

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on May 16, 2018.



A handwritten signature in black ink, appearing to read "B. Fitzgerald", is written over a horizontal line.

Brendan W. Fitzgerald
Executive Deputy Secretary of State

CT-07

180515000 76/

STATE OF NEW YORK
CERTIFICATE
OF
MERGER
OF
WILEY SUBSCRIPTION SERVICES, INC.
(a Delaware corporation)

INTO

JOHN WILEY & SONS, INC.
(a New York corporation)

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

1. John Wiley & Sons, Inc., a corporation of the State of New York owns all of the outstanding shares of Wiley Subscription Services, Inc., a corporation of the State of Delaware.

2. As to the subsidiary corporation, the designation and number of outstanding shares (of each class) and the number of such shares (of each class), if any, owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Wiley Subscription Services, Inc.	Common Stock 1,000	Common Stock 1,000

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3.

(a) The certificate of incorporation of John Wiley & Sons, Inc. was filed by the Department of State on the 15th day of January 1904 under the original name of JOHN WILEY AND SONS.

(b) Wiley Subscription Services, Inc. was incorporated under the laws of the State of Delaware on the 24th day of April 1995, and its application for authority to do business in the State of New York was filed by the Department of State on the 23rd day of May 1995.

(c) The merger is permitted by the laws of the state of incorporation of each foreign subsidiary and is in compliance therewith.

4. The plan of merger was adopted by the Board of Directors of the surviving corporation.

5. The merger shall be effective on the 15th day of May 2018.

John Wiley & Sons, Inc.
(the surviving corporation)



(signature)

Name: Joanna Jia
Title: Corporate Secretary

CT-07

761

Certificate of Merger

of

WILEY SUBSCRIPTION SERVICES, INC. (a Delaware corporation) INTO
JOHN WILEY & SONS, INC. (a New York corporation)

Under Section 905 of the Business Corporation Law

FILED

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 15 2010

TAX \$
BY:

Filer's Name and Mailing Address:

Joanna Jia
John Wiley & Sons, Inc.
111 River Street
Hoboken, New Jersey 07030

RECEIVED

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DRAWDOWN

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