

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2002

CONVEYING PARTY DATA

Name	Execution Date
Prometric, Inc.	12/20/2002

RECEIVING PARTY DATA

Name:	Prometric, A Division of Thomson Learning, Inc.
Street Address:	2711 Centerville Road
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19808

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	11208471

CORRESPONDENCE DATA

Fax Number: (212)230-8888
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: michael.mathewson@wilmerhale.com
 Correspondent Name: Irah H. Donner, Esq.
 Address Line 1: 399 Park Avenue
 Address Line 2: c/o WilmerHale LLP
 Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	26119.145
NAME OF SUBMITTER:	Irah H. Donner

Total Attachments: 11
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Delaware

PAGE 1

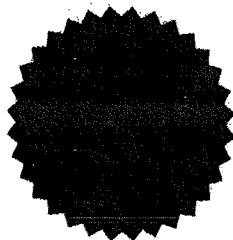
The First State

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: 12-26-02
PATENT

REEL: 019626 FRAME: 0560

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:

TAHVS2003 December Reorg\MERGER DOCS\B kep1B 1 MD Doc\Prose\l into ForT14.doc
MD BC D>:ARTICLES OF MERGER L/F D>F 10/98-1 (#576)

	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.

TAHVS2002 December Reorg\MERGER DOCS\8 sep\8 II MD DonPrometri Into ForLLI.doc
MD BC D::ARTICLES OF MERGER L/F D>F 10/98-2 (#576)

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
Edward A. Friedland
Vice President

Attest:

Assistant Secretary

Dated: December 20, 2002

THOMSON LEARNING INC.

By Edward A. Friedland
Edward A. Friedland
Vice President

Attest:

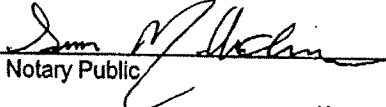
Assistant Secretary

Dated: December 20, 2002

STATE OF CONNECTICUT)
)
COUNTY OF FAIRFIELD) SS.: STAMFORD

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.



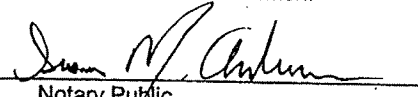
Notary Public
SUSAN M. ANDERSON
NOTARY PUBLIC
MY COMMISSION EXPIRES JAN. 31, 2003

[Affix Notarial Seal]

STATE OF CONNECTICUT)
)
COUNTY OF FAIRFIELD) SS.: STAMFORD

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]

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

W2433821

CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE **

** KEEP WITH DOCUMENT **

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____


P.A. _____ Religious _____

Merging (Transferor) Prometric, Inc.

D 05487533

Surviving (Transferee) Thomson Learning Inc.

(DE)



1000361897829599

ID # D05487533 ACK # 1000361897829599
LIBER: B00480 FOLIO: 1499 PAGES: 0006
PROMETRIC, INC.

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

New Name _____

FEES REMITTED

Base Fee: 20
 Org. & Cap. Fee: _____
 Expedite Fee: 70
 Penalty: _____
 State Recordation Tax: _____
 State Transfer Tax: _____
1 Certified Copies 5p Copy Fee: 11
 _____ Certificates
 Certificate of Status Fee: _____
 Personal Property Filings: _____
 Other: _____
 TOTAL FEES: 101

- _____ 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)

credit Card _____ Check Cash _____

1 Documents on 2 Checks

Approved By: 10

Witnessed By: C. Boulware

COMMENTS(S):

FILE 2ND

Code 604

Attention: _____

Mail to Address: _____

Stamp

Department of
Assessments and Taxation

Charter Division



Governor

Ronald W. Winehoff
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

chtaco

PATENT
REEL: 019626 FRAME: 0569

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:

THOMSOM LEARNING INC. (DE) .

MERGED ENTITIES:

(D05487533) PROMETRIC, INC.