



684084

ACCOUNT NO. : 072100000032

REFERENCE : 202446 7107239

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia P...

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 27 PM 1:08

FILED

ORDER DATE : December 26, 1996

EFFECTIVE DATE

ORDER TIME : 9:30 AM

1-1-97

ORDER NO. : 202446-005

000002039540--6

CUSTOMER NO: 7107239

CUSTOMER:

Robert Bloom
460 Park Avenue-suite 1100

New York, NY 10022-1987

ARTICLES OF MERGER

VCH PUBLISHERS, INC.

INTO

JOHN WILEY & SONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS:

N HENDRICKS DEC 27 1996

RECEIVED
96 DEC 27 AM 10:52
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

VCH PUBLISHERS, INC., A FLORIDA CORPORATION, 684084.

INTO

JOHN WILEY & SONS, INC., a New York corporation not qualified in Florida.

File date: December 27, 1996, effective January 1, 1997

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 70.00

Articles of Merger

of

VCH Publishers, Inc.

and

John Wiley & Sons, Inc.

FILED
96 DEC 27 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-97

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging VCH Publishers, Inc. (originally incorporated under the name Verlag Chemie International Inc.) with and into John Wiley & Sons, Inc. as approved and adopted by the board of directors of VCH Publishers, Inc. on December ~~23~~, 1996 and approved and adopted by the board of directors of John Wiley & Sons, Inc. on December ~~12~~, 1996.

2. The merger of VCH Publishers, Inc. with and into John Wiley & Sons, Inc. is permitted by the laws of the State of New York, the State in which John Wiley & Sons, Inc. is incorporated and has been authorized in compliance with said laws.

3. Shareholder approval is not required for the merger.

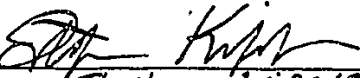
4. The effective time and date of the merger herein provided for in the State of Florida shall be 12.01 am on January 1, 1997.

Executed on December ~~23~~, 1996

VCH PUBLISHERS, INC. INC.

By: Robert D. Wilder
Name: Robert D. Wilder
Capacity: President

JOHN WILEY & SONS, INC.

By: 
Name: Stephen Kippur
Capacity: Executive Vice President

Plan of Merger

of

VCH Publishers, Inc. (a Florida corporation)

into

John Wiley & Sons, Inc. (a New York corporation)

Under Section 905 of the New York Business Corporation Law and Section 607.0120 of the Florida Business Corporation Act

FIRST: The name of the corporation to be merged is VCH Publishers, Inc. (the "merged corporation"). The merged corporation was incorporated under the laws of Florida on August 14, 1980.

SECOND: The name of the surviving corporation is John Wiley & Sons, Inc. (the "surviving corporation"). The surviving corporation was incorporated under the laws of the State of New York on January 15, 1904.

THIRD: The designation and number of outstanding shares of each class and series of the merged corporation, all of which are owned by the surviving corporation are as follows:
5,000 common shares, \$1 par value per share.

FOURTH: The merged corporation shall be merged into the surviving corporation pursuant to the applicable provisions of the New York Business Corporation Law and the Florida Business Corporation Act. The separate existence of the merged corporation shall cease at the effective time and date of the merger pursuant to the applicable provisions of Florida Business Corporation Act; and the surviving corporation shall continue its existence as the surviving corporation pursuant to the provisions of the New York Business Corporation Law.

FIFTH: All of the outstanding shares of the merged corporation shall be canceled.

SIXTH: The merger shall not effect any changes or amendments to the certificate of incorporation of the surviving corporation.

SEVENTH: The officers of the surviving corporation are hereby authorized and directed to execute and file such documents and take such other action as may be necessary or appropriate to carry out the Plan of Merger herein set forth.