

STATE OF ILLINOIS

THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

Whereas, a STATEMENT OF INCORPORATION, duly signed, acknowledged and verified under oath, has been filed in the Office of the Secretary of State, on the 11th day of August A.D. 1923, for the organization of the EDUCATIONAL MUSIC BUREAU

under and in accordance with the provisions of "AN ACT IN RELATION TO CORPORATIONS FOR PECUNIARY PROFIT" approved June 28, 1919, and in force July 1, 1919, and all acts amendatory thereof, a copy of which statement is hereto attached;

Now therefore, I, LOUIS L. EMMERSON, Secretary of State of the State of Illinois, by virtue of the powers and duties vested in me by law do hereby certify that the said

EDUCATIONAL MUSIC BUREAU

is a legally organized Corporation under the laws of this State

In Testimony Whereof, I have set my hand and cause to be affixed the Great Seal of the State of Illinois I caused the City of Springfield this 22nd day of August 1923 and

(THIS STATEMENT MUST BE FILED IN DUPLICATES)

STATE OF ILLINOIS,

Cook

County,

ss.

\$ 20

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To LOUIS L. EMMERSON, Secretary of State:

We, the undersigned, adult citizens of the United States, at least one of whom is a citizen of Illinois,

NAME	NUMBER	STREET ADDRESS	CITY	STATE
R. J. Blum		Congress Park, Ills.		
P. Juchhoff	1501 W. 60th St.		Chicago	Ill.
C. G. Hoover	6541 La Fayette		Chicago	Ill.
T. R. Parker	6825 S. Halsted		Chicago	Ill.
M. J. Hoover	6541 Lafayette		Chicago	Ill.

propose to form a corporation under an Act of the General Assembly of the State of Illinois, entitled, "An Act in relation to corporations for pecuniary profit," approved June 28, 1919, in force July 1, 1919; and all Acts amendatory thereof; and, for the purpose of such organization, we hereby state as follows, to-wit:

1. The name of such corporation is Educational Music Bureau

2. The object for which it is formed is To organize and maintain a school supply business for the purpose of purchasing, renting, publishing, selling and distributing of school music and musical merchandise of every kind and description.

3. The duration of the corporation is For fifty years

4. The location of the principal office is 64 E. Van Buren

County of Cook

State of Illinois

2-13-64

9. The name and address of the subscribers to the capital stock, and the amount subscribed by each, are as follows:

NAME	NUMBER	ADDRESS STREET	CITY	SHARES	AMOUNT PAID	PERCENT
J. D. Abraham	4834	N. Troy	Chicago	1	\$100.	\$50.00
G. H. Clough	3019	Broadway	"	1	\$100.	\$50.00
T. R. Parker	8828	S. Halsted	"	1	\$100.	\$50.00
M. J. Hoover	6541	Lafayette	"	50	\$5,000.	\$2,500.00
F. Buchhoff	1501	E. 60th St.	"	15	\$1,500.	\$750.00
C. G. Hoover	6541	Lafayette	"	120	\$12,000.	\$6,000.00
F. D. Eunnel	1648	N. Keystone	"	1	\$100.	\$50.00
R. J. Blum		Congress Park, Ill.		5	\$500.	\$250.00
Emma A. Hoover	6541	Lafayette	"	6	\$600.	\$300.00

11. Amount of capital stock which is to be paid in cash:

(a) On shares having no par value: Common \$ _____

(b) On shares having a par value of \$2.00.00: Preferred \$ _____
Common \$20,000.00

12. Amount of capital stock actually paid in:

(a) On shares having no par value: Preferred \$ None
Common \$ None

(b) On shares having a par value of \$2.00.00: Preferred \$ None
Common \$ 10,000.00

13. Amount of capital stock paid in cash is: \$1,500.00

14. Capital stock paid in property, appraised as follows: \$3,500.00

15. The location and a general description of such property is as follows:

(1) Furniture & Fixtures and General Office Equipment located at 64 E. Van Buren St., Chicago, Ill. value \$1,000.00

(2) Stock of Merchandise and Samples consisting of albums, octavo music, band and orchestramusic, books, sundries, etc. located at 64 E. Van Buren St., Chicago, Ill. value \$7,500.00

16. The management of the corporation shall be vested in Five directors.

17. The name and addresses of the first board of directors, at least one of whom is a resident of Illinois, and the respective term for which elected are as follows:

NAME	NUMBER	STREET	CITY	STATE	TERM FOR WHICH ELECTED
J. Hoover	611	Laurel St	Chicago	Ill.	One Year
J. Hoover	200	Chicago Park		Ill.	" "
Juchhoff	1701	N. 30th	"	"	" "
R. Farber	8825	S. Halsted	"	"	" "
J. Hoover	611	Laurel St	"	"	" "

18. Subject to the conditions and limitations prescribed by "The General Corporation Act" of Illinois, this corporation shall have the following powers, rights and privileges:

To have succession by its corporate name for the period limited in its certificate of incorporation, or any amendment thereof;

To sue or be sued in its corporate name;

To have and use a common seal and alter the same at pleasure;

To have a capital stock of such an amount, and divided into shares with a par value, or without a par value, and to divide such capital stock into such classes, with such preferences, rights, values and interests as may be provided in the article of incorporation, or any amendment thereof;

To acquire, and to own, possess and enjoy so much real and personal property as may be necessary for the transaction of the business of such corporation, and to lease, mortgage, pledge, sell, convey or transfer the same; and to acquire and to own real property, improved or unimproved, for the purpose of providing a home for its employees or aiding its employees to acquire and own homes and to improve, lease, mortgage, pledge, sell, convey or transfer the same, and to loan money to its employees for such purpose upon such terms and conditions as may be agreed upon.

To purchase or otherwise acquire, whether in exchange for the issuance of its own stock, bonds, or otherwise, and to hold, vote, pledge, or dispose of the stocks, bonds, and other evidences of any corporation, domestic or foreign.

To make and alter its bylaws, and to amend, alter, or repeal the same without regard to any limitations of the State and to manage or dispose of property, and to do all such and other things as may be necessary or proper for the corporation.

19. All estimates of the per cent. of tangible personal property owned by the corporation for the following year is 10%.

20. All estimates of the per cent. of the business of the corporation which will be conducted at various places of business in Illinois for the following year is

21. Give the location of the principal place of business of the corporation for the following year and an estimate of the amount of business which will be transacted through each.

All business during following year from the Chicago office

Rough estimate of amount of business \$50,000.00

C. G. Hoover
F. Juchhoff
W. R. Parker
M. J. Hoover
R. J. Blum

Incorporators

OATH AND ACKNOWLEDGMENT

STATE OF ILLINOIS,
 Cook County,) ss.
 I, I. D. Abraham, Notary Public in and for the County and State aforesaid,
 do hereby certify that on the 10th day of August, A. D. 1923, personally appeared
 before me, C. G. Hoover
 R. J. Blum
 F. Juchhoff
 W. R. Parker
 M. J. Hoover

to be personally known to be the same persons who executed the foregoing and severally acknowledged that they executed the same for the purposes therein set forth, and being duly sworn hereby declared on oath that the foregoing statements made, subscribed and verified by them are true in substance and in fact.

In Witness Whereof, I have hereunto set my hand and seal the day and year above written.

I. D. Abraham
 Notary Public.

FILED



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of amendment to the Articles of Incorporation duly signed and verified of

EDUCATIONAL MUSIC BUREAU

have been filed in the Office of the Secretary of State, on the 2nd day of June A. D. 19 48, as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.

Now Therefore, I, EDWARD J. BAPRETT, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of amendment, and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

I once at the City of Springfield this 2nd day of June A. D. 19 48 and of the Independence of the United States the one hundred and 72nd.

(SEAL)

Edward J. Baprett

SECRETARY OF STATE

11634

DATE 6-2-48
FILING FEE \$ 70-
CLERK U.S.

(File in Duplicate)

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

EDUCATIONAL MUSIC BUREAU
(Exact Corporate Name)

To EDWARD J. BARRETT
Secretary of State
Springfield, Illinois

752 41

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

PAID

ARTICLE FIRST: The name of the corporation is:
EDUCATIONAL MUSIC BUREAU

JUN 2 1948

Edward J. Barrett
Secretary of State

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois.

RESOLVED, that the aggregate number of shares which the corporation will have authority to issue will be 400 common shares of the par value of \$100 per share and the stated capital is hereby reduced from \$51,000 to \$40,000 by the cancellation of 110 preferred shares which have been reacquired by the corporation and are now held in the treasury. Said preferred shares were reacquired by the corporation for not less than \$100 per share.

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was _____
400 _____; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:

Class	Number of Shares	
	For	Against
Common	400	-0-

Note: 110 Preferred shares are held in the treasury.

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was _____
400 _____; and the number of shares voted against said amendment or amendments was _____
-0- _____.
The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class	Number of Shares Voted	
	For	Against
Common	400	-0-

(Disregard this Article where the amendments contain no such provisions.)

ARTICLE FIFTH: The manner in which the exchange, reclassification, or cancellation of issued shares, or the reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for said amendment or amendments, shall be effected, is as follows:

(Disregard this Paragraph where amendments do not affect stated capital or paid-in surplus.)

ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effecting a change in the amount of stated capital or the amount of paid-in surplus, or both, is effected is as follows:

The aggregate number of shares which the corporation will have authority to issue will be 400 common shares of the par value of \$100 per share and the stated capital is hereby reduced from \$51,000 to \$40,000 by the cancellation of 110 preferred shares which have been reacquired by the corporation and are now held in the treasury. Said preferred shares were reacquired by the corporation for not less than \$100 per share.

(Disregard this Paragraph where amendments do not reduce stated capital.)

Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by said amendment or amendments are as follows:

	Before Amendment	After Amendment
Stated capital\$	\$ 51,000.00	\$ 40,000.00
Paid-in Surplus ...\$	None	\$ None

15

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its corporate seal to be hereto affixed, attested by its Secretary, this 1st day of June, 1948

EDUCATIONAL MUSIC BUREAU
(Exact Corporate Name)

PLACE
(CORPORATE SEAL)
HERE

By M. J. Hoover
President

Attest:
Fredrick Schneider
Its Secretary

STATE OF ILLINOIS
COUNTY OF COOK ss.

I, L. G. Agasim a Notary Public, do hereby certify that on the 1st day of June, 1948, M. J. Hoover personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

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

[Signature]
Notary Public.

PLACE
(NOTARIAL SEAL)
HERE

Form 104-SS
Date 1715 File 375

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

EDUCATIONAL MUSIC BUREAU

Decrease number of authorized shares from 650 Shs. P.V. to 400 Shs. P.V. & Decrease state capital.

FILED
JUN 1 1948
[Signature]

FILE IN DUPLICATE
Filing Fee \$20.00

EXHIBIT 116B

STATE OF ILLINOIS

OFFICE OF THE
SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of amendment to the Articles of Incorporation
duly signed and verified of
EDUCATIONAL MUSIC BUREAU

have been filed in the Office of the Secretary of State on the 31st
day of July A. D. 1973, as provided by "THE BUSINESS
CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.

Michael J. Howlett

Now therefore, I, ~~Michael J. Howlett~~, Secretary of State of the State of Illinois,
by virtue of the powers vested in me by law, do hereby issue this certificate of
amendment, and attach thereto a copy of the Articles of Amendment to
the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I have set my hand and cause to
be affixed the Great Seal of the State of Illinois.

I gave at the city of Springfield this 31st
day of July A. D. 1973 and
of the Independence of the United States
the one hundred and 98th.

(SEAL)

Michael J. Howlett
SECRETARY OF STATE

1713-3256
 (Do not write in this space)
 Date Paid 7-31-77
 License Fee \$
 Franchise Tax \$
 Filing Fee \$25.00
 Clerk

(File in Duplicate)

ARTICLES OF AMENDMENT
 TO THE
 ARTICLES OF INCORPORATION
 OF

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EDUCATIONAL MUSIC BUREAU

P A I D

1977

To JOHN W. LEWIS
 Secretary of State
 Springfield, Illinois

Michael J. [Signature]
 Secretary of State

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

ARTICLE FIRST: The name of the corporation is:

EDUCATIONAL MUSIC BUREAU

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

Article 3 of the Articles of Incorporation is hereby amended to read as follows:

"Article 3. The duration of the corporation is perpetual."

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was 367 shares common stock; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:

Class	Number of Shares
Common	367

Previously there were 400 shares issued and outstanding, 33 of which were reacquired by the corporation, held as treasury stock, and subsequently retired.

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was 367 common shares; and the number of shares voted against said amendment or amendments was None. The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class	Number of Shares Voted	
	For	Against

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

Item 1. On the date of the adoption of this amendment, restating the articles of incorporation, the corporation had _____ shares issued, itemized as follows:

Class	Series (If Any)	Number of Shares	Par value per share or statement that shares are without par value

Item 2. On the date of the adoption of this amendment restating the articles of incorporation, the corporation had a stated capital of \$ _____ and a paid-in surplus of \$ _____ or a total of \$ _____.

(Disregard this Article where this amendment contains no such provisions.)

ARTICLE FIFTH: The manner in which the exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for in, or effected by, this amendment, is as follows:

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(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effect a change in the amount of stated capital or the amount of paid-in surplus, or both, is as follows:

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by this amendment are as follows:

	Before Amendment	After Amendment
Stated capital	\$	\$
Paid-in surplus	\$	\$

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its corporate seal to be hereto affixed, attested by its _____ Secretary, this 16th day of July, 1973.

EDUCATIONAL MUSIC BUREAU

(Exact Corporate Name)

By [Signature] President
Jeffrey S. Sengstack

Place
(CORPORATE SEAL)
Here

ATTEST:

[Signature]
Secretary
Dennis M. Siegel

STATE OF Illinois
COUNTY OF Rock ss.

I, Barbara M. Bacon, a Notary Public, do hereby certify that on the 16th day of July, 1973, Jeffrey S. Sengstack, personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

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

[Signature]
Notary Public
My Comm. Expires October 3, 1976

Place
NOTARIAL SEAL
Here

Form BC-155
Box 1013 File

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

FILED

JUL 31 1973

[Signature]
Secretary of State

FILE IN DUPLICATE

Filing Fee \$25.00

Filing Fee for Re-Stamped Articles \$100.00

(COM-154-872) 10-67

STATE OF ILLINOIS

OFFICE OF

THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of MERGER duly signed and verified of CUMBY-BIRCHARD COMPANY, an Illinois corporation, merged into NEW CUMBY-BIRCHARD COMPANY, a Wyoming corporation, and name of surviving corporation changed to CUMBY-BIRCHARD COMPANY

have been filed in the office of the Secretary of State on the 19th day of March 1976, as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 15, 1933 as amended.

Now Therefore I MICHAEL HOWLETT, Secretary of State of the State of Illinois by virtue of the powers vested in me by law do hereby issue this certificate of MERGER and attach thereto a copy of the Articles of MERGER of the aforesaid corporation

In Testimony Whereof, I have set my hand and cause to be affixed the Great Seal of the State of Illinois.

Done at the City of Springfield this 19th day of March AD 1976 and of the Independence of the United States the ~~887~~^{two} hundred and 00

Michael J. Howlett

SECRETARY OF STATE

18
207 L

1713-375-6
(Do not write in this space)
Date Paid 3-19-76
Filing Fee \$ 100.00
Clerk [Signature]

ARTICLES OF MERGER
~~CONSOLIDATION~~
OF DOMESTIC AND FOREIGN
CORPORATION
(Strike Inapplicable Words)

MICHAEL J. HOWLETT,
~~XXXXXXXXXX~~ Secretary of State,

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The undersigned corporations, pursuant to Section 69a of "The Business Corporation Act" of the State of Illinois, hereby execute the following articles of ~~consolidation~~ merger

2011 32

ARTICLE ONE

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

Name of Corporation	State of Incorporation
DEWY-BIRCHARD COMPANY	Illinois
EW SUMMY-BIRCHARD COMPANY	Wyoming

ARTICLE TWO

The laws of Wyoming State under which such foreign ~~corporations are~~ corporation is organized, permit such ~~consolidation~~ merger

ARTICLE THREE

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

ARTICLE FOUR

The plan of ~~consolidation~~ 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 the shares of any class entitled to vote as a class, are: VOL. 1834 PAGE 153

Name of Corporation	Total Number of Shares Outstanding	Total Number of Shares Entitled to Vote	Designation of Class Entitled to Vote as a Class (if any)	Number of Shares of Such Class (if any)
<u>Summy-Birchard Company</u>	<u>953</u>	<u>953</u>	<u>None</u>	<u>None</u>
<u>New Summy-Birchard Company</u>	<u>10</u>	<u>10</u>	<u>None</u>	<u>None</u>

ARTICLE SIX

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

Name of Corporation	Total Shares Voted for	Total Shares Voted Against	Class	Shares Voted for	Shares Voted Against
<u>Summy-Birchard Company</u>	<u>953</u>	<u>None</u>	<u>Common</u>	<u>953</u>	<u>None</u>
<u>New Summy-Birchard Company</u>	<u>10</u>	<u>None</u>	<u>Common</u>	<u>10</u>	<u>None</u>

ARTICLE SEVEN

All provisions of the laws of the State of Illinois and the State of Wyoming applicable to the proposed ~~acquisition~~ ^{merger} have been complied with.

ARTICLE EIGHT

(Delete this article if surviving or new corporation is to be governed by the laws of the State of Illinois.)

It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Illinois:

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1. The ~~XXXX~~ surviving corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the ~~XXXXXX~~ merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving or new corporation;
2. The Secretary of State of the State of Illinois shall be and here ~~XXXX~~ irrevocably appointed as the agent of the ~~XXXX~~ surviving corporation to accept service of process in any such proceedings; and
3. The ~~XXXX~~ surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the ~~XXXXXX~~ merger the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act" of the State of Illinois with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of merger to be executed in its name by its president or vice president and its corporate seal to be hereunto affixed, attested by its secretary or assistant secretary, this 16th day of March, 1976.

Place (Corporate Seal) Here

SUMMY-BIRCHARD COMPANY

By: [Signature] Its President ~~XXXXXX~~

TEST: [Signature] Secretary ~~XXXXXX~~

Place (Corporate Seal) Here

NEW SUMMY-BIRCHARD COMPANY

By: [Signature] Its President ~~XXXXXX~~

TEST: [Signature] Secretary ~~XXXXXX~~

(over)

STATE OF ILLINOIS
COUNTY OF COOK

ss.

I, Marion E. Hulsey, Jr., a Notary Public, do hereby certify that on the 16th day of March, A.D. 1976, personally appeared before me David K. Sengstack

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who declares that he is the President of Sunny-Birchard Company one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger ~~consolidation~~ in the capacity therein set forth and declared that the statements therein contained are true.

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

David K. Sengstack
Notary Public

Place
(Notarial Seal)
Here

STATE OF ILLINOIS
COUNTY OF COOK

ss.

I, Marion E. Hulsey, Jr., a Notary Public, do hereby certify that on the 16th day of March, A.D. 1976, personally appeared before me David K. Sengstack

who declares that he is the President of New Sunny-Birchard Company, one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger ~~consolidation~~ in the capacity therein set forth and declared that the statements therein contained are true.

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

David K. Sengstack
Notary Public

Place
(Notarial Seal)
Here

Form BCA-69a

Box 1713 File 305-5

ARTICLES OF

MERGER

~~CONSOLIDATION~~

OF

SUNNY-BIRCHARD COMPANY

and

NEW SUNNY-BIRCHARD COMPANY

(File in Duplicate)

Filing Fee \$100.00

If merger involves more than two corporations, \$50.00 for each additional corporation.

10

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.

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

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

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 ~~thereof~~ fore-said.

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 ~~of the~~ 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-

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,

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.

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6. Each of the Constituent Corporations shall take, or cause to be taken, all action or do 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 approval 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

-6- David K. Sengstack, Its Sole Director

WEL 1834 PAGE 162

NEW SUMMY-BIRCHARD COMPANY

By David K. Sengstack, Its President

ATTEST:

Roberta Lysaght, Its Secretary

David K. Sengstack,
Its Sole Director

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, _____ a Notary Public,
do hereby certify that on the _____ day _____, 197____,
personally appeared before David K. _____, who declares
that he is the President of New Sunny-Birchard Company, one
of the corporations executing the foregoing documents, and
being first duly sworn, acknowledged that he signed the fore-
going Agreement in the capacity therein set forth and declared
that the statements 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]

CERTIFICATE OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE BY
A FOREIGN OR DOMESTIC CORPORATION OF ILLINOIS

STATE OF Illinois }
Cook COUNTY }

5116 17

PAID
AUG 3 1972
John W. Lewis
Secretary of State

TO JOHN W. LEWIS
Secretary of State,
Springfield, Illinois

The undersigned corporation, organized and existing under the laws of the State of Illinois for the purpose of changing its registered agent and its registered office, or both, in Illinois as provided by "The Business Corporation Act," of Illinois represents that:

- The name of the corporation is Educational Music Bureau
- The address, including street and number, if any, of its present registered office (before change) is 33 North La Salle Street, Chicago, Illinois 60602
- Its registered office (including street and number if any change in the registered office is to be made) is hereby changed to 1834 Ridge Avenue 16 Street, in the city of Evanston (60204) County of Cook
- The name of its present registered agent (before change) is Max A. Kopstein
- The name of the new registered agent is David K. Sengstack
- The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
- Such change was authorized by resolution duly authorized by the board of directors.

(OVER)

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its sole President, attested by its sole Secretary, this twenty-seventh day of July, A. D. 19 72

Christina Music Bureau
President
(Exact Corporate Title)

By *J.S.S.*
President or Vice-President

VOL. 1831-1-105

Place
(Corporate Seal)
Here

Attest:

Ann M. Sengstack
Secretary or Assistant Secretary

STATE OF Illinois
COUNTY OF Cook ss.

I, Esther Falkson, a Notary Public, do hereby certify that on the 27th day of July, A. D. 19 72, personally appeared before me Jeffrey S. Sengstack who declares he is sole President of the corporation, executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

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

Place
(Notarial Seal)
Here

Esther Falkson
Notary Public

Form BCA (12 or 110)

1773 File 375-8

CHANGE OF REGISTERED AGENT AND OFFICE OF

Educational Music Bureau, Inc.

Filing Fee \$1.00

NOTICE

This certificate must be filed in duplicate. The corporation cannot act as its own registered agent.

The registered office may be, but need not be, the same as the place of business of the corporation, but the registered office and the address of the registered agent must be the same.

Any subsequent change in the registered office or agent must be reported immediately to the Secretary of State in blanks furnished

FILED

AUG 2 1972

John W. Sengstack
Secretary of State

CS637-404-4-72

SEAL OF THE STATE OF ILLINOIS



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of MERGER duly signed and verified of

SUMMY-BIRCHARD COMPANY, a Delaware Corporation, merged into EDUCATIONAL MUSIC BUREAU, an Illinois Corporation, and name of surviving corporation changed to SUMMY-BIRCHARD COMPANY

have been filed in the Office of the Secretary of State on the 28th day of December 1973 as provided by THE BUSINESS CORPORATION ACT of Illinois, in force July 13, 1933 as amended.

Now Therefore, I, Michael J. Howlett, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of MERGER and attach thereto a copy of the Articles of MERGER of the aforesaid corporation

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

Done at the City of Springfield this 28th day of December AD 1973 and of the Independence of the United States the one hundred and 98th

(SEAL)

Michael J. Howlett

SECRETARY OF STATE

1713-375-6
(Do not write in this space)
Date Paid 12-28-73
Filing Fee \$ 100.00
Clerk [Signature]

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN
CORPORATION
(Strike Inapplicable Words)

JOHN W. LEWIS
~~PALL POWERS~~ Secretary of State,

625 48
VOL. 1836 PAGE 167

The undersigned corporations, pursuant to Section 69a of "The Business Corporation Act" of the State of Illinois, hereby execute the following articles of ~~consolidation~~ merger:

ARTICLE ONE

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

Name of Corporation	State of Incorporation
EDUCATIONAL MUSIC BUREAU	ILLINOIS
SUMMY-BIRCHARD COMPANY	DELAWARE

PAID
JAN 7 1974

ARTICLE TWO

The laws of Delaware State under which such foreign ~~corporations are~~ corporation is organized, permit such ~~consolidation~~ merger.

ARTICLE THREE

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

ARTICLE FOUR

The plan of ~~consolidation~~ merger is as follows:

See Exhibit A attached hereto and made a part hereof.

ARTICLE FIVE

As to each corporation, the number of shares outstanding, the number of shares entitled to vote, and the number and designation of the shares of any class entitled to vote as a class, are: VOL. 1831 14194

Name of Corporation	Total Number of Shares Outstanding	Total Number of Shares Entitled to Vote	Designation of Class Entitled to Vote as a Class (if any)	Number of Shares of Such Class (if any)
<u>Educational Music Bureau</u>	<u>367*</u>	<u>367</u>	<u>D.N.A.</u>	<u>D.N.A.</u>
<u>Summy-Birchard Company</u>	<u>1500 ✓</u>	<u>1500</u>	<u>D.N.A.</u>	<u>D.N.A.</u>
<u>An additional 33 shares held in treasury</u>				

ARTICLE SIX

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

Name of Corporation	Total Shares Voted for	Total Shares Voted Against	Class	Shares Voted for	Shares Voted Against
<u>Educational Music Bureau</u>	<u>367</u>	<u>0</u>			
<u>Summy-Birchard Company</u>	<u>1500 ✓</u>	<u>0</u>			

ARTICLE SEVEN

All provisions of the laws of the State of Illinois and the State of Delaware applicable to the proposed ^{merger} ~~consolidation~~ have been complied with.

ARTICLE EIGHT

(Delete this article if surviving or new corporation is to be governed by the laws of the State of Illinois.)

It is agreed that, upon and after the issuance of a certificate of ~~consolidation~~ merger by the Secretary of State of the State of Illinois: VOL. 183

1. The surviving corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving or new corporation;

2. The Secretary of State of the State of Illinois shall be and he irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceedings; and

3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act" of the State of Illinois with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of merger to be executed in its name by its president or vice president and its corporate seal to be hereunto affixed, attested by its secretary or assistant secretary, this 21st day of December, 1973

Place (Corporate Seal) Here

EDUCATIONAL MUSIC BUREAU

By [Signature] Its President Vice President

ATTEST:

[Signature] Its Secretary Assistant Secretary

Place (Corporate Seal) Here

BUMMY-BIRCHARD COMPANY

By [Signature] Its President Vice President

ATTEST:

[Signature] Its Secretary Assistant Secretary

(over)

STATE OF ILLINOIS
COUNTY OF COOK

88.

I, MARLENE MEYER, a Notary Public, do hereby certify that on the 21st day of December, A.D. 19 73, personally appeared before me JEFFREY SENGSTACK

who declares that he is the President of Educational Music Bureau, one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger ~~consolidation~~ in the capacity therein set forth and declared that the statements therein contained are true.

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

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Marlene Meyer
Notary Public

Place
(Notarial Seal)
Here

STATE OF ILLINOIS
COUNTY OF COOK

88.

I, MARLENE MEYER Notary Public, do hereby certify that on the 21st day of December, A.D. 19 73, personally appeared before me DAVID SENGSTACK

who declares that he is the President of Sunny-Birchard Company one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger ~~consolidation~~ in the capacity therein set forth and declared that the statements therein contained are true.

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

Marlene Meyer
Notary Public

Place
(Notarial Seal)
Here

Form BCA-69a

File 1713 32576

ARTICLES OF
MERGER
CONSOLIDATION

OF

EDUCATIONAL MUSIC BUREAU

AND

SUNNY-BIRCHARD COMPANY

(File in Duplicate)

Filing Fee \$100.00

If merger involves more than two corporations, \$50.00 for each additional corporation.

Ill. Rev. Stat. 1977-2047-43-4-401-10

PLAN AND AGREEMENT OF MERGER

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THIS PLAN and AGREEMENT OF MERGER is made and entered into this 21st day of December, 1973, by and between SUMMY-BIRCHARD COMPANY, a Delaware Corporation (hereinafter called "SUMMY") and EDUCATIONAL MUSIC BUREAU, an Illinois Corporation (hereinafter called "EMB").

WITNESSETH:

WHEREAS, the Board of Directors of SUMMY and the Board of Directors of EMB deem it advisable that SUMMY merge with and into EMB under and pursuant to the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants herein contained, the parties hereto agree as follows:

1. Pursuant to the provisions of section 69a of the Illinois Business Corporation Act and section 253 of the Delaware Corporation Law, SUMMY shall be merged into EMB as a single corporation which shall be the surviving corporation. The terms and conditions of the merger and the mode of carrying it into effect are as hereinafter set forth.

2. The Articles of Incorporation of EMB in force at the effective date of the merger shall remain and be the Articles of Incorporation after the merger until altered or amended as provided by law.

3. The By-Laws of EMB in force at the effective date of the merger shall remain and be the By-Laws after the merger until the same shall be altered or amended.

4. The directors of EMB on the effective date of the merger shall remain and be the directors after the merger and thereafter until their respective successors are chosen or appointed.

5. The officers of EMB on the effective date of the merger shall remain and be the officers after the merger and thereafter until the Board of Directors shall otherwise determine.

6. The manner and basis of converting the shares of SUMMY into shares or other securities or obligations of EMB is as follows:

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a. Forthwith on the effective date of the merger and without further act on the part of either corporation or its stockholders, 2.712 shares of the common stock, without par value, of SUMMY issued and outstanding on the effective date of the merger shall be converted into one share of fully paid and assessable common stock, par value \$100.00 per share, of EMB. Certificates representing shares of the common stock of SUMMY shall thenceforth represent shares of the common stock of EMB on the basis hereinabove provided, and the holder thereof shall be entitled to the same rights as though he held certificates issued by EMB.

b. Upon the surrender of certificates of SUMMY to EMB, the holder of the certificates surrendered shall receive in exchange a certificate or certificates of EMB for one share of common stock of EMB for 2.712 shares of common stock of EMB represented by such surrendered certificate.

7. This Plan and Agreement of Merger shall be submitted to the respective stockholders of SUMMY and EMB as provided by law, and, for the merger to become effective, must be approved and adopted by the affirmative vote of stockholders of both SUMMY and EMB in the manner and as provided by law. Anything herein to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either SUMMY or EMB by appropriate resolution of its Board of Directors at any time prior to its approval or adoption by the stockholders thereof.

8. Upon the effective date of this merger, the separate existence of SUMMY shall cease and said corporation shall be merged, in accordance with the provisions of the agreement, into which shall survive such merger and shall continue in existence and shall,

without other transfer, succeed to the possession of all the rights, privileges, powers, franchises and immunities, as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of SUMMY and of EMB; and all and singular the rights, privileges, powers, franchises and immunities of SUMMY and of EMB, and all property, real, personal and mixed, and all debts due to SUMMY or EMB on whatever account, including subscriptions to shares, and all other choses in action belonging to SUMMY and EMB, shall be vested in EMB; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectually the property of EMB as they were of the several and SUMMY and EMB; the title to any real estate, vested by deed or otherwise, under the laws of the States of Illinois or Delaware, or of any of the other states of the United States, in either SUMMY or EMB, shall not revert or be in any way impaired by reason of the merger; provided that all rights of creditors and all liens upon any property of SUMMY and EMB shall be preserved unimpaired, limited to the property affected by such liens at the time of such merger, and all debts, liabilities and duties of SUMMY and EMB, shall thenceforth attach to EMB and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

9. If at any time before or after the effective date of this merger EMB shall consider or be advised that any instruments of further assurance are necessary or desirable to vest or to perfect or confirm, of record or otherwise, the title of EMB to any property of SUMMY acquired or to be acquired by reason of or as a result of the merger provided for by this agreement, SUMMY and its proper officers and directors shall and will execute and deliver any and all such proper deeds, assignments and assurances and do all things necessary or proper so to vest, perfect or confirm title to such property in EMB and otherwise to carry out the purposes of this Plan and Agreement of Merger.

10. The Articles of Incorporation of EMB shall be amended

as follows:

- a. To change the name of the corporation to "Summy-Birchard Company" and
- b. To change the number of authorized shares to 953 shares of common stock, par value of \$100.00 per share.

11. This Plan and Agreement of Merger, or adoption thereof by the stockholders of the in accordance with the requirements of the laws of the state of Illinois, in accordance with the requirements of the laws of the state of Delaware, and upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the state of Illinois and of the state of Delaware as heretofore amended and supplemented, shall become effective at the close of business on the date this Plan and Agreement of Merger is filed with the Secretary of State of Delaware and a Certificate of Merger is issued by the Secretary of State of Illinois.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused those presents to be executed by the President and attested by the Secretary of each party hereto, and have caused to be affixed their respective corporate seals.

[CORPORATE SEAL]

SUMMY-BIRCHARD COMPANY

By [Signature]
Its President

ATTEST:

[Signature]
Its Secretary

[CORPORATE SEAL]

EDUCATIONAL MUSIC BUREAU

By [Signature]
Its President

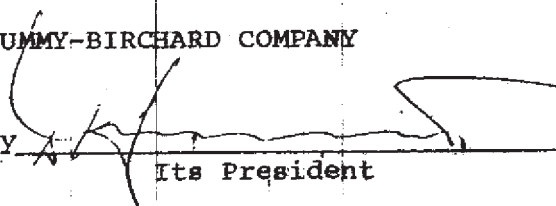
ATTEST:

[Signature]
Its Secretary

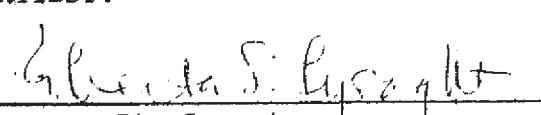
THE ABOVE PLAN AND AGREEMENT OF MERGER, as hereinbefore
executed on behalf of each corporate party thereto, has
been adopted separately by the stockholders of each
party thereto, in accordance with the provisions of the General
Corporation Law of the State of Delaware, and the Business
Corporation Act of the State of Illinois, the President of each
corporate party thereto does now hereby execute the said Plan
and Agreement of Merger and the Secretary of each corporate party
thereto does now hereby attest the said Plan and Agreement of
Merger, as the respective act, deed and agreement of each of said
corporations, and that the facts stated herein are true, on this
21st day of December, 1973.

[CORPORATE SEAL]

SUNNY-BIRCHARD COMPANY

By 
Its President

ATTEST:


Its Secretary

[CORPORATE SEAL]

EDUCATIONAL MUSIC BUREAU

By 
Its President

ATTEST:


Its Secretary

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

WL 1834

BE IT REMEMBERED that on this 21st day of December, 1973, personally came before me, Marlene Meyer, a Notary Public in and for the county and state aforesaid, David Sengstack, President of Sunny-Birchard Company, a corporation of the state of Delaware and one of the corporations described in and which executed the foregoing Plan and Agreement of Merger, known to me personally to be such, and he, as such President, duly executed said Plan and Agreement of Merger before me and acknowledged said Plan and Agreement of Merger to be the act, deed and agreement of said Sunny-Birchard Company, that the facts stated therein are true, that the signatures of the said President and the Secretary of said corporation to said foregoing Plan and Agreement of Merger are in the handwriting of the said President and Secretary of said Sunny-Birchard Company, and that the seal affixed to said Plan and Agreement of Merger is the common corporate seal of said corporation.

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

Marlene Meyer
Notary Public

STATE OF ILLINOIS)
COUNTY OF COOK) ss.

BE IT REMEMBERED that on this 21st day of December, 1973, personally came before me, Marlene Meyer, a Notary Public in and for the county and state aforesaid, Jeffrey S. Sengstack, President of Educational Music Bureau, a corporation of the state of Illinois and one of the corporations described in and which executed the foregoing Plan and Agreement of Merger, known to me personally to be such, and he, as such President, duly executed said Plan and Agreement of Merger to be the act, deed and agreement of said Educational Music Bureau, that the facts stated therein are true, that the signatures of the said President and the Secretary of said corporation to said

forgoing Plan and Agreement of [redacted] of the
of the said President and Secretary of the [redacted]
Bureau, and that the seal affixed to said Plan and
of Berger is the common corporate seal of said corporation.

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

Max Meyer
Public