DOC ID ----> 200323100496

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/19/2003	200323100496	MERGER/FOREIGN (FMR)	175.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CSC/DIAMOND ACCESS
887 S HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

875503

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

THOMSON LEARNING INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
MERGER/FOREIGN	**200323100496**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 18th day of August, A.D. 2003.

J. Kenneth Blackwell

Ohio Secretary of State

DOC ID ----> 200323100496

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/19/2003	200323100496	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CSC/DIAMOND ACCESS
887 S HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1127801

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

PROMETRIC, INC.

and, that said business records show the filing and recording of:

Document(s)
MERGED OUT OF EXISTENCE

Document No(s):
200323100496

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 18th day of August, A.D. 2003.

J. Kenneth Blackwell

Ohio Secretary of State

DOC ID ----> 200323100496

Delaware

The First State

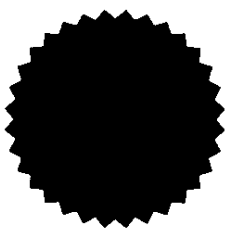
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"PROMETRIC, INC.", A MARYLAND CORPORATION,

WITH AND INTO "THOMSON LEARNING INC." UNDER THE NAME OF "THOMSON LEARNING INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2002, AT 10:07 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF DECEMBER, A.D. 2002.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2406150 8330

AUTHENTICATION: 2247254

030080456

DATE: 02-06-03

DOC ID ----> 200323100496

Prescribed by **J. Kenneth Blackwell**
Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)

Mail Form to one of the Following:

○ Yes — PO Box 1390, Columbus, OH 43216
*** Requires an additional fee of $100 ***

○ No — PO Box 1028, Columbus, OH 43216

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SECRETARY OF STATE
2003 AUG 18 PM 4:39
CENTRAL RECEIVING CENTER

STATEMENT UNDER SECTION 1703.17

(For Foreign, Profit or Non-Profit)

(164-1703-17)

Pursuant to the provisions of Section 1703.17 of the Revised Code of Ohio,

Prometric, Inc. (Name of Corporation) 1127801 (Ohio License No.), a

corporation organized under the laws of the state of Maryland (state) states that the address to which the Secretary of State may mail any process against such corporation that may be served upon him, and may mail any other notices, certificates, or statements is

c/o The Thomson Corporation, One Station Place
(street address)

Stamford (city, township, or village) CT (state) 06902 (zip code)

Attention: Legal Department

Prometric, Inc.
(Name of Corporation)

Signature: Edward A Friedland

Name: Edward A. Friedland

Title: Vice President

NOTE: This certificate must accompany a certificate or certified copy of dissolution, merger, consolidation, or court order terminating the existence of the corporation submitted in lieu of a certificate of surrender of license.