

To: Annette
Subject:

From: Cindy Hicks

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Florida Department of State
Division of Corporations
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From:
Account Name : CORPDIRECT AGENTS, INC
Account Number : 110450000714
Phone : (850) 222-1173
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Attn. Annette
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

COMPASSLEARNING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(PROFIT CORPORATIONS)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CompassLearning, Inc.	Delaware	3042018

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ChildU, Inc.	Florida	P99000050891

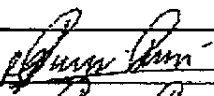
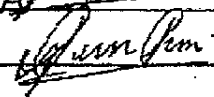
Third: The Plan of Merger is attached as Annex A hereto.

Fourth: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by sole shareholder of the surviving corporation on December 21, 2005.

Sixth: Adoption of Merger by merging corporation. The Plan of Merger was adopted by the sole shareholder of the merging corporation on December 21, 2005.

Seventh: SIGNATURE FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
CompassLearning, Inc.		Rajeev Puri, President
ChildU, Inc.		Rajeev Puri, President

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CERTIFICATE OF MERGER

OF

CHILDU, INC.
(a Florida Corporation)

WITH AND INTO

COMPASSLEARNING, INC.
(a Delaware Corporation)

Pursuant to Section 252 of the General
Corporation Law of the State of Delaware

COMPASSLEARNING, INC., a Delaware corporation, does hereby certify to the following facts relating to the merger of CHILDU, INC., a Florida corporation, into CompassLearning, Inc. (the "Merger"):

FIRST: That the name and state of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
ChildU, Inc.	Florida
CompassLearning, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger, dated as of December 21, 2005 between the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the corporation surviving the Merger is CompassLearning, Inc.

FOURTH: That the Certificate of Incorporation of the surviving corporation shall continue to be the Certificate of Incorporation of the surviving corporation.

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FIFTH: That the total number of shares of capital stock that ChildU, Inc.(the non-Delaware corporation) has authority to issue is One Thousand (1,000) shares of Common Stock, par value \$0.01 per share

SIXTH: That an executed copy of the Agreement and Plan of Merger is on file at an office of the surviving corporation at 512 7th Avenue, 21st Floor, New York, New York 10018 and will be furnished upon request without cost to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, CompassLearning, Inc. has caused this Certificate of Merger to be executed in its corporate name this 21st day of December, 2005.

COMPASSLEARNING, INC.

By: 

Name: Rajeev Puri
Title: President

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ANNEX A

AGREEMENT AND PLAN OF MERGER

OF

CHILDU, INC.
(A Florida Corporation)

WITH AND INTO

COMPASSLEARNING, INC.
(A Delaware Corporation)

AGREEMENT AND PLAN OF MERGER, dated as of December 21, 2005, between ChildU, Inc. ("ChildU"), a corporation of the State of Florida, and CompassLearning, Inc. ("CompassLearning"), a corporation of the State of Delaware.

WHEREAS, ChildU is a business corporation of the State of Florida with its registered office therein located at NRAI Services, Inc., 526 E. Park Avenue, Tallahassee, Florida 32301; and

WHEREAS, the total number of shares of capital stock that ChildU has authority to issue is One Thousand (1,000) shares of Common Stock, par value \$.01 per share (the "ChildU Common Stock"), all of which are issued and outstanding and owned of record and beneficially by WRC Media Inc. ("WRC"); and

WHEREAS, CompassLearning is a business corporation of the State of Delaware with its registered office therein located at National Registered Agents, Inc., 9 East Loockerman Street, Suite 1B, Dover, Kent County, Delaware 19901; and

WHEREAS, the total number of shares of capital stock that CompassLearning has authority to issue is (a) Ten Million (10,000,000) shares of Preferred Stock, par value \$.01 per share, none of which is issued or outstanding, and (b) Twenty Thousand (20,000) shares of Common Stock, par value \$.01 per share (the "CompassLearning Common Stock"), of which Ten Thousand (10,000) shares are issued and outstanding and owned of record and beneficially by WRC; and

WHEREAS, ChildU, and the sole stockholder thereof, and CompassLearning, and the sole stockholder thereof, deem it advisable and to the advantage, welfare and best interests of such stockholder and the corporations to merge ChildU with and into CompassLearning pursuant to the respective provisions of the Florida Business Corporation Act (the "FBCA") and Delaware General Corporation Law (the "DGCL") upon the terms and conditions hereinafter set forth;

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NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereof, being hereunto duly approved by a resolution adopted by the respective Boards of Directors of ChildU and CompassLearning, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. ChildU shall, pursuant to the respective provisions of the FBCA and DGCL, be merged with and into CompassLearning which shall be the surviving corporation from and after the effective time of the merger and which is sometimes hereinafter referred to as the "surviving corporation". The separate existence of ChildU, which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the effective time of the merger. At the effective time of the merger, the merger shall have the effects set forth in Section 1106 of the FBCA and Section 259 of the DGCL.

2. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation following the effective time of the merger, and said Certificate of Incorporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the DGCL.

3. The By-Laws of the surviving corporation, as now in force and effect, shall continue to be the By-Laws of the surviving corporation following the effective time of the merger, and said By-Laws shall continue in full force and effect until amended as therein provided and in the manner prescribed by the provisions of the DGCL.

4. The officers and directors of the surviving corporation immediately prior to the effective time of the merger shall continue to be officers and directors of the surviving corporation until their resignation or removal in accordance with the Certificate of Incorporation or By-Laws of the surviving corporation, holding the same offices as they held, respectively, prior to the merger.

5. At and as of the effective time of the merger, by virtue of the merger and without any action on the part of any of ChildU, CompassLearning or the holders of any securities of CHILDU or CompassLearning:

(a) each share of ChildU Common Stock issued and outstanding immediately prior to the merger or held in the Treasury of ChildU shall be canceled and retired automatically and shall cease to exist and shall not be converted or exchanged; and

(b) each share of CompassLearning Common Stock issued and outstanding immediately prior to the merger shall be converted automatically into one validly issued, fully paid and nonassessable share of common stock, par value \$.10 per share, of the surviving corporation.

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Each certificate representing shares of CompassLearning Common Stock outstanding immediately prior to the merger shall continue after the merger to represent the shares of common stock of the surviving corporation into which such shares of CompassLearning Common Stock shall have been converted in the merger until such certificate is duly surrendered to the surviving corporation for transfer or otherwise.

6. In the event that this Agreement and Plan of Merger shall have been fully adopted on behalf of the terminating corporation and the surviving corporation in accordance with the respective provisions of the FBCA and DGCL, (a) articles of merger (the "Articles of Merger") shall be duly prepared, executed and acknowledged by the terminating corporation and the surviving corporation and thereafter delivered to the Secretary of State of the State of Florida for filing and (b) a certificate of merger (the "Certificate of Merger") shall be duly prepared, executed and acknowledged by the surviving corporation and thereafter delivered to the Secretary of State of the State of Delaware for filing. The merger shall become effective at the later of (i) such time as the Articles of Merger are duly filed with the Secretary of State of the State of Florida or (ii) such time as the Certificate of Merger is duly filed with the Secretary of State of the State of Delaware. Both corporations further agree that they will cause to be executed and filed and recorded any other or further document or documents prescribed by the respective laws of the State of Florida or State of Delaware, and that they will cause to be performed all other or further necessary acts with or in the State of Florida, the State of Delaware and elsewhere to effectuate the merger provided for herein.

7. The directors and proper officers of the terminating corporation and directors and proper officers of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 Agreement and Plan of Merger or of the merger provided for herein.

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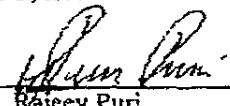
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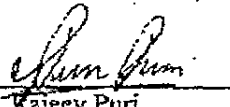
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IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed upon behalf of each of the constituent parties hereto by their respective officers thereunto duly authorized, all as of the date first written above.

CHILDU, INC.

By: 
Name: Rajeev Puri
Title: President

COMPASSLEARNING, INC.

By: 
Name: Rajeev Puri
Title: President