DOC ID ----> 201327500571

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/02/2013	201327500571	MERGER/FOREIGN (FMR)	125.00	.00		.00	.00

Receipt

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

DIAMOND ACCESS
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

875503

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

CENGAGE LEARNING, INC.

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

Document(s)	Document No(s):
MERGER/FOREIGN	**201327500571**

Effective Date: 10/01/2013

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 2nd day of October, A.D. 2013.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201327500571

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/02/2013	201327500571	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

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

DIAMOND ACCESS
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

1081360

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

THE GALE GROUP, INC.

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

Document(s)	Document No(s):
MERGED OUT OF EXISTENCE	**201327500571**

Effective Date: 10/01/2013

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 2nd day of October, A.D. 2013.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201327500571

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE GALE GROUP, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CENGAGE LEARNING, INC." UNDER THE NAME OF "CENGAGE LEARNING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2013, AT 1:33 O'CLOCK P.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 TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2013, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT

2013 OCT 1 PM 4:18 RECEIVED

Jeffrey W. Bullock, Secretary of State

2406150 8330

131144503

AUTHENTICATION: 0776619

DATE: 09-30-13

You may verify this certificate online at corp.delaware.gov/authver.shtml

DOC ID ----> 201327500571

Delaware

The First State

BUSINESS.

2406150 8330

131144503

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 0776619

DATE: 09-30-13