

# EXHIBIT 112

**Ex. 112**

—

**1647**

RECEIVED FOR RECORD

November 10, 1944

ASSIGNORS, Patty S. Hill and Jessica M. Hill

ASSIGNEE, The Hill Foundation, Inc.

The following assignment of copyright is recorded in the Copyright Office of the United States,  
November 10, 1944, in book 552, page s 61-62, in conformity with the  
of the United States respecting copyright.

(100)

ENCLOSURE BY THESE PRESENTS, that we, PATTY S. HILL  
 and WESLEY A. HILL, both residing at No. 11 Claremont Avenue,  
 New York, New York, parties of the first part, for and in con-  
 sideration of the sum of one (\$1.00) dollar and other good and  
 valuable consideration to wit: of as in and paid by THE HILL  
ASSOCIATION, INC., a New York corporation with its principal office  
 at 11 Claremont Avenue, New York, New York, party of the  
 second part, and its directors, who acknowledged, have  
 signed, sealed, delivered, and by these presents  
 confirmed, ratified, and confirmed to the said party of  
 the first part, their heirs, assigns, joint and  
 several, and their heirs, assigns, joint and  
 several, all the right, title, and interest therein.

Witness my hand and seal of said original United  
 States District Court, Southern District of New York, entry

Wesley A. Hill, and  
 Patty S. Hill, parties of the first part.

Wesley A. Hill, and  
 Patty S. Hill, parties of the first part.

Wesley A. Hill, and  
 Patty S. Hill, parties of the first part.

Wesley A. Hill, and  
 Patty S. Hill, parties of the first part.

Wesley A. Hill, and  
 Patty S. Hill, parties of the first part.

Wesley A. Hill, and  
 Patty S. Hill, parties of the first part.

IN WITNESS WHEREOF, I, the undersigned, Clerk of the  
 said original United States District Court, Southern District of New York,  
 have hereunto set my hand and seal of said original United States  
 District Court, Southern District of New York, this 1st day of April, 1951.

causes of action, heretofore accrued or which may at any time hereafter accrue, for unpaid royalties or by reason of any infringements of said copyrights and renewal copyrights, and howsoever arising.

TO HAVE AND TO HOLD the same unto the said party of the second part, its successors and assigns forever.

IN WITNESS WHEREOF the parties of the first part have executed this instrument at New York City this 16<sup>th</sup> day of October, one thousand nine hundred and forty-four.

*[Faint signature]*  
.....

*Matty Hoise*  
.....  
Individually and as Next of Kin

*Jessie M. Hill*  
.....  
Individually and as Next of Kin

STATE OF NEW YORK  
COUNTY OF NEW YORK

On this 16<sup>th</sup> day of October, 1944, before me, a notary public, personally known PAUL S. HILL and JESSIE M. HILL, to me known and known to the individuals described in and who acknowledged to me the contents of the instrument, and they severally duly acknowledged the same.

.....  
Notary Public  
State of New York





# **EXHIBIT 113**

ALL MEN BY THESE PRESENTS, that we, PATTY S. HILL and JESSICA M. HILL, both residing at No. 21 Claremont Avenue, New York, New York, parties of the first part, for and in consideration of the sum of one (\$1.00) dollar and other good and valuable consideration to each of us in hand paid by THE HILL FOUNDATION, INC., a New York corporation with its principal office at Room 4810, No. 70 Pine Street, New York, New York, party of the second part, the receipt whereof is hereby acknowledged, have sold, transferred, conveyed and assigned, and by these presents do hereby sell, transfer, convey and assign to the said party of the second part, all our right, title and interest, joint and several, in and to the following copyrights:

(1) "Good Morning to All" (original United States copyright registration, July 28, 1921, entry #513745),

(2) "Happy Birthday", a March, Piano Solo (original United States copyright registration, December 27, 1934, entry #45655),

(3) "Happy Birthday", 1 Piano - 4 Hands, (original United States copyright registration, February 15, 1935, entry #46661),

(4) "Happy Birthday", 1 Piano - 6 Hands, (original United States copyright registration, April 3, 1935, entry #47440),

(5) "Happy Birthday", 2nd Piano Part, (original United States copyright registration, April 3, 1935, entry #47439),

(6) "Happy Birthday to You", Piano Solo with Words, (original United States copyright registration, December 6, 1935, entry #51990), and

(7) "Happy Birthday to You", Oct. #96 Unison, (original United States copyright registration, December 6, 1935, entry #51988);

TOGETHER WITH all the right, title and interest of the parties of the first part in and to all licenses, agreements and contracts for the publication and sale of the aforementioned works, and in and to any and all rights, demands, claims and

causes of action, heretofore accrued or which may at any time hereafter accrue, for unpaid royalties or by reason of any infringements of said copyrights and renewal copyrights, and howsoever arising.

TO HAVE AND TO HOLD the same unto the said party of the second part, its successors and assigns forever.

IN WITNESS WHEREOF the parties of the first part have executed this instrument at New York City this 16<sup>th</sup> day of October, one thousand nine hundred and forty-four.

*Arthur  
Fred L. ...*

*Patty S. Hill*  
.....  
Individually and as Next of Kin

*Jessica M. Hill*  
.....  
Individually and as Next of Kin

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) SS.

On this 16<sup>th</sup> day of October, 1944, before me, a notary public, personally came PATTY S. HILL and JESSICA M. HILL, to me known and known to me to be the individuals described in and who executed the foregoing instrument, and they severally duly acknowledged to me that they executed the same.

*Grace D. Gordon*  
.....  
GRACE D. GORDON  
Notary Public, Kings County  
Kings County Clerk's No. 483  
New York County Clerk's No. 547  
Commission Expires March 31, 1945



# **EXHIBIT 114**

RECEIVED FOR RECORD ..... November 10, 1944.....

ASSIGNOR , ..... The Hill Foundation, Inc. ....

ASSIGNEE , ..... Clayton F. Summy Co. ....

The following assignment of copyright is recorded in the Copyright Office of the United States,  
November 10, 1944 , in book 552 , page<sup>s</sup> 63-68 , in conformity with the  
laws of the United States respecting copyright.

14-4,000

ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS that THE HILL FOUNDATION, INC., a corporation of the State of New York, having its principal place of business at No. 70 Pine Street, New York City, in consideration of the sum of ONE (\$1.00) DOLLAR and other good and valuable consideration to us in hand paid by CLAYTON F. SUMLEY CO., a corporation of the State of Delaware, having its principal office at No. 351 South Wabash Avenue, Chicago, Illinois,

DOES HEREBY sell, convey, assign, transfer and set over to CLAYTON F. SUMLEY CO.,

TO HAVE AND TO HOLD so long as said CLAYTON F. SUMLEY CO. or any corporation into which it may merge or consolidate is not adjudged a bankrupt; or does not make a general assignment for the benefit of creditors; or does not take the benefit of any insolvency or debtor and creditor law; or does not suffer the appointment of receiver or trustee of its property or the assignment or transfer of its property by operation of law upon any other person, firm, association or corporation; or (except in connection with its merger or consolidation with such firm, association or corporation) does not attempt to assign, transfer, sell or pledge its rights in and to this assignment or the interests conveyed thereby to any person, firm, association or corporation for

2.

any purpose whatsoever, provided, however, that Clayton F. Summy Co. may assign the rights now enjoyed by the American Society of Composers, Authors and Publishers under certain assignments heretofore made, to any other person, firm or corporation, in return for substantially the same services now rendered or substantially the same consideration as now rendered and paid by the said American Society of Composers, Authors and Publishers.

and of its property, right, title and interest in and to the books, copyrights and present renewals and extensions of copyrights (including the copyrights and renewals and extensions of copyrights hereinafter specifically described) secured in the United States of America or in any foreign country or countries, in and to the following books, musical compositions and arrangements thereof:

- (1) "Songs for the Kindergarten"  
(original United States copyright registration, October 1, 1893, entry #45997 or #45997; renewal registration, September 3, 1921, renewal registration #19013);
- (2) "Song Stories for the Kindergarten. New edition, revised, illustrated and enlarged."  
(original United States copyright registration, June 3, 1896, entry #34260 or #34260; renewal registration, January 9, 1921, renewal registration #35771);
- (3) "Song Stories for the Sunday School"  
(original United States copyright registration, March 20, 1899, entry #20441; renewal registration, January 3, 1927, renewal registration #36013);

3.

- (4) "Good Morning to All" (original United States copyright registration, February 7, 1907, entry #142468 or #C142468; renewal registration, January 2, 1935, renewal registration #34877 or #R34877);
- (5) "Good Morning to All" (original United States copyright registration, July 28, 1901, entry #513745);
- (6) "Happy Birthday", a March, Piano Solo (original United States copyright registration, December 27, 1934, entry #45655);
- (7) "Happy Birthday", 1 Piano - 4 Hands, (original United States copyright registration, February 15, 1935, entry #46661);
- (8) "Happy Birthday", 1 Piano - 5 Hands, (original United States copyright registration, April 3, 1935, entry #47440);
- (9) "Happy Birthday", 2nd Piano Part, (original United States copyright registration, April 3, 1935, entry #47433);
- (10) "Happy Birthday to You", Piano Solo with Words, (original United States copyright registration, December 6, 1935, entry #51990); and
- (11) "Happy Birthday to You", Oct. #96 Unison, (original United States copyright registration, December 6, 1935, entry #51988);

all of its right, title and interest in and to all renewals and extensions of the copyrights thereto that have been and may, can or shall hereafter be secured under the laws now or hereafter in effect in the United States or in any foreign country or countries; all of its property, right, title and



4.

interest in and to said books, musical compositions and arrangements, including both the words and music thereof; and all of its right, title and interest in and to any further or other arrangements hereafter made by others than Patty S. Hill or Jessica M. Hill of the words or musical compositions above enumerated or any new words or music or arrangements in connection therewith, and any copyrights or renewals of copyrights thereof; and also all rights, claims, demands and causes of action which it now has or hereafter can, shall, or may have against any person or persons, firms or corporations who have heretofore infringed any of the rights and privileges which it may, can or shall have in and to said books, musical compositions or arrangements, and the copyrights thereto and the renewals and extensions of said copyrights;

IT BEING EXPRESSLY UNDERSTOOD AND AGREED that this assignment includes and effects the sale, assignment, conveyance or transfer of all copyrights to the above-enumerated books, musical compositions and arrangements thereof and of all renewals and extensions of said copyrights which may have been omitted from the descriptions of copyrights, renewals and extensions of copyrights appearing in the above specific enumeration;

IT BEING ALSO EXPRESSLY UNDERSTOOD AND AGREED that this assignment includes and effects a sale, assignment, conveyance and transfer of all of its property, right, title

5.

and interest in and to said books, musical compositions and arrangements thereof, said copyrights, and the renewals and extensions of copyrights, and of said rights, claims, demands and causes of action which it may lawfully own as assignee of the part of him and as assignee of the assignees of the part of him of Edward J. Hill.

IN WITNESS WHEREOF, THE HILL FOUNDATION, INC.

has caused this instrument to be signed and delivered this *17th* day of *October*, 1944.

THE HILL FOUNDATION, INC.,

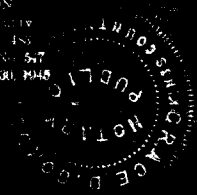
*Edward J. Hill*  
\_\_\_\_\_  
President.

STATE OF NEW YORK )  
 )  
 ) ss.  
COUNTY OF NEW YORK )

On this *16<sup>th</sup>* day of *October*, 1944, before me personally came *PAULY S. HILL*, to me known, who, being by me duly sworn, did depose and say that she resides at No. 21 *Central Avenue, New York, New York*; that she is the President of *The Hill Foundation, Inc.*, the corporation incorporated in *Illinois* which executed the foregoing instrument; that she is a *resident* of said corporation; that the seal affixed to said instrument is such corporate seal; that it was authorized by order of the Board of Directors of said corporation, and that she signed her name thereto by like order.

*Wm. D. Gordon*

WILLIAM D. GORDON  
Notary Public for New York  
New York State Notary No. 547  
Commission Expires March 30, 1945



# **EXHIBIT 115**

ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS that THE HILL FOUNDATION, INC., a corporation of the State of New York, having its principal place of business at No. 70 Pine Street, New York City, in consideration of the sum of ONE (\$1.00) DOLLAR and other good and valuable consideration to us in hand paid by CLAYTON F. SUMMY CO., a corporation of the State of Delaware, having its principal office at No. 321 South Wabash Avenue, Chicago, Illinois,

DOES HEREBY sell, convey, assign, transfer and set over to CLAYTON F. SUMMY CO.,

TO HAVE AND TO HOLD so long as said CLAYTON F. SUMMY CO. or any corporation with which it may merge or consolidate is not adjudicated a bankrupt; or does not make a general assignment for the benefit of creditors; or does not take the benefit of any insolvency or debtor and creditor law; or does not suffer the appointment of receiver or trustee of its property or the assignment or transfer of its property by operation of law upon any other person, firm, association or corporation; or (except in connection with its merger or consolidation with such firm, association or corporation) does not attempt to assign, transfer, sell or pledge its rights in and to this assignment or the interests conveyed thereby to any person, firm, association or corporation for

2.

any purpose whatsoever, provided, however, that Clayton F. Summy Co. may assign the rights now enjoyed by the American Society of Composers, Authors and Publishers under certain assignments heretofore made, to any other person, firm or corporation, in return for substantially the same services now given and substantially the same consideration as now computed and paid by the said American Society of Composers, Authors and Publishers.

ALL of its property, right, title and interest in and to the present copyrights and present renewals and extensions of copyrights (including the copyrights and renewals and extensions of copyrights hereinafter specifically described) secured in the United States of America or in any foreign country or countries, in and to the following books, musical compositions and arrangements thereof:

- (1) "Song Stories for the Kindergarten"  
(original United States copyright registration, October 13, 1893, entry #45997 or #45997Y; renewal registration, September 3, 1921, renewal registration #19043);
- (2) "Song Stories for the Kindergarten. New edition, revised, illustrated and enlarged."  
(original United States copyright registration, June 8, 1896, entry #34260 or #34260B2; renewal registration, January 9, 1924, renewal registration #25771);
- (3) "Song Stories for the Sunday School"  
(original United States copyright registration, March 20, 1899, entry #20441; renewal registration, January 3, 1927, renewal registration #36618);

3.

- (4) "Good Morning to All" (original United States copyright registration, February 7, 1907, entry #142468 or #C142468; renewal registration, January 2, 1935, renewal registration #34877 or #R34877);
- (5) "Good Morning to All" (original United States copyright registration, July 28, 1921, entry #513745);
- (6) "Happy Birthday", a March, Piano Solo (original United States copyright registration, December 27, 1934, entry #45655);
- (7) "Happy Birthday", 1 Piano - 4 Hands, (original United States copyright registration, February 15, 1935, entry #46661);
- (8) "Happy Birthday", 1 Piano - 6 Hands, (original United States copyright registration, April 3, 1935, entry #47440).
- (9) "Happy Birthday", 2nd Piano Part, (original United States copyright registration, April 3, 1935, entry #47439);
- (10) "Happy Birthday to You", Piano Solo with Words, (original United States copyright registration, December 6, 1935, entry #51990); and
- (11) "Happy Birthday to You", Oct. #96 Unison, (original United States copyright registration, December 6, 1935, entry #51988);

all of its right, title and interest in and to all renewals and extensions of the copyrights thereto that have been and may, can or shall hereafter be secured under the laws now or hereafter in effect in the United States or in any foreign country or countries; all of its property, right, title and

4.

interest in and to said books, musical compositions and arrangements, including both the words and music thereof; and all of its right, title and interest in and to any further or other arrangements hereafter made by others than Patty S. Hill or Jessica M. Hill of the words or musical compositions above enumerated or any new words or music or arrangements in connection therewith, and any copyrights or renewals of copyrights thereof; and also all rights, claims, demands and causes of action which it now has or hereafter can, shall, or may have against any person or persons, firms or corporations who have heretofore infringed any of the rights and privileges which it may, can or shall have in and to said books, musical compositions or arrangements, and the copyrights thereto and the renewals and extensions of said copyrights;

IT BEING EXPRESSLY UNDERSTOOD AND AGREED that this assignment includes and effects the sale, assignment, conveyance or transfer of all copyrights to the above-enumerated books, musical compositions and arrangements thereof and of all renewals and extensions of said copyrights which may have been omitted from the descriptions of copyrights, renewals and extensions of copyrights appearing in the above specific enumeration;

IT BEING ALSO EXPRESSLY UNDERSTOOD AND AGREED that this assignment includes and effects a sale, assignment, conveyance and transfer of all of its property, right, title



5.

and interest in and to said books, musical compositions and arrangements thereof, said copyrights, and the renewals and extensions of copyrights, and of said rights, claims, demands and causes of action which it may now have or own as assignee of the next of kin and as assignee of the assignees of the next of kin of Mildred J. Hill.

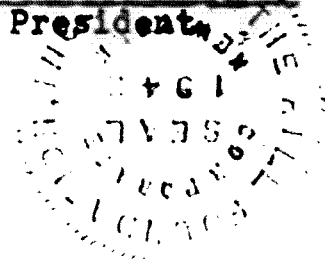
IN WITNESS WHEREOF, THE HILL FOUNDATION, INC.

has caused its corporate seal to be hereunto affixed this 16<sup>th</sup> day of October, 1944.

THE HILL FOUNDATION, INC.,

By

*Walter S. Hill*  
President

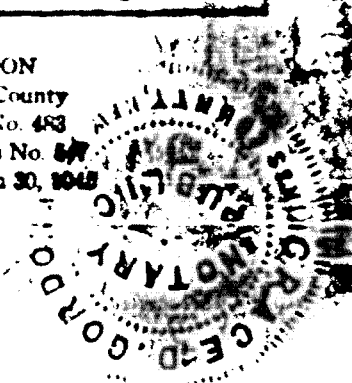


STATE OF NEW YORK )  
                          : ss.  
COUNTY OF NEW YORK )

On this 16<sup>th</sup> day of October, 1944, before me personally came PATTY S. HILL, to me known, who, being by me duly sworn, did depose and say that she resides at No. 21 Claremont Avenue, New York, New York; that she is the President of The Hill Foundation, Inc., the corporation described in and which executed the foregoing instrument; that she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said Corporation, and that she signed her name thereto by like order.

*Grace D. Gordon*

GRACE D. GORDON  
Notary Public, Kings County  
Kings County Clerk's No. 483  
New York County Clerk's No. 57  
Commission Expires March 30, 1948



ALL MEN BY THESE PRESEN, that we, PATTY S. HILL and JESSICA M. HILL, both residing at No. 21 Claremont Avenue, New York, New York, parties of the first part, for and in consideration of the sum of one (\$1.00) dollar and other good and valuable consideration to each of us in hand paid by THE HILL FOUNDATION, INC., a New York corporation with its principal office at Room 4810, No. 70 Pine Street, New York, New York, party of the second part, the receipt whereof is hereby acknowledged, have sold, transferred, conveyed and assigned, and by these presents do hereby sell, transfer, convey and assign to the said party of the second part, all our right, title and interest, joint and several, in and to the following copyrights:

- (1) "Good Morning to All" (original United States copyright registration, July 28, 1921, entry #513745),
- (2) "Happy Birthday", a March, Piano Solo (original United States copyright registration, December 27, 1934, entry #45655),
- (3) "Happy Birthday", 1 Piano - 4 Hands, (original United States copyright registration, February 15, 1935, entry #46661),
- (4) "Happy Birthday", 1 Piano - 6 Hands, (original United States copyright registration, April 3, 1935, entry #47440),
- (5) "Happy Birthday", 2nd Piano Part, (original United States copyright registration, April 3, 1935, entry #47439),
- (6) "Happy Birthday to You", Piano Solo with Words, (original United States copyright registration, December 6, 1935, entry #51990), and
- (7) "Happy Birthday to You", Oct. #96 Unison, (original United States copyright registration, December 6, 1935, entry #51988);

TOGETHER WITH all the right, title and interest of the parties of the first part in and to all licenses, agreements and contracts for the publication and sale of the aforementioned works, and in and to any and all rights, demands, claims and

causes of action, heretofore accrued or which may at any time hereafter accrue, for unpaid royalties or by reason of any infringements of said copyrights and renewal copyrights, and howsoever arising.

TO HAVE AND TO HOLD the same unto the said party of the second part, its successors and assigns forever.

IN WITNESS WHEREOF the parties of the first part have executed this instrument at New York City this 16<sup>th</sup> day of October, one thousand nine hundred and forty-four.

*Witness:  
Fred Mann*

*Patty Hill*  
.....  
Individually and as Next of Kin

*Jessica M. Hill*  
.....  
Individually and as Next of Kin

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) SS.

On this 16<sup>th</sup> day of October, 1944, before me, a notary public, personally came PATTY S. HILL and JESSICA M. HILL, to me known and known to me to be the individuals described in and who executed the foregoing instrument, and they severally duly acknowledged to me that they executed the same.

*Grace D. Gordon*  
.....  
GRACE D. GORDON  
Notary Public, Kings County  
Kings County Clerk's No. 483  
New York County Clerk's No. 547  
Commission Expires March 31, 1945



# **EXHIBIT 116A**

STATE OF NEW JERSEY )  
 ) SS:-  
COUNTY OF MERCER )

DAVID K. SENGSTACK, being duly sworn, states:

1. I am President of Birch Tree Group Ltd., a Wyoming corporation with its principal place of business in Princeton, New Jersey.

2. I make this affidavit to inform the Copyright Office that as a result of a series of corporate name changes "Summy-Birchard Music division of Birch Tree Group Ltd." shall be regarded as the proper name of the copyright owner of all copyrights previously registered under the following names:

- Summy Publishing Company
- Summy-Birchard Publishing Company
- Summy-Birchard Company
- New Summy-Birchard Company
- Sumco Corporation

Copyright Office  
of the  
United States

THE LIBRARY OF CONGRESS

THIS IS TO CERTIFY  
THAT THE ATTACHED  
DOCUMENT WAS RE-  
CORDED IN THE COPY-  
RIGHT OFFICE ON THE  
DATE AND IN THE  
PLACE SHOWN BELOW.

THIS CERTIFICATE IS IS-  
SUED UNDER THE SEAL  
OF THE COPYRIGHT OF-  
FICE.

Date of Registration 27Feb81

Volume 1834

Pages 101-177

Continuation of 109 1909-1907

re certified  
changes listed  
Secretaries of

Stack

Register of Copyrights  
and  
Assistant Librarian  
for  
Copyright Services



STATE OF NEW JERSEY )  
                          ) ss:  
COUNTY OF MERCER    )


DAVID K. SENGSTACK, being duly sworn, states:

1. I am President of Birch Tree Group Ltd., a Wyoming corporation with its principal place of business in Princeton, New Jersey.

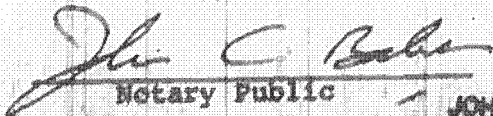
2. I make this affidavit to inform the Copyright Office that as a result of a series of corporate name changes, "Summy-Birchard Music division of Birch Tree Group Ltd." should be regarded as the proper name of the copyright owner of all copyrights previously registered under the following names:

- Summy Publishing Company
- Summy-Birchard Publishing Company
- Summy-Birchard Company
- New Summy-Birchard Company
- Sumco Corporation
- Birch Tree Group Ltd.

3. Annexed hereto as Exhibit A are certified copies of the documents evidencing the name changes listed in paragraph 2 as recorded by the appropriate Secretaries of State.

  
David K. Sengstack

Sworn to before me  
this 20<sup>th</sup> day of JANUARY, 1981.

  
Notary Public

JOHN C. BAKER  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES  
NOVEMBER 30, 1981

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

CLAYTON F. SUMMY CO., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: That the Board of Directors of said corporation, at a meeting duly convened and held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED that the Certificate of Incorporation of Clayton F. Summy Co. be amended by striking out all of Article First of the Certificate of Incorporation, as amended, and inserting in lieu thereof a new Article First to be and read as follows:

"FIRST: The name of the corporation is Summy Publishing Company."

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 226 of Title 8 of the Delaware Code of 1953, and filed with the corporation on the 25th day of November, 1955.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 222 and 226 of Title 8 of The Delaware Code of 1953.

IN WITNESS WHEREOF the said CLAYTON F. SUMMY CO. has caused its corporate seal to be hereunto affixed and this certificate to be signed by John P. Bengtack, its President, and David K. Bengtack, its Secretary this 9th day of January, 1956.



CLAYTON F. SUMMY CO.  
*John P. Bengtack*  
By *David K. Bengtack*  
Secretary



STATE OF New York }  
COUNTY OF New York } ss:

BE IT REMEMBERED, That on this 9th day of January, A.D. 1956, personally came before me, Richard M. Williams, a Notary Public in and for the County and State aforesaid, John F. Bengstaek, President of Clayton F. Summy Co., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said John F. Bengstaek as such President duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to the said foregoing certificate are in the handwriting of the said President and Secretary of said corporation respectively and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Richard M. Williams  
Notary Public

Richard M. Williams  
Notary Public, State of New York  
in and for the County of  
Qualified to Commence Service  
from and with New York, January 22,  
Quintessence Expires March 21, 1957



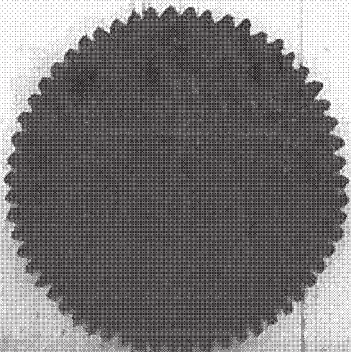
VOL. 1834 PAGE 105

# State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Amendment of the "CLAYTON F. SUMMY CO.", as received and filed in this  
office the twenty-third day of January, A.D. 1956, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this twenty-ninth day  
of February in the year of our Lord  
one thousand nine hundred and eighty.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

Sept 27, 1957 7:10 AM

VOL. 1834 PAGE 10

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

**SUNNY PUBLISHING COMPANY**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies as follows:

**FIRST:** That the Board of Directors of said corporation, at a meeting duly convened and held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

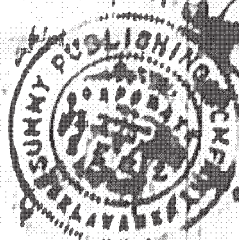
**RESOLVED** that the Certificate of Incorporation of Sunny Publishing Company be amended by striking out all of Article First of the Certificate of Incorporation, as amended, and inserting in lieu thereof a new Article First to be and read as follows:

**"FIRST:** The name of the corporation is Sunny-Birchard Publishing Company."

**SECOND:** That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 228 of Title 8 of the Delaware Code of 1953, and filed with the corporation on the 19th day of September 1957.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of Title 8 of The Delaware Code of 1953.

**IN WITNESS WHEREOF**, the said **SUNNY PUBLISHING COMPANY** has caused its corporate seal to be hereunto affixed and this certificate to be signed by David K. Bengstack, its Vice President, and Robert G. Olsen, its Assistant Secretary, this 20th day of September 1957.



*David K. Bengstack*  
*Robert G. Olsen*  
Assistant Secretary



STATE OF ILLINOIS }  
COUNTY OF COOK } ss:

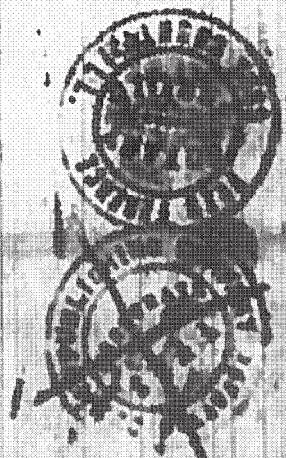
VOL. 1834 PAGE 10

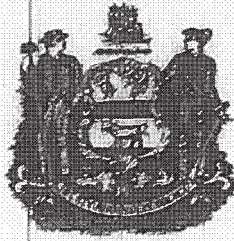
BE IT REMEMBERED, that on this 20th day of September, A.D. 1957, personally came before me Fred Perence a Notary Public in and for the County and State aforesaid, David K. Sengstack, Vice President of Sunny Publishing Company, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said David K. Sengstack as such Vice President duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said Vice President and of the Assistant Secretary of said corporation to the said foregoing certificate are in the handwriting of the said Vice President and Assistant Secretary of said corporation respectively and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

*Fred Perence*  
Notary Public

My Commission Expires August 2, 1961





State  
of  
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Amendment of the "SUMMY PUBLISHING COMPANY", as received and filed in  
this office the twenty-seventh day of September, A.D. 1957, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this twenty-ninth day  
of February in the year of our Lord  
one thousand nine hundred and eighty.

*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State



Nov. 22, 1961

VOL. 1834 PAGE 1A

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

**SUMMY-BIRCHARD PUBLISHING COMPANY**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies as follows:

**FIRST:** That the Board of Directors of said corporation, at a meeting duly convened and held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

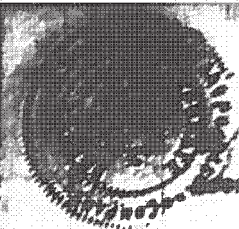
**RESOLVED** that the Certificate of Incorporation of Summy-Birchard Publishing Company be amended by striking out all of Article First of the Certificate of Incorporation, as amended, and inserting in lieu thereof a new Article First to be and read as follows:

"**FIRST:** The name of the corporation is Summy-Birchard Company"

**SECOND:** That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 228 of Title 8 of the Delaware Code of 1953, and filed with the corporation on the 29th day of September, 1961.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of Title 8 of The Delaware Code of 1959.

**IN WITNESS WHEREOF**, the said **SUMMY-BIRCHARD PUBLISHING COMPANY** has caused its corporate seal to be hereto affixed and this certificate to be signed by David K. Songstack, its President, and Robert G. Olson, its Assistant



Secretary, this 29th day of September, 1961.

~~DAVID K. SENGSTACK~~ PUBLISHING COMPANY

By [Signature]  
President

Attest: [Signature]  
Assistant Secretary

VOL. 1834 PAGE 1

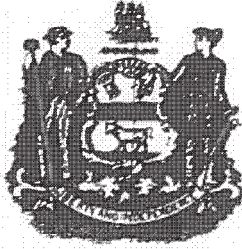
STATE OF ILLINOIS }  
COUNTY OF COOK } ss,

BE IT REMEMBERED, that on this 29th day of September, A.D. 1961, personally came before me Lorraine Moburg, a Notary Public in and for the County and State aforesaid, David K. Sengstack, President of ~~Sammy-Hirschard~~ Publishing Company, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said David K. Sengstack as such President duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Assistant Secretary of said corporation to the said foregoing certificate are in the handwriting of the said President and Assistant Secretary of said corporation respectively and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Lorraine Moburg  
Notary Public

My commission expires: Feb 15, 62

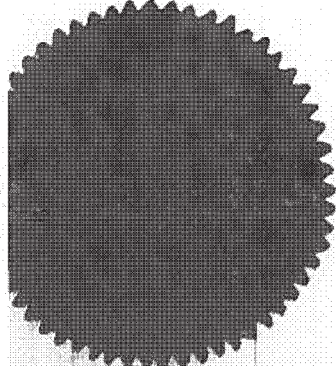


# State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Amendment of the "SUMMY-BIRCHARD PUBLISHING COMPANY", as received and  
filed in this office the twenty-second day of December, A.D. 1961, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this twenty-ninth day  
of February in the year of our Lord  
one thousand nine hundred and eighty.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State



134685

STATE OF WYOMING  
FILED

At 1:43 p.m.

OCT 18 1979

163851  
THYRA THOMSON  
SECRETARY OF STATE

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
THE BIRCH TREE GROUP LTD.  
A WYOMING CORPORATION

Pursuant to the provisions of Sections 51 and 52 of the Wyoming Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is THE BIRCH TREE GROUP LTD.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on September 6, 1979, in the manner prescribed by the Wyoming Business Corporation Act:

ARTICLE FIRST of the Articles of Incorporation of this company is hereby amended to read as follows:

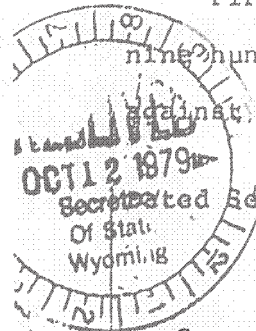
"FIRST: The name of this corporation is BIRCH TREE GROUP LTD."

THIRD: The number of shares of the corporation at the time of such adoption was nine hundred sixty-three (963) and the number of shares entitled to vote thereon was nine hundred sixty-three (963).

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class:	None
Number of shares:	963

FIFTH: The number of shares voted for each amendment was nine hundred sixty-three (963), and the number of shares voted against such amendment was none.



Witnessed September 6, 1979

THE BIRCH TREE GROUP LTD.

By:

*John W. Hough*  
John W. Hough  
Vice President

ATTEST:

*David Kincaid*

Ex. 116A



134685  
DOMESTIC

STATE OF WYOMING  
FILED

AT 10:35 AM

1979

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
SUMMY-BIRCHARD COMPANY,  
A WYOMING CORPORATION

VOL. 1834 PAGE 114

Pursuant to the provisions of Sections 51 and 52 of the Wyoming Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is SUMMY-BIRCHARD COMPANY.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on July 10, 1979, in the manner prescribed by the Wyoming Business Corporation Act:

ARTICLE FIRST of the Articles of Incorporation of this company is hereby amended to read as follows:

"FIRST: The name of this corporation is THE BIRCH TREE GROUP LTD."

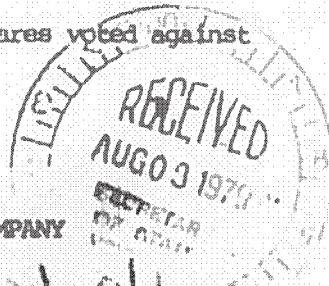
THIRD: The number of shares of the corporation at the time of such adoption was nine hundred sixty-three (963) and the number of shares entitled to vote thereon was nine hundred sixty-three (963).

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class: None  
Number of shares: 963

FIFTH: The number of shares voted for such amendment was nine hundred sixty-three (963), and the number of shares voted against such amendment was none.

Dated July 10, 1979.



SUMMY-BIRCHARD COMPANY

By:

John W. Haugh  
Vice President

ATTEST:

*[Handwritten signature]*

Ex. 116A



134685  
Jom

10:30AM

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
SUMCO CORPORATION  
A WYOMING CORPORATION

1979

Vol. 1834 PAGE 116

Pursuant to the provisions of Section 51 and 52 of the Wyoming Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is SUMCO CORPORATION.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on May 1, 1979, in the manner prescribed by the Wyoming Business Corporation Act:

ARTICLE FIRST of the Articles of Incorporation of this company is hereby amended to read as follows:

"The name of this corporation is SUMMY-BIRCHARD COMPANY."

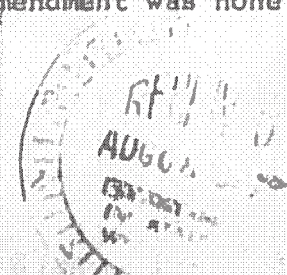
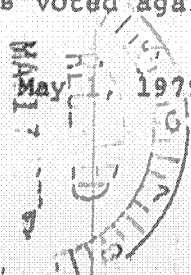
THIRD: The number of shares of the corporation at the time of such adoption was nine hundred sixty three (963) and the number of shares entitled to vote thereon was nine hundred sixty three (963).

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class: None  
Number of Shares: 963

FIFTH: The number of shares voted for such amendment was nine hundred sixty three (963), and the number of shares voted against such amendment was none.

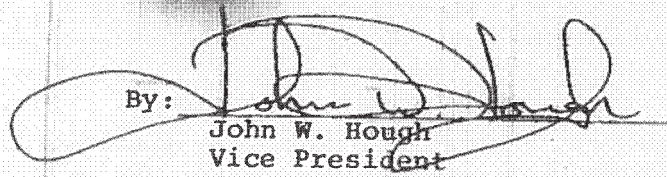
Dated May 1, 1979.




Ex. 116A



SUNCO CORPORATION

By:   
John W. Hough  
Vice President

ATTEST:

  
Daniel V. Kinseella  
Assistant Secretary

134685

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
SUMMY-BIRCHARD COMPANY  
A WYOMING CORPORATION

STATE OF WYOMING  
FILED

At 2:05 P

NOV 9, 1978  
154139

THYRA THOMSON  
SECRETARY OF STATE

VOL 1834 PAGE 118

Pursuant to the provisions of Sections 51 and 52 of the Wyoming Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is SUMMY-BIRCHARD COMPANY.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on October 5, 1978, in the manner prescribed by the Wyoming Business Corporation Act:

ARTICLE FIRST of the Articles of Incorporation of this company is hereby amended to read as follows:

"The name of this corporation is SUMCO CORPORATION".

THIRD: The number of shares of the corporation at the time of such adoption was nine hundred sixty three (963) and the number of share entitled to vote thereon was nine hundred sixty three (963).

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class: None  
Number of Shares: 963

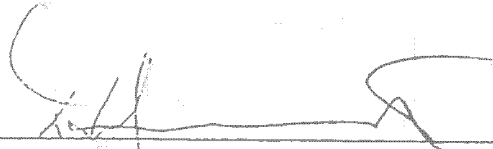
FIFTH: The number of shares voted for such amendment was nine hundred sixty three (963), and the number of shares voted against such amendment was none.

Dated October 5, 1978.


Ex. 116A

SUMMY-BIRCHARD COMPANY

BY:

  
David K. Sengstack

ATTEST:



Arlene M. Howard, its Secretary



STATE OF ILLINOIS )  
                          )    SS  
COUNTY OF C O O K )

I, Marlene Meyer, a Notary Public in and for said County, do hereby certify that on this 5th day of October 1978, personally appeared before me DAVID K. SENGSTACK and ARLENE M. HOWARD, who, being first duly sworn by me, declared that they are President and Secretary, respectively, of SUMMY-BIRCHARD COMPANY, a Wyoming Corporation, and that they signed the foregoing document as President and Secretary, respectively, of the corporation, and that the statements therein contained are true.

Marlene Meyer  
Notary Public

My Commission expires: 4/19/79

134685

STATE OF WYOMING  
FILED

at 10:30

MAR 19 1976

134871

ETNA THOMSON  
REGISTER OF STATE

ARTICLES OF MERGER

OF

VOL. 1834 PAGE 121

SUMMY-BIRCHARD COMPANY,

an Illinois Corporation

and

NEW SUMMY-BIRCHARD COMPANY,

a Wyoming Corporation

The undersigned corporations, pursuant to Section 68 of the "Wyoming Corporation Act" as amended, hereby execute the following Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the law of which such corporations are organized, are as follows:

SUMMY-BIRCHARD COMPANY	Illinois
NEW SUMMY-BIRCHARD COMPANY	Wyoming

ARTICLE TWO

The laws of the State of Illinois, the State under which the foreign corporation is organized permit such merger.

ARTICLE THREE

The name of the surviving corporation shall be SUMMY-BIRCHARD COMPANY and it shall be governed by the laws of the State of Wyoming.

RECEIVED  
MAR 20 1976  
SECRETARY  
OF STATE  
WYOMING

#19429  
1000



STATE OF WYOMING  
Secretary of State

I hereby certify that this is a true  
and complete copy of the document  
as filed in this office and admitted to  
record in File No. 184685  
Date 2/27, 1980

*Theresa Chapman*  
Secretary of State

BY *Linda Mearns*  
Deputy







STATE OF ILLINOIS )  
                          ) SS.  
COUNTY OF COOK     )

I, \_\_\_\_\_, a Notary Public,  
do hereby certify that on the \_\_\_\_\_ day of \_\_\_\_\_, 197\_\_\_\_,  
personally appeared before David K. Sengstack, who declares  
that he is the President of Summy-Birghard Company, one of the  
corporations executing the foregoing documents, and being first  
duly sworn, acknowledged that he signed the foregoing Agreement  
in the capacity therein set forth and declared that the state-  
ments therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal the day and year before written.

\_\_\_\_\_  
Notary Public

[Notary Seal]

NEW SUMMY-BIRCHARD COMPANY

By David K. Sengstack, Its President

ATTEST:

Roberta Lysaght, Its Secretary

David K. Sengstack,  
Its Sole Director



or to otherwise carry out the provisions hereof, the proper officers and directors of the absorbed corporation as of the effective date of the merger shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the surviving corporation, and otherwise to carry out the provisions hereof.

6. Each of the Constituent Corporations shall take, or cause to be taken, all action or so cause to be done all things necessary, proper or advisable under the laws of the State of Illinois and of the State of Wyoming, or either of such States, to consummate and make effective and the merger, subject to the appropriate vote or consent of the stockholders of each of the Constituent Corporations in accordance with the requirements of the applicable provisions of the laws of the State of Illinois and of the State of Wyoming.

7. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by action of the Board of Directors of either the surviving corporation or the absorbed corporation at any time prior to the effective date of the merger, whether before or after submission to their respective stockholders, upon the happening of the following event: If the merger fails to obtain the requisite vote of stockholders of the surviving corporation or of the stockholders of the absorbed corporation not later than June 1, 1976.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its president and its corporate seal to be hereunto affixed, attested by its secretary, and signed by its directors this \_\_\_ day of March 1976.

SUMMY-BIRCHARD COMPANY

By \_\_\_\_\_  
David K. Sengstack, Its President

ATTEST:

\_\_\_\_\_  
Roberta Lysaght, Its Secretary

-5- \_\_\_\_\_  
David K. Sengstack, Its Sole Director



tions for licenses, trademarks, trademark registrations and applications for registration of trademark, together with the good will of the business in connection with which said licenses and marks are used, and all debts due on whatever account, including subscriptions to shares of capital stock, and all other choses in action and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in the surviving corporation without further act or deed, and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

b. The surviving corporation shall be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the surviving corporation may be substituted in its place and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger. The surviving corporation shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with outstanding obligations of the absorbed corporation.

c. The aggregate amount of the net assets of the Constituent Corporations which is available for payments of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by issuance of shares of stock or otherwise, shall continue to be available for the payment of dividends by the surviving corporation.

4. The surviving corporation shall pay all expenses of accomplishing the merger.

5. If at any time the surviving corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in the surviving corporation the title to any property or rights of the absorbed corporation,



be deemed for all corporate purposes to evidence the ownership of the number of whole shares of Common Stock of the surviving corporation which the holder of the certificates for shares of Common Stock of the absorbed corporation would be entitled to receive upon surrender thereof for exchange as aforesaid.

4. All shares of Common Stock of the surviving corporation into which shares of Common Stock of the absorbed corporation are converted, as above provided, shall be fully paid and non-assessable.

D. The merger shall effect the following change in the Articles of Incorporation of the surviving corporation:

FIRST. The name of the corporation is "SUMMY-BIRCHARD COMPANY."

E. Other provisions of the merger are as follows:

1. The By-Laws of the surviving corporation shall be and remain the surviving By-Laws of the surviving corporation until altered, amended or repealed.

2. The directors and officers of the absorbed corporation in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of the surviving corporation for the term elected until their respective successors shall be elected or appointed and qualified.

3. On the effective date of the merger:

a. The surviving corporation shall possess all rights, privileges, immunities, powers and franchises as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all property, real, personal and mixed, including all licenses, applica-



the surviving corporation outstanding on the effective date of the merger shall remain outstanding, shall be and be deemed fully-paid and non-assessable and shall retain all rights to accrued and unpaid dividends, if any.

2. Each share of Common Stock of the absorbed corporation issued and outstanding on the effective date of the merger, and all rights in respect thereof, shall, on said date, be converted into and exchanged for one share of the presently authorized and unissued Common Stock of the surviving corporation.

3. As soon as practicable after the effective date of the merger, each holder of an outstanding certificate or certificates theretofore representing shares of Common Stock of the absorbed corporation shall surrender the same to the surviving corporation, and such holder shall be entitled, upon such surrender, to receive in exchange therefor a certificate or certificates representing the number of whole shares of Common Stock of the surviving corporation into which the shares of Common Stock of the absorbed corporation theretofore represented by the surrendered certificate or certificates shall have been converted as aforesaid. Until so surrendered for exchange, each outstanding certificate which, prior to the effective date of the merger, represented shares of Common Stock of the absorbed corporation shall

They shall merge into the Wyoming corporation (hereinafter designated as the surviving corporation), which shall thereafter bear the name "SUMMY-BIRCHARD COMPANY."

B. The merger shall take place as of the date of this Agreement, in accordance with applicable provisions of the laws of the State of Illinois and the State of Wyoming. The separate existence of the absorbed corporation shall cease and the existence of the surviving corporation shall continue unaffected and unimpaired by the merger with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized under the General Corporation Law of the State of Wyoming.

C. The manner and basis of converting the shares of stock of each of the Constituent Corporations into shares of stock of the surviving corporation are as follows:

1. The shares of Common Stock of the surviving corporation, whether authorized or issued on the effective date of the merger shall not be converted or exchanged as a result of the merger, but upon said date all shares of Common Stock of the surviving corporation theretofore authorized (whether issued or unissued) shall be and be deemed to be shares of Common Stock of the surviving corporation, and all such shares of stock of

A G R E E M E N T

THIS AGREEMENT, dated \_\_\_\_\_, 1976,  
made by and between SUMMY-BIRCHARD COMPANY, and a majority of  
the directors thereof, and NEW SUMMY-BIRCHARD COMPANY, and a  
majority of the directors thereof, referred to together as  
the Constituent Corporations,

WITNESSETH, in consideration of the premises and of  
the mutual agreements, covenants and provisions hereinafter  
contained, the parties hereto agree that SUMMY-BIRCHARD COMPANY,  
be merged into NEW SUMMY-BIRCHARD COMPANY and that the terms  
and conditions of such merger, the mode of carrying the same into  
effect, and the manner and basis of converting the shares of  
SUMMY-BIRCHARD COMPANY into shares of NEW SUMMY-BIRCHARD COMPANY  
shall be and shall follow the following form:

PLAN OF MERGER

A. The names of the corporations proposing to merge are  
SUMMY-BIRCHARD COMPANY, an Illinois corporation (hereinafter referred  
to as the absorbed corporation), and NEW SUMMY-BIRCHARD COMPANY,  
a Wyoming corporation.



STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

VOL 1834 PAGE 132

Before me, Mirard E. Hulse, Jr., a Notary Public in and for the said County and State, personally appeared DAVID K. SENGSTACK, who acknowledged before me that he is the President of SUMMY-BIRCHARD COMPANY, an Illinois corporation and that he signed the foregoing document as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 16<sup>th</sup> day of March, 1976.

Mirard E. Hulse, Jr.  
Notary Public

My Commission Expires: 10/31/78

STATE OF ILLINOIS)  
 ) SS.  
COUNTY OF COOK )

Before me, Mirard E. Hulse, Jr., a Notary Public in and for the said County and State, personally appeared DAVID K. SENGSTACK who acknowledged before me that he is the President of NEW SUMMY-BIRCHARD COMPANY, a Wyoming corporation and that he signed the foregoing document as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 16<sup>th</sup> day of March, 1976.

Mirard E. Hulse, Jr.  
Notary Public

My Commission Expires: 10/31/78



ARTICLE SEVEN

All provisions of the law of the State of Wyoming and the State of Illinois applicable to the proposed merger have been complied with.

IN WITNESS WHEREOF each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its president and secretary as of this 16<sup>th</sup> day of March, 1976.

SUMMY-BIRCHARD COMPANY

By: [Signature]  
David K. Sengstack, Its President

-Corporate Seal-

Attest: [Signature]  
Roberta Lysaght, Its Secretary

NEW SUMMY-BIRCHARD COMPANY

By: [Signature]  
David K. Sengstack, Its President

-Corporate Seal-

Attest: [Signature]  
Roberta Lysaght, Its Secretary

## ARTICLE FOUR

The plan of merger is as follows: See attached Exhibit 1, Agreement for Merger.

## ARTICLE FIVE

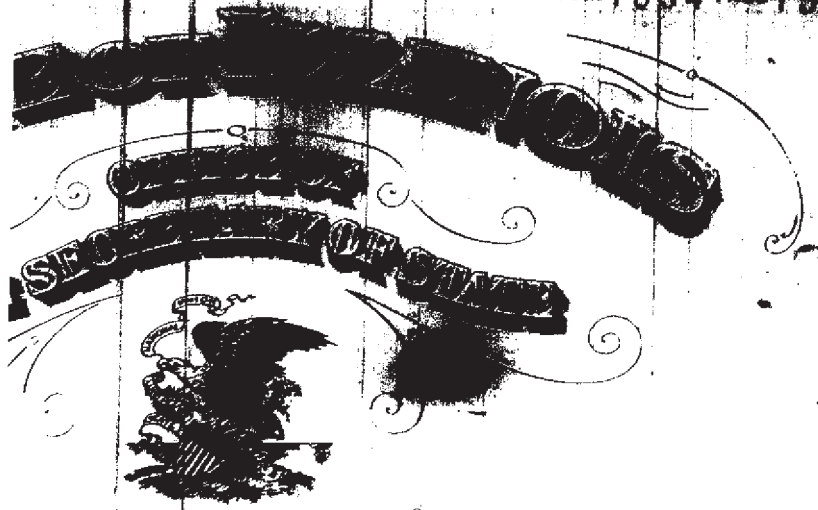
As to each corporation, the number of shares outstanding, the number of shares entitled to vote, and the number and designation of shares of any class entitled to vote as a class are:

CORPORATION	TOTAL NUMBER OF SHARES	TOTAL NUMBER OF SHARES ENTITLED TO VOTE	DESIGNATION OF CLASS EN- TITLED TO VOTE AS CLASS	NUMBER OF SHARES OF SUCH CLASS
Summy-Birchard Company	953	953	None	None
New Summy- Birchard Company	10	10	None	None

## ARTICLE SIX

As to each corporation, the number of shares voted for and against the plan and the number of shares of any class entitled to vote as a class voted for and against the plan, are:

CORPORATION	SHARES VOTED FOR	SHARES VOTED AGAINST	CLASS	SHARES VOTED FOR	SHARES VOTED AGAINST
Summy-Birchard Company	953	None	Common	953	None
New Summy- Birchard Company	10	None	Common	10	None



**These Presents Shall Come, Greeting:**

I, *Secretary of State of the State of Illinois*,  
do hereby certify that the following and hereto attached is a true  
and correct copy of the articles of Incorporation and all Amendments

of the *State of Illinois*, including last Certificate of Change of  
and Registered Office of *SUMMY-BERCHARD*

\*\*\*\*\*

*is now on file and a matter of record in this office*

*I have signed my hand and cause to be affixed the Great Seal of the State of Illinois  
at Springfield, Illinois, this \_\_\_\_\_ day of \_\_\_\_\_ 18\_\_*