

F99000003174

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
SKILLSOFT CORPORATION

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5-4-11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SkillSoft Corporation

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Brandi Larea Thomas

(Contact Person)

Ropes & Gray LLP

(Firm/Company)

Prudential Tower, 800 Boylston Street

(Address)

Boston, MA 02199

(City/State and Zip Code)

For further information concerning this matter, please call:

Brandi Larea Thomas

(Name of Contact Person)

At (617) 951-7013

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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4-28-11

May 3, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SKILLSOFT CORPORATION
107 NORTHEASTERN BLVD
NASHUA, NH 03062US

SUBJECT: SKILLSOFT CORPORATION
REF: F99000003174

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, FLORIDA Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

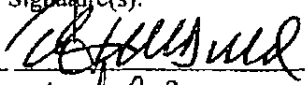
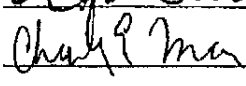
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(Attach additional sheets if necessary)

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Seventh: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SmartCertify Direct, Inc.		Thomas J. McDonald
SkillSoft Corporation		Charles E. Moran

AGREEMENT AND PLAN OF MERGER**of****SMARTCERTIFY DIRECT, INC.,
a Florida corporation,****with and into****SKILLSOFT CORPORATION,
a Delaware corporation****April 27, 2011**

This Agreement and Plan of Merger (the "Plan") is made as of the date first set forth above in accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware and Section 607.1101 of Title XXXVI of the 2010 Florida Statutes.

Section 1. Under this Plan, at the Effective Time, SmartCertify Direct, Inc., a Florida corporation ("SmartCertify"), will merge with and into SkillSoft Corporation, a Delaware corporation, which shall be the surviving corporation (the "Surviving Corporation"), whereupon the separate existence of SmartCertify shall cease (the "Merger").

Section 2. Terms and Conditions of the Merger

- 2.1. The Merger shall be effective at 11:59 p.m. Eastern Time on April 30, 2011 (the "Effective Time").

Section 3. Conversion of Shares of SmartCertify

- 3.1. As of the Effective Time, each then issued and outstanding share, and each share held in the treasury, if any, of SmartCertify's capital stock shall be cancelled, and no payment shall be made with respect thereto.


Section 4. The Merger contemplated by this Plan shall not result in any amendment to the articles of incorporation, the by-laws, or any other organizational documents of the Surviving Corporation.

Section 5. There are no other provisions required by the laws under which any party to the Merger contemplated herein is organized or by which it is governed, or by the articles of incorporation or organizational documents of any such party.

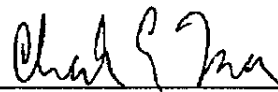
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IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed by their respective authorized officers as of the date first set forth above.

SMARTCERTIFY DIRECT, INC.

By: 
Name: Thomas J. McDonald
Title: Chief Financial Officer and Treasurer

SKILLSOFT CORPORATION

By: 
Name: Charles E. Moran
Title: President and Chief Executive Officer