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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE**THOMSON LEARNING INC.**

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Merger

09/29/04

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ARTICLES OF MERGER
OF
THOMSON LEARNING LICENSING CORP.
AND
THOMSON LEARNING INC.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
09-30-04

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 Thomson Learning Licensing Corp. with and into Thomson Learning Inc. as approved by the Board of Directors of Thomson Learning Licensing Corp. on September 27, 2004 and adopted at a meeting by the Board of Directors of Thomson Learning Inc. on September 27, 2004.

2. The merger of Thomson Learning Licensing Corp. with and into Thomson Learning Inc. is permitted by the laws of the jurisdiction of organization of Thomson Learning Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Thomson Learning Inc. was September 27, 2004.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be on September 30, 2004.

Executed on September 27, 2004.

Thomson Learning Licensing Corp.

By: Ed Napolitano

Name: Ed Napolitano
Capacity: Authorized Officer

Thomson Learning Inc.

By: Sari Dweck

Name: Sari Dweck
Capacity: Assistant Secretary

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PLAN OF MERGER

"1. Thomson Learning Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Thomson Learning Licensing Corp., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Thomson Learning Licensing Corp. into Thomson Learning Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Thomson Learning Inc.

"2. The separate existence of Thomson Learning Licensing Corp. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Thomson Learning Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of Thomson Learning Licensing Corp. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of Thomson Learning Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

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