

FORM PTO-1596 1-31-92 Patent and Trademark Office		RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE	
<b>DOCKET NO.: 26119.146US1</b>		<b>PATENTS ONLY</b>	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereto:			
<b>1. Name of conveying party(ies):</b> Prometric, Inc.  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<b>2. Name and address of receiving party(ies):</b> Name: <u>Prometric, A Division of Thomson Learning, Inc.</u> Internal Address: _____ _____ _____ Street Address: <u>2711 Centerville Road</u> _____ City: <u>Wilmington</u> State/Country: <u>Delaware</u> ZIP: <u>19808</u> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>3. Nature of conveyance:</b> <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>December 20, 2002</u>			
<b>4. Application number(s) or patent number(s):</b> If the document is being filed together with a new application, the execution date of the application is: _____ A. Patent Application No(s). <u>10/292,911, filed November 13, 2002</u> B. Patent No(s). _____ Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b> Name: <u>Wilmer Cutler Pickering Hale and Dorr LLP</u> Internal Address: _____ _____ Street Address: <u>399 Park Avenue</u> _____ City: <u>New York</u> State: <u>NY</u> ZIP: <u>10022</u>		<b>6. Total number of applications and patents involved:</b> <u>1</u> <b>7. Total fee (37 CFR 3.41)</b> ..... <b>\$40.00</b> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <b>8. Deposit account number:</b> <u>08-0219</u>	
DO NOT USE THIS SPACE			
<b>9. Statement and signature.</b> <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i>  <u>Irah H. Donner, Registration No. 35,120</u> Name and Registration No. of Person Signing <u>Irah H. Donner</u> <u>3/24/05</u> Signature      Date  Total number of pages comprising cover sheet: <u>12</u>			
CMB No. 0851-0011 (exp. 4/94)			

CH \$40.00 080219 10292911

# Delaware

PAGE 1

*The First State*

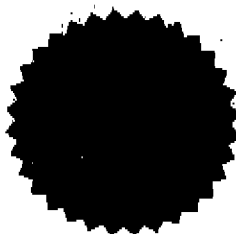
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PROMETRIC, INC.", A MARYLAND CORPORATION,

WITH AND INTO "THOMSON LEARNING INC." UNDER THE NAME OF "THOMSON LEARNING INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2002, AT 10:07 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF DECEMBER, A.D. 2002.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2406150 8100M

020799257

AUTHENTICATION: 2171893

DATE: ~~PATENT~~ 52

REEL: 015960 FRAME: 0212

**CERTIFICATE OF MERGER****OF****PROMETRIC, INC.****AND****THOMSON LEARNING INC.**

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:07 AM 12/26/2002  
020799257 - 2406150

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) PROMETRIC, INC., which is incorporated under the laws of the State of Maryland; and

(ii) THOMSON LEARNING INC., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by PROMETRIC, INC. in accordance with the laws of the State of its Incorporation and by THOMSON LEARNING INC. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is THOMSON LEARNING INC., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of THOMSON LEARNING INC., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

c/o General Counsel  
The Thomson Corporation  
One Station Place  
Stamford, CT 06902

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of PROMETRIC, INC. consists of 160,000,000 shares of which 150,000,000 shares are common stock with a par value of \$0.001 each and 10,000,000 shares are preferred stock with a par value of \$0.001.

8. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 30, 2002.

Dated: December 20, 2002.

PROMETRIC, INC.

By: Edward A. Friedland

Edward A. Friedland  
Vice President

Dated: December 20, 2002.

THOMSON LEARNING INC.

By: Edward A. Friedland

Edward A. Friedland  
Vice President

## ARTICLES OF MERGER

of

PROMETRIC, INC.

(a Maryland corporation)

and of

THOMSON LEARNING INC.

(a Delaware corporation)

FIRST: PROMETRIC, INC. and THOMSON LEARNING INC., being the corporations which are the parties to these Articles of Merger, do hereby agree to effect a merger of said corporations upon the terms and conditions herein set forth.

SECOND: The name of the corporation to be merged into the successor corporation is PROMETRIC, INC., which is a corporation incorporated in the State of Maryland under the provisions of the Maryland General Corporation Law with its principal office in the State of Maryland located in Baltimore City, and the corporate existence of which will cease upon the effective date of the merger in accordance with the provisions of The Maryland General Corporation Law.

The principal office of PROMETRIC, INC. in the State of Maryland is located in Baltimore City.

PROMETRIC, INC. owns no interest in land in the State of Maryland.

THIRD: The name of the successor corporation is THOMSON LEARNING INC., which is a corporation incorporated in the State of Delaware, which was incorporated under the general law in said state on May 26, 1994, and which will continue its corporate existence under its present name pursuant to the general laws of said state.

The location of the principal office of said corporation in the place of its organization is 2711 Centerville Road, Wilmington, Delaware 19808.

The corporation has no principal office in the State of Maryland.

The name and the address of the resident agent of said corporation in the State of Maryland are as follows: CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore, MD 21202.

FOURTH: No amendments to the charter of THOMSON LEARNING INC. are to be effected as part of the merger.

FIFTH: The authorized share structure of each of the corporations which is a party to these Articles of Merger at the time of execution thereof is as follows:

## PROMETRIC, INC.

## THOMSON LEARNING INC.

Total number of  
shares of all  
classes:

160,000,000 shares

7,500 shares

Number and par  
value of shares  
of each class:

(1) 150,000,000 Common  
Stock, par value \$.001 per  
share (2) 10,000,000  
Preferred Stock, par value  
\$.001 per share.

7,500 Common Stock,  
par value \$1.00 per  
share.

Number of shares  
without par value  
of each class:

n/a

n/a

Aggregate par value  
of all shares with  
par value:

\$1.00

\$7,500

SIXTH: All of the issued shares in total owned by the sole stockholder of the terminating corporation shall, upon the complete effective date of the merger, be converted into only one share of the surviving corporation. The shares of stock of THOMSON LEARNING INC. shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of stock of THOMSON LEARNING INC.

SEVENTH: The terms and conditions of the merger herein set forth were advised, authorized, and approved by PROMETRIC, INC. in the manner and by the vote required by its charter and the provisions of the Maryland General Corporation Law, and the said merger was approved in the manner hereinafter set forth.

EIGHTH: The merger was duly advised by the Board of Directors of PROMETRIC, INC. in the following manner. Said Board of Directors of PROMETRIC, INC. adopted a resolution declaring that the merger of PROMETRIC, INC. into THOMSON LEARNING INC. is advisable on substantially the terms and conditions set forth in or referred to in said resolution. Said resolution of the Board of Directors was adopted by a written consent signed on December 20, 2002 by all of the members of the Board of Directors without a meeting.

NINTH: The merger and the aforesaid terms and conditions were duly approved by the sole stockholder of PROMETRIC, INC. in the following manner. All of the stockholders entitled to vote thereon approved the same without a meeting by a written consent signed by them.

TENTH: The terms and conditions of the merger herein set forth were duly advised, authorized, and approved, in respect of THOMSON LEARNING INC., in the manner and by the vote required by the charter of said corporation and by the laws of the State of Delaware, which is the state of incorporation of said corporation.

ELEVENTH: The merger was duly advised by the Board of Directors of THOMSON LEARNING INC. in the following manner. Said Board of Directors of THOMSON LEARNING INC. adopted a resolution declaring that the merger of PROMETRIC, INC. into THOMSON LEARNING INC. is advisable on substantially the terms and conditions set forth in or referred to in said resolution. Said resolution of the Board of Directors was adopted by a written consent signed on December 20, 2002 by all of the members of the Board of Directors without a meeting.

TWELFTH: The merger and the aforesaid terms and conditions were duly approved by the sole stockholder of THOMSON LEARNING INC. in the following manner. All of the stockholders entitled to vote thereon approved the same without a meeting by a written consent signed by them.

THIRTEENTH: The effective date of the merger shall be December 30, 2002.

IN WITNESS WHEREOF, these Articles of Merger are hereby signed for and on behalf of PROMETRIC, INC. by its Vice President and are hereby signed in the name and on behalf of THOMSON LEARNING INC. by its Vice President.

PROMETRIC, INC.

By

  
Edward A. Friedland  
Vice President

Attest:

  
Assistant Secretary

Dated: December 20, 2002

THOMSON LEARNING INC.

By

  
Edward A. Friedland  
Vice President

Attest:

  
Assistant Secretary


Dated: December 20, 2002

STATE OF CONNECTICUT )  
COUNTY OF FAIRFIELD )

SS.: STAMPAID

I hereby certify that, on December 20, 2002, before me, the subscriber, a notary public for the state and county aforesaid, personally appeared Edward A. Friedland, Vice President of PROMETRIC, INC., a corporation party to the annexed Articles of Merger, and, on behalf of the said corporation, acknowledged the annexed Articles of Merger to be the act of said corporation.

WITNESS, my hand and notarial seal the date first above written.

  
Notary Public  
SUSAN M. ANDERSON  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JAN. 31, 2003

[Affix Notarial Seal]

STATE OF CONNECTICUT )  
COUNTY OF FAIRFIELD )

SS.: STAMPAID

I hereby certify that, on December 20, 2002, before me, the subscriber, a notary public for the state and county aforesaid, personally appeared Edward A. Friedland, Vice President of THOMSON LEARNING INC., a corporation party to the annexed Articles of Merger, and, on behalf of the said corporation, acknowledged the annexed Articles of Merger to be the act of said corporation.

WITNESS, my hand and notarial seal the date first above written.

  
Notary Public  
SUSAN M. ANDERSON  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JAN. 31, 2003

[Affix Notarial Seal]

T:\VSD\2002\December Rev\MERGER DOCUMENTS & MD Doc\Printed for Part 11.doc  
MD BC D-ARTICLES OF MERGER L/F D-F 10/98-4 (#376)



DEC. 26. 2002 12:41PM

CORP SERVICES CO

202 585 0000

T-001 NO. 3339 Pp. 3

I hereby consent to my designation in this document as resident agent for this company.

CSC Lawyers Incorporating Service Company  
Signed by: [Signature]  
Resident Agent

W248382.1

**CORPORATE CHARTER APPROVAL SHEET****\*\* EXPEDITED SERVICE \*\*****\*\* KEEP WITH DOCUMENT \*\***DOCUMENT CODE 11 BUSINESS CODE \_\_\_\_\_

# \_\_\_\_\_

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) ProMetric, Inc.005487533Surviving (Transferee) Thomson Learning Inc.(DE)**FEES REMITTED**Base Fee: 20

Org. &amp; Cap. Fee: \_\_\_\_\_

Expedite Fee: 70

Penalty: \_\_\_\_\_

State Recordation Tax: \_\_\_\_\_

State Transfer Tax: \_\_\_\_\_

1 Certified Copies 50Copy Fee: 11

Certificates \_\_\_\_\_

Certificate of Status Fee: \_\_\_\_\_

Personal Property Filings: \_\_\_\_\_

Other: \_\_\_\_\_

TOTAL FEES: 101Credit Card \_\_\_\_\_ Check ☒ Cash \_\_\_\_\_1 Documents on 2 ChecksApproved By: 10Signed By: C. Boulware

OPINION(S):

FILE 2ND

1000361887829599

ID N 005487533 ACK N 1000361887829599  
LIBER: 000400 FOLIO: 1499 PAGES: 0008  
PROMETRIC, INC.

12/26/2002 AT 01:29 P WO N 0000680686

New Name \_\_\_\_\_

Change of Name: \_\_\_\_\_

Change of Principal Office: \_\_\_\_\_

Change of Resident Agent: \_\_\_\_\_

Change of Resident Agent Address: \_\_\_\_\_

Resignation of Resident Agent: \_\_\_\_\_

Designation of Resident Agent: \_\_\_\_\_

and Resident Agent's Address: \_\_\_\_\_

Change of Business Code: \_\_\_\_\_

Adoption of Assumed Name: \_\_\_\_\_

Other Change(s): \_\_\_\_\_

Code 604

Attention: \_\_\_\_\_

Mail to Address: \_\_\_\_\_

Stamp

Department of  
Assessments and Taxation

Charter Division



Ronald W. Winchoff  
Director

Paul B. Anderson  
Administrator

MARYLAND DOCUMENT RETRIEVAL  
LWR LVL 1  
343 N CHARLES ST  
BALTIMORE

MD 21201-4326

Date: 12-27-2002

This letter is to confirm acceptance of the following filing:

DEPARTMENT ID : D05487533  
TYPE OF REQUEST : ARTICLES OF MERGER  
DATE FILED : 12-26-2002  
TIME FILED : 01:29-PM  
RECORDING FEE : \$20.00  
EXPEDITED FEE : \$70.00  
COPY FEE : \$11.00  
FILING NUMBER : 1000361987829599  
CUSTOMER ID : 0001027208  
WORK ORDER NUMBER : 0000680686

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT  
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK  
ORDER NUMBER ON ANY INQUIRIES.

301 West Preston Street, Baltimore, Maryland 21201  
Telephone (410) 767-1350  
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice  
Fax (410) 333-7097

0002180777

chtrcc

PATENT  
REEL: 015960 FRAME: 0221

ENTITY TYPE: ORDINARY BUSINESS - STOCK  
STOCK: Y  
CLOSE: Y  
EFFECTIVE DATE: 12-26-2002  
PRINCIPAL OFFICE: 1000 LANCASTER STREET  
BALTIMORE MD 21202  
RESIDENT AGENT: CSC-LAWYERS INCORPORATING SERVICE COMPANY  
11 E. CHASE ST.  
BALTIMORE MD 21202-2516

## COMMENTS:

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:  
THE SURVIVING ENTITY:

THOMSON LEARNING INC. (DE) .

## MERGED ENTITIES:

(D05487533) PROMETRIC, INC.