

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WILEY SUBSCRIPTION SERVICES, INC.", A DELAWARE CORPORATION, WITH AND INTO "JOHN WILEY & SONS, INC." UNDER THE NAME OF "JOHN WILEY & SONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE ON THE TENTH DAY OF MAY, A.D. 2018, AT 10:40 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FOURTEENTH DAY OF MAY, A.D. 2018.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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SR# 20183583617

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

Authentication: 202669321

Date: 05-10-18

State of Delaware
Secretary of State
Division of Corporations
Delivered: 10:40 AM 05/18/2018
FILED: 10:40 AM 05/18/2018
SR 20180583617 - File Number: 2495532

State of Delaware

CERTIFICATE OF OWNERSHIP

MERGING

**Wiley Subscription Services, Inc.,
a Delaware corporation,**

INTO

**John Wiley & Sons, Inc.,
a New York corporation**

**(Subsidiary into parent pursuant to Section 253 of the General Corporation Law
of Delaware)**

John Wiley & Sons, Inc., a corporation incorporated on the 15th day of January, 1904 under the original name of JOHN WILEY AND SONS, pursuant to the provisions of the Business Corporation Law of the State of New York, the provisions of which permit the merger of a corporation of another state into a corporation organized and existing under the laws of said state,

DOES HEREBY CERTIFY:

FIRST: That this corporation owns 100% of the capital stock of Wiley Subscription Services, Inc., a corporation incorporated on the 24th day of April 1995 A.D., pursuant to the provisions of the Delaware General Corporation Law, and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 22nd day of March 2018 A.D., determined to and did merge into itself said Wiley Subscription Services, Inc., which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns 100% of the outstanding stock of Wiley Subscription Services, Inc., a corporation organized and existing under the laws of Delaware, and

WHEREAS this corporation desires to merge into itself the said Wiley Subscription Services, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said Wiley Subscription Services, Inc. and assumes all of its obligations, and

FURTHER RESOLVED, that an authorized officer of this corporation be and he or she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said Wiley Subscription Services, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

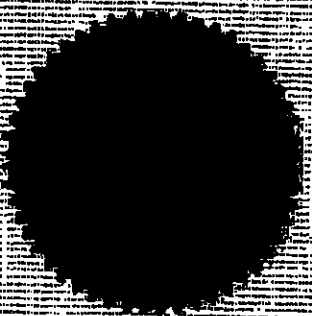
FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

All of the issued and outstanding shares of Wiley Subscription Services, Inc. shall be canceled and no shares of John Wiley & Sons, Inc. will be issued in the merger.

FURTHER RESOLVED, that the merger shall become effective on May 14, 2018.

SECOND: That this corporation surviving the merger agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Wiley Subscription Services, Inc. as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is c/o John Wiley & Sons, Inc., 111 River Street, Hoboken, NJ, 07030, Attn: Corporate Secretary.

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 9th day of May, 2018.



By: (s) Joanna Jia
(Authorized Officer)

Name: Joanna Jia

Title: Corporate Secretary