THE BOBBS-MERRILL COMPANY, INC.

with and into

MACMILLAN, INC.

APPROVED
AND
FILED

NOV 22 1985

STATE OF INDIANA

The undersigned hereby certifies as follows:

1. The Bobbs-Merrill Company, Inc. (the "Subsidiary Corporation") is a corporation duly organized and existing under the laws of the State of Indiana.

2. Macmillan, Inc. (the "Surviving Corporation") is a corporation duly organized and existing under the laws of the State of Delaware.

3. Attached hereto as Exhibit A, and made a part hereof, is a copy of the Plan of Merger adopted by the Subsidiary Corporation and the Surviving Corporation.

4. The number of outstanding shares of the Subsidiary Corporation is 58,500 shares of Common Stock. All such shares are owned by the Surviving Corporation.

5. No mailing of copies of the Plan of Merger to shareholders of the Subsidiary Corporation was required.

6. The Surviving Corporation may be served with process in the State of Indiana in any proceeding for the enforcement of any obligation of the Subsidiary Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Subsidiary Corporation against the Surviving Corporation.

7. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Indiana as its agent to accept service of process in any proceeding referred to in the preceding paragraph. Copy of any such process should be forwarded to the Surviving Corporation at the following address:

966 Third Avenue
New York, New York 10022
Attention: General Counsel

8. The Surviving Corporation agrees to pay to the dissenting shareholders of the Subsidiary Corporation the amount, if any, to which they will be entitled under the Indiana General Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand, and affirms the statements made herein are true, under penalties of perjury, on this 18th day of November 1985.

MACMILLAN, INC.

By:

[Signature]
Vice President

STATE OF NEW YORK)
)ss:
COUNTY OF NEW YORK)

On this 18th day of November, 1985, before me personally appeared Beverly C. Chell, to me known, and known to me to be the person described in and who executed the foregoing certificate, and she duly acknowledged and verified to me that she executed the foregoing certificate, and she duly acknowledged and verified to me that she executed the same.

Sarah M Starkweather

Notary Public
SARAH M. STARKWEATHER
Notary Public, State of New York
No. 31-4729044
Qualified in New York County
Commission Expires March 30, 1988

PLAN OF MERGER

Plan of Merger, dated November 18, 1985, between The Bobbs-Merrill Company, Inc., an Indiana corporation, and Macmillan, Inc., a Delaware corporation, pursuant to Section 23-1-5-8 of the Indiana General Corporation Act.

1. The name of the subsidiary corporation is The Bobbs-Merrill Company, Inc., ("Bobbs-Merrill"). The name of the corporation owning 100% of its shares is Macmillan, Inc. (the "Surviving Corporation").

2. The shares of Bobbs-Merrill are to be cancelled upon effectiveness of the merger.

IN WITNESS WHEREOF, the undersigned corporations have, by their duly appointed officers, executed this plan of merger, this 18th day of November, 1985.

MACMILLAN, INC.

By:

B. C. [Signature]
Vice President

THE BOBBS-MERRILL COMPANY, INC.

By:

[Signature]
Vice President

UNITED STATES CORPORATION COMPANY

SEVENTY PINE STREET

NEW YORK, N. Y. 10270

(212) 952-0400

WRITER & DIRECT DIAL NUMBER

TELEX 129138

800-221-0770

December 4, 1985

RECEIVED

DEC 23 1985

SECRETARY OF STATE
COMMONWEALTH OF KY

Secretary of State
Chief Clerk
Corporation Department
Capitol Building
Frankfort, Kentucky 40601

RE: THE BOBBS-MERRILL COMPANY, INC.
Merger into: MACMILLAN, INC.
Our Ref. #17-85-2372

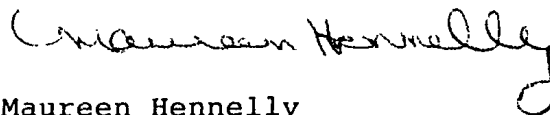
Dear Sir:

The above Indiana corporation, which is qualified in your State, filed a Certificate of Merger in which it merged out of existence.

Enclosed please find the necessary documents required to record the merger and withdraw the corporation from your State, together with our check in the appropriate amount to cover the filing fees.

Please file, returning evidence to my attention.

Very truly yours,



Maureen Hennelly
Account Executive

MH:rc
Enc.