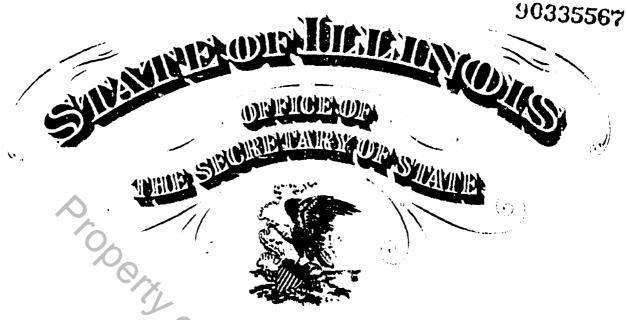
90335567



ARTICLES OF MERGER OF FACTORY CARD OUTLET OF AMERICA LTD. INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I. Jim Edgat. Secretary of State of the State of Allinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aferesaid corporation.

In Testimony Whereof, Theretoset my hand and cause to

be affired the Grent Seal of the State of Illinois. at the City of Springfield, this 29TH day of JUNE AD 19 90 and of the Independence of the United States the two hundred and

t, and 10**8**000

Property of Cook County Clerk's Office

BCA-11.25 (Rev. Jul. 1984)

Submit in Duplicate

Rendt payment in Check or Money Order, payable to "Secretary of State".

DO NOT SEND CASH!

Filing Fee is \$100, but if merger or consolidation of more than 2 corporations \$50 for each additional corporation.

JIM EDGAR Secretary of State State of Illinois

ARTICLES OF MERGER CONSOLIDATION, EXCHANGE 4m7 3398-040-6

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation(s) hereby adopt(s) the following Articles of Merger, Consolidation or Exchange. (Strike inapplicable words)

Name of Corporation  State or Country of Incorporation  SEE EXHIBIT 1 ATTACHED HERETO  The laws of the State or Country under which sech corporation is incorporated permit such me consolidation or exchange.  3. The name of the state or Country under which sech corporation is incorporated permit such me consolidation or exchange.  surviving surviving acquiring and it shall be governed by the laws of	1.	The names of the corporations proposing to corporation are:	merge enneolistes , and the State or Country of their in anothen geneticies
2. The laws of the State or Country under which sech corporation is incorporated permit such me consolidation or exchange.  3. The name of the name corporation is _Factory Corp Outlet of America Ltd.		Name of Corporation	State or Country of Incorporation
surviving  3. The name of the name corporation is <u>Factory Care Dutlet of America</u> Ltd.  acquiring		SEE EXHIBIT 1 ATTACHED HERETO	
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3. The name of the news corporation is <u>Factory famousted of America Ltd.</u> acquiring	2.		sech corporation is incorporated permit such merger
	3.	The name of the new corporation is _East	tory ( o Outlet of America Ltd.
and it shall be governed by the laws of			
		and it shall be governed by the laws of	15

merger

The plan of agracialistics is as follows:

exchange

SEE EXHIBIT 2 ATTACHED HERETO.

merger The plan of conselidation was approved, as to each corporation, as follows: 5. **OXCORDINGS** 

SEE EXHIBIT 3 ATTACHED HERETO.

(Only "X" one box for each corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and than the minimum number submitted to a vote at a meeting of votes required by statute of shareholders. Not less than and by the articles of inthe minimum number of votes corporation. Shareholders required by statute and by the who have not consented in articles of incorporation voted in writing have been given favor of the action taken,

By written consent of the shareholders having not less notice in accordance with (\$11.20) \$7.10. (\$11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with **57.10** & \$11.20.

#### Name of Corporation

Not applicable: provisions of	
Section 11.30, merger of	
subsidiary corporations being	. 🗆
utilized.	

(Not applicable if surviving, new or acquiring corporation is an Illinois corporation) Not applicable.

It is agreed that, upon and after the issuance of a certificate of marger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring 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, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of pay such corporation organized under the laws of the State of illinois against the surviving, new or expering corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring 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, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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- 7. (Complete this item if reporting a merger of subsidiary corporations.)
  - a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

**Total Number of Shares** 

Number of Shares of Each Class

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shart holders of each merging subsidiary corporation was NA ARE NO SMARHOLDERS OF THE MERGIAE SUBSIDIARY CORPORATIONS OTHER THAN THE PARENT CORPORATION. 19  Was written consent for the murger or written waiver of the 3D day period by the holders of the outstandings shares of all subsidiary corporations received? If yet answer is "No", the duplicae copies of the Articles of Merger may not be delivered the Secretary of State until after 3D days following the mailing of a copy of the plan of merg and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.  The undersigned corporations have caused these articles to be signed by their duly authorized officer each of whom affirm, under penalties of perjury, that the facts stated herein are true.  Dated June 8  1930  FACTORY LAND STREET OF MERICA LTD.  Signature of Secretary or Austrant Secretary  CARLL A. TRAYS Secretary  The or Print Name and Title)  Dated 1990  Signature of Secretary or Austrant Secretary)  Organ Print Name and Title)  Dated 1990  Signature of Secretary or Austrant Secretary)  Organ Print Name and Title)  Dated 1990  Signature of Secretary or Austrant Secretary)  Organ Print Name and Title)  Dated 1990  Signature of Secretary or Austrant Secretary)  Organ Print Name and Title)  Signature of Print Name and Title)  Discontinuous of Secretary or Austrant Secretary)  Organ Print Name and Title)  Signature of Print Name and Title)		Name of Corporation	Outstanding of Each Class	₩	Owned Immediately erger by the Perent C	
holders of each mergino subsidiary corporation was N/A . 19  Was written consent for the murger or written waiver of the 30 day period by the holders of the outstanding shares of all subsidiary corporations received?  (If the answer is "No", the duplicale copies of the Articles of Merger may not be delivered the Secretary of State until after 30 days following the mailing of a copy of the plan of merg and of the notice of the right to dissent to the chareholders of each merging subsidiary corporation.  The undersigned corporations have caused these articles to be signed by their duly authorized officer each of whom affirm, under penalties of perjury, that the facts stated herein are true.  Dated  June 8 1990  FACTORY LAPS OF THE MERCICA LTD.  (Type or Print Name and Title)  Dated  19 (Exact Name of Corporation)  (Type or Print Name and Title)  (Type or Print Name and Title)  (Type or Print Name and Title)	SEE EX	HIBIT 4 ATTACHED HERETO.				
holders of each mergino subsidiary corporation was N/A . 19  Was written consent for the murger or written waiver of the 30 day period by the holders of the outstanding shares of all subsidiary corporations received?  (If the answer is "No", the duplicale copies of the Articles of Merger may not be delivered the Secretary of State until after 30 days following the mailing of a copy of the plan of merg and of the notice of the right to dissent to the chareholders of each merging subsidiary corporation.  The undersigned corporations have caused these articles to be signed by their duly authorized officer each of whom affirm, under penalties of perjury, that the facts stated herein are true.  Dated  June 8 1990  FACTORY LAPS OF THE MERCICA LTD.  (Type or Print Name and Title)  Dated  19 (Exact Name of Corporation)  (Type or Print Name and Title)  (Type or Print Name and Title)  (Type or Print Name and Title)						
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the Secretary of State until after 30 days following the mailing of a copy of the plan of merg and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.  The undersigned corporations have caused these articles to be signed by their duly authorized officer each of whom affirm, under penalties of perjury, that the fact stated herein are true.  Dated  June 8  1990  FACTORY LAPS OFFICE LTD.  Segnature of Secretary or Assistant Secretary)  VARLE A. TRAY S. Secretary  (Type or Print Name and Title)  Dated  19  (Exact Name of Corporation)  (Signature of Secretary or Assistant Secretary)  (Signature of Print Name and Title)  (Type or Print Name and Title)  (Type or Print Name and Title)	tl	ne outstanding shares of all subsidiary co	orporations re	ceived?	X) Yes	□ No
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		to district of months of comments and the safety				•
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CONSOLIDATION, EXCHANGE ARTICLES OF MERGER,

FIRE NO.

Property of Cook County Clerk's Office Filing Fee \$100.00, but if a merger or a con. solidation of more than two corporations, \$50 for each additional corporation

EILED

JUN2 9 1990 Secretary of State JIM EDGAR

RETURN TO:

Springlield, Illinois 62756 Coporation Department Secretary of State

Telephone 217 - 782-6961

C-195

Exhibit 2 to Factory Card Outlet Articles of Merger, Consolidation, Exchange

The plan of merger is as follows:

THE AGREEMENT AND PLAN OF MERGER (this "Agreement") is made as of June 30, 1990, by and among Factory Card Outlet of America Ltd., an Illinois corporation ("FCOA"), and Factory Card Outlet of Beloit Corp., an Illinois corporation ("FCO Beloit"), Factory Card Outlet of Bloomingdale Corp., an Illinois corporation ("FCO Bloomingdale"), Factory Card Outlet of Buffalo Srove Corp., an Illinois corporation ("FCO Bloomingdale" > Factory Card Outlet of Darien Corp., an Illinois corporation ("FCO Darien"), Factory Card Outlet of Evanston Corp., an Illinois corporation ("FCO Evanston"), Factory Card Outlet of Merrillville Corp., an Illinois corporation ("FCO Metrillville"), Factory Card Outlet of Niles Corp., an Illinois corporation ("FCO Niles"), Factory Card Outlet of North Park Corp., an Illinois corporation ("FCO North Park"), Factory Card Outles of Rolling Meadows Corp., an Illinois corporation ("FCO Rolling Meadows"), Factory Card Outlet of St. Charles Corp., an Illinois corporation ("FCO St. Charles"), Factory Card Outlet of Tinley Park Corp., an Illinois corporation ("FCO Tinley Park"), and Factory Card Outlet of Villa Park Corp., an Illinois corporation ("FCO Villa Park").

The aggregate number of shares of capital stock that each of FCO Beloit, FCO Bloomingdale, FCO Buffalo Grove, FCO Darien, FCO Evanston, FCO Merrillville, FCO Niles, FCO North Park, FCO Rolling Meadows, FCO St. Charles, FCO Tinley Park and FCO Villa Park has authority to issue is 100,000 shares of Common Stock, without par value (the "Common Stock of each subsidiary") of which 2,500 shares are issued and outstanding with respect to each such subsidiary corporation of FCOA.

- 1. The Merger. At and as of the Effective Time, July 1, 1990, each of FCO Beloit, FCO Bloomingdale, FCO Buffalo Greve, FCO Darien, FCO Evanston, FCO Merrillville, FCO Niles, FCO North Park, FCO Rolling Meadows, FCO St. Charles, FCO Tinley Park and FCO Villa Park shall be merged with and into FCOA (the "Merger"), whereupon:
  - (a) The separate existence of each of FCO Beloit, FCO Bloomingdale, FCO Buffalo Grove, FCO Darien, FCO Evanston, FCO Merrillville, FCO Niles, FCO North Park, FCO Rolling Meadows, FCO St. Charles, FCO Tinley Park and FCO Villa Park shall cease and FCOA, FCO Beloit, FCO Bloomingdale, FCO Buffalo Grove, FCO Darien, FCO Evanston, FCO Merrillville, FCO Niles, FCO North Park, FCO Rolling

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Meadows, FCO St. Charles, FCO Tinley Park and FCO Villa Park (hereinafter sometimes together called the "Constituent Corporations") shall be a single corporation which shall be FCOA as the surviving corporation, continuing to be called "Factory Card Outlet of America Ltd." (hereinafter sometimes called the "Surviving Corporation").

- (b) The Surviving Corporation shall then and thereafter possess all of the rights, privileges, immunities and franchises, as well of a public and of a private nature of each of the Constituent Corporations; all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choices in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and invested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger.
- (c) The Surviving corporation shall then and thereafter be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; any existing claim, action or proceeding pending by or against any of the constituent Corporations may be prosecuted to judgment as if the merger had not taken place, and the Surviving Corporation may be substituted in the place of either; and neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger.
- (d) The Articles of Incorporation of FCOA as then in effect shall be and constitute the Articles of Incorporation of the Surviving Corporation until Armided or changed in accordance with Illinois law.
- (e) The By-Laws of FCOA as then in effect shall be and constitute the By-Laws of the Surviving Corporation until amended, changed or repealed; and
- (f) The directors and officers of FCOA then in office shall be and constitute the directors and officers of the Surviving Corporation until their respective successors shall have been elected and have qualified or until their earlier resignation, removal or replacement.

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- 2. <u>Conversion of Shares.</u> Also at and as of the Effective Time:
  - (a) Each and all of the shares of the Common Stock of each subsidiary issued and either outstanding or held in the treasury of any such corporation shall, by virtue of the Merger and without any surrender of stock certificates or other action on the part of the holder thereof, be cancelled and retired; no cash, property, or securities shall be issued in respect thereof; and all rights with respect thereto shall cease.
  - (b) Each of the shares of FCOA Common Stock shall, by virtue of the Merger and without any surrender of stock certificates or other action on the part of the holder thereof, be converted into and deemed to constitute one fully paid and nonassessable share of Common Stock, without par value, of the Surviving Corporation. Then outstanding certificates representing shares of FCOA Common Stock shall then and thereafter represent the same number of shares of Common Stock of the Surviving Corporation, and the holder or holders thereof shall have the same rights as such holder would have had if such certificates had been issued at the Effective Time by the Surviving Corporation.

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Exhibit 3 to Factory Card Outlet Articles of Merger, Consolidation, Exchange

The plan of merger was approved, as to each corporation, as follows:

By written consent of the Board of Directors of the parent corporation, Factory Card Outlet of America Ltd., approving the plan of merger of each of its subsidiary corporations, Factory Card Outlet of Beloit Corp., Factory Card Outlet of Bloomingdale Corp., Factory Card Outlet of Buffalo Grove Corp., Factory Card Outlet of Darien Corp., Factory Card Outlet of Evanston Corp., Factory Card Outlet of Merrillville Corp., Factory Card Outlet of Niles Corp., Factory Card Outlet of North Park Comb., Factory Card Outlet of Rolling Meadows Corp., Factory Card Outlet of St. Charles Corp., Factory Card Outlet of Tinley Park Copp., Factory Card Outlet of Villa Park Corp., of which it holds 100% of all classes of stock of each such whi.
i)\$11. corporation, and each of which subsidiaries is solvent, in accordance with \$8.45 and \$11.30.

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#### Exhibit 4 to Factory Card Outlet Articles of Merger, Consolidation, Exchange

		Number of Shares of Each Class Owned Immediately
	Total Number of Shares	Prior to Merger by
Name of Corporation	Outstanding of Each Class	Parent Corporation
Factory Card Outlet		
of America Ltd.	Common - 2,500 shares	2,500 shares
Factory Card Outlet		
of Beloit Crrp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet		
of Bloomingdale Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet		
of Buffalo Grove Cory	Common - 2,500 shares	2,500 shares
Factory Card Outlet		
of Darien Corp.	Cómmon - 2,500 shares	2,500 shares
Factory Card Outlet		
of Evanston Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet		
of Merrillville Corp.	Commor - 2,500 shares	2,500 shares
Factory Card Outlet		
of Niles Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet	0,	
of North Park Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet	//x.	
of Rolling Meadows Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet	111	
of St. Charles Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet	~(	94.
of Tinley Park Corp.	Common - 2,500 shares	2,500 shares
Factory Card Outlet		0.0
of Villa Park Corp.	Common - 2,500 shares	2,500 shares
		$O_{\mathcal{S}}}}}}}}}}$

After recording, please return to:

Walter M. Piecewicz, Esq. Peterson, Ross, Schloerb & Seidel de de la company Clerks Office 200 East Randolph Drive Suite 7300 60601-6969 Chicago, IL

90335567

\$21.00 DEPT-01 RECORDING T#2222 TRAN 1765 07/12/99 14:55:00 #8374 # \*-90-335567 COOK COUNTY RECORDER

2/00