



**CORPORATE
ACCESS,
INC.**

P94000027323

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 12/30/97 11:00 ^{NT} ☺

CERTIFIED COPY

☒ PHOTO COPY

CUS

☒ FILING Merger

1.) Miller Freeman Group USA, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) CC

CORPORATE ACCESS, INC.

(800) 969-1666 (904) 222-2666

300002385573--4

-12/30/97--01006--026

*****175.00 *****175.00

4.) CC

Attn: --Joy French

Need Certified

Copy on Merger for

Miller Freeman.

Thanks, @.

300002385573--4

-01/07/98--01005--011

*****52.50 *****52.50

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

MILLER FREEMAN PROPERTIES, INC., a California corporation, not qualified in
Florida
MILLER FREEMAN TRANSPORT SERVICES, INC., a Florida corporation,
P94000027323
MILLER FREEMAN EXPOSITIONS, INC., a Florida corporation, K64456
BOBBIN PUBLISHING, INC., a South Carolina corporation, not qualified in
Florida

INTO

MILLER FREEMAN GROUP USA, INC., a Delaware corporation not qualified in
Florida

File date: December 30, 1997, effective December 31, 1997

Corporate Specialist: Joy Moon-French

FILED

ARTICLES OF MERGER

97 DEC 30 PM 12:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THIS MERGER AGREEMENT is made and entered into as of December 29, 1997, by and among Miller Freeman Properties, Inc., a California corporation ("Properties"), Miller Freeman Transport Services, Inc., a Florida corporation ("Transport"), Miller Freeman Expositions, Inc., a Florida corporation ("Expo"), Bobbin Publishing, Inc., a South Carolina corporation ("Publishing"), and Miller Freeman Group USA, Inc., a Delaware corporation ("Group USA").

EFFECTIVE DATE

WITNESSETH

DEC 31 1997

WHEREAS, Properties is a corporation duly organized and existing under the laws of the State of California, having an authorized capital stock of 1,000 common shares, of which 100 are presently issued and outstanding and are owned by Group USA; and

WHEREAS, Transport is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 1,000 shares of common stock, of which 100 are presently issued and outstanding and are owned by Group USA; and

WHEREAS, Expo is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 1,000 shares of common stock, of which 1,000 are presently issued and outstanding and are owned by Group USA; and

WHEREAS, Publishing is a corporation duly organized and existing under the laws of the State of South Carolina, having an authorized capital stock of 1,000 shares of common stock, of which 1,000 are presently issued and outstanding and are owned by Group USA; and

WHEREAS, Group USA is a corporation duly organized and existing under the laws of the State of Delaware, having an authorized capital stock of 10,000 shares of common stock, of which 2,000 are presently issued and outstanding and are owned by Ludgate (USA), Inc., a Delaware corporation; and

WHEREAS, the respective Boards of Directors of Properties, Transport, Expo, Publishing and Group USA have determined that the merger of the corporations described below will produce significant benefits through the consolidation of corporate activities and increased efficiencies; and

WHEREAS, each of the respective Boards of Directors of Properties, Transport, Expo, Publishing and Group USA has determined that it is in the best interests of each such corporation and its stockholders that Properties, Transport, Expo and Publishing be merged with and into Group USA, such merger to be effected in accordance with the laws of the States of California, Florida, South Carolina and Delaware in the manner and on the terms and conditions set forth herein; and

WHEREAS, the respective Boards of Directors of Properties, Transport, Expo, Publishing and Group USA desire to adopt this agreement as a plan of liquidation and to consummate the merger in accordance with the provisions of Sections 332 and 337 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereby agree as follows:

ARTICLE I THE PLAN OF MERGER

1.1 The Merger. At the Effective Time of the Merger (as hereinafter defined) and pursuant to the General Corporation Law of the State of California (the "CGCL"), the Business Corporation Act of the State of Florida ("FBCA") and the Business Corporation Act of 1988 of the State of South Carolina ("SCBCA") and the General Corporation Law of the State of Delaware ("DGCL") the following shall occur:

(a) The Surviving Corporation. Each of Properties, Transport, Expo and Publishing shall be merged with and into Group USA, and Group USA shall be the surviving corporation (the "Surviving Corporation"). The separate existence and corporate organization of each of Properties, Transport, Expo and Publishing shall cease, and thereupon Properties, Transport, Expo, Publishing and Group USA shall be a single corporation. Group USA, as the Surviving Corporation, shall succeed, insofar as permitted by law, to all rights, assets, liabilities, debts and obligations of each of Properties, Transport, Expo and Publishing, in accordance with and as set forth more fully in Section 1107 of the CGCL, Section 259 of the DGCL, Section 607.1106 of the FBCA and Section 33-11-106 of the SCBCA.

(b) Certificate of Incorporation. The Certificate of Incorporation of Group USA shall be and remain the Certificate of Incorporation of the Surviving Corporation until amended as provided by law.

(c) By-Laws. The By-Laws of Group USA shall be and remain the by-laws of the Surviving Corporation until amended as provided by law.

(d) Directors. Until their respective successors shall be duly elected and qualified, the Board of Directors of the Surviving Corporation shall consist of each of the existing members of the Board of Directors of Group USA.

(e) Officers. Until their respective successors shall be duly elected and qualified, the officers of the Surviving Corporation shall consist of each of the existing officers of Group USA.

The Merger shall become effective on December 31, 1997, at 10:00 p.m. Eastern Standard time (the "Effective Time of the Merger").

1.2 Conversion of Shares. The manner of converting the shares of the constituent corporations at the Effective Time of the Merger shall be as follows:

(a) Group USA Shares. Each share of capital stock of Group USA which shall be outstanding at the Effective Time of the Merger shall remain outstanding and shall constitute the entire outstanding capital stock of the Surviving Corporation.

(b) Other Shares. Each share of capital stock of each of Properties, Transport, Expo and Publishing outstanding at the Effective Time of the Merger shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired at the Effective Time of the Merger. No cash, securities or other consideration shall be paid or delivered in exchange for the cancellation and retirement of any such shares.

(c) Records. The stock transfer books of each of Properties, Transport, Expo and Publishing shall be closed as of the Effective Time of the Merger, and no transfer of record of any shares of capital stock of such corporations shall take place thereafter.

(d) Surrender of Corporation Stock Certificates. Immediately after the Effective Time of the Merger, each holder of an outstanding certificate or certificates which prior thereto represented shares of capital stock of Properties, Transport, Expo or Publishing shall surrender the same to the Corporate Secretary of the Surviving Corporation for cancellation and retirement.

(e) Stock Options. At the Effective Time of the Merger, any and all options to acquire shares of capital stock of Properties, Transport, Expo and Publishing which are outstanding and unexercised immediately prior to the Effective Time of the Merger shall be cancelled.

1.3 Further Assurances. Each party to this Merger Agreement agrees that if, at any time after the Effective Time of the Merger, the Surviving Corporation determines or is advised that any further deeds, assignments, instruments or assurances are necessary or desirable to vest, perfect or confirm in the Surviving Corporation title to any property or rights of Properties, Transport, Expo and Publishing, then the officers and directors of the Surviving Corporation may execute and deliver all such proper deeds, assignments, instruments and assurances and do all other things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purpose of this Merger Agreement.

1.4 Address of Principal Office. The address of the principal office of Group USA is:

600 Harrison Street
San Francisco, CA 94107

1.5 Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and the same agreement, and shall become a binding agreement when one or more counterparts have been signed by each party and delivered to the other parties.

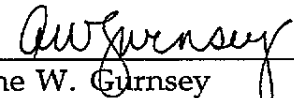
1.6 Approvals. The foregoing Plan of Merger was adopted by the sole stockholder of each of Properties, Transport, Expo and Publishing on December 23, 1997. Approval by the sole stockholder of Group USA was not required. The respective Boards of Directors of each of Properties, Transport, Expo, Publishing and Group USA adopted the foregoing Plan of Merger on December 23, 1997.

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the unanimous written consent of the respective Boards of Directors of Properties, Transport, Expo, Publishing and Group USA and the respective sole stockholder of Properties, Transport, Expo and

Publishing, is hereby executed on behalf of each of said corporations by their respective officers thereunto duly authorized.

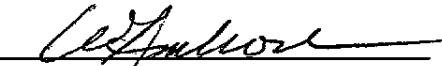
**MILLER FREEMAN
PROPERTIES, INC.,
a California corporation**

By: 
Richard M. Block
President

By: 
Anne W. Gurnsey
Secretary

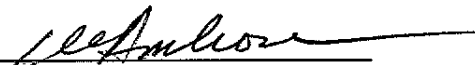
**BOBBIN PUBLISHING, INC., a
South Carolina corporation**

By: 
Marshall W. Freeman
President

By: 
Warren A. Ambrose
Secretary

**MILLER FREEMAN
TRANSPORT SERVICES, INC., a
Florida corporation**

By: 
Marshall W. Freeman
President

By: 
Warren A. Ambrose
Secretary

**MILLER FREEMAN GROUP
USA, INC., a Delaware
corporation**

By: 
Marshall W. Freeman
President

By: 
Warren A. Ambrose
Secretary

**MILLER FREEMAN
EXPOSITIONS, INC., a Florida
corporation**

By: 
Marshall W. Freeman
President

By: 
Warren A. Ambrose
Secretary

OFFICERS' CERTIFICATE
OF
MILLER FREEMAN PROPERTIES, INC.

Richard M. Block and Anne W. Gurnsey hereby certify that:

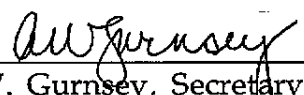
1. They are the President and Secretary, respectively, of Miller Freeman Properties, Inc., a California corporation ("Properties").
2. The total number of outstanding shares of each class of Properties entitled to vote on the merger described in the Merger Agreement to which this certificate is attached is 100 common shares.
3. The principal terms of the Merger Agreement in the form attached to this certificate were approved by the shareholders of Properties by the vote of 100% of the outstanding shares of Properties, which equalled (or exceeded) the vote required.
4. The percentage vote required was a majority of the common shares of Properties.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 29, 1997



Richard M. Block, President



Anne W. Gurnsey, Secretary

OFFICERS' CERTIFICATE
OF
MILLER FREEMAN TRANSPORT SERVICES, INC.

Marshall W. Freeman and Warren A. Ambrose hereby certify
that:

1. They are the President and Secretary, respectively, of Miller Freeman Transport Services, Inc., a Florida corporation ("Transport").
2. The total number of outstanding shares of each class of Transport entitled to vote on the merger described in the Merger Agreement to which this certificate is attached is 100 shares of common stock.
3. The principal terms of the Merger Agreement in the form attached to this certificate were approved by the shareholders of Transport by the vote of 100% of the outstanding shares of Transport, which equalled (or exceeded) the vote required.
4. The percentage vote required was a majority of the common stock of Transport.

We further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 29, 1997


Marshall W. Freeman, President


Warren A. Ambrose, Secretary

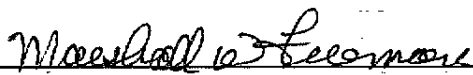
OFFICERS' CERTIFICATE
OF
MILLER FREEMAN EXPOSITIONS, INC.

Marshall W. Freeman and Warren A. Ambrose hereby certify
that:

1. They are the President and Secretary, respectively, of Miller Freeman Expositions, Inc., a Florida corporation ("Expositions").
2. The total number of outstanding shares of each class of Expositions entitled to vote on the merger described in the Merger Agreement to which this certificate is attached is 1000 shares of common stock.
3. The principal terms of the Merger Agreement in the form attached to this certificate were approved by the shareholders of Expositions by the vote of 100% of the outstanding shares of Expositions, which equalled (or exceeded) the vote required.
4. The percentage vote required was a majority of the common stock of Expositions.

We further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 29, 1997


Marshall W. Freeman, President


Warren A. Ambrose, Secretary

OFFICERS' CERTIFICATE
OF
BOBBIN PUBLISHING, INC.

Marshall W. Freeman and Warren A. Ambrose hereby certify
that:

1. They are the President and Secretary, respectively, of Bobbin Publishing, Inc., a South Carolina corporation ("Publishing").
2. The total number of outstanding shares of each class of Publishing entitled to vote on the merger described in the Merger Agreement to which this certificate is attached is 1000 shares of common stock.
3. The principal terms of the Merger Agreement in the form attached to this certificate were approved by the shareholders of Publishing by the vote of 100% of the outstanding shares of Publishing, which equalled (or exceeded) the vote required.
4. The percentage vote required was a majority of the common stock of Publishing.

We further declare under penalty of perjury under the laws of the State of South Carolina that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 29, 1997


Marshall W. Freeman, President


Warren A. Ambrose, Secretary

OFFICERS' CERTIFICATE
OF
MILLER FREEMAN GROUP USA, INC.

Marshall W. Freeman and Warren A. Ambrose hereby certify
that:

1. They are the President and Secretary, respectively, of Miller Freeman Group USA, Inc., a Delaware corporation ("Group USA").
2. The merger described in the Merger Agreement to which this certificate is attached was entitled to be and was approved by only the unanimous written consent of the Board of Directors of Group USA under the provisions of Section 251(f) of the General Corporation Law of the State of Delaware.

We further declare under penalty of perjury under the laws of the State of Delaware that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 29, 1997


Marshall W. Freeman, President


Warren A. Ambrose, Secretary