

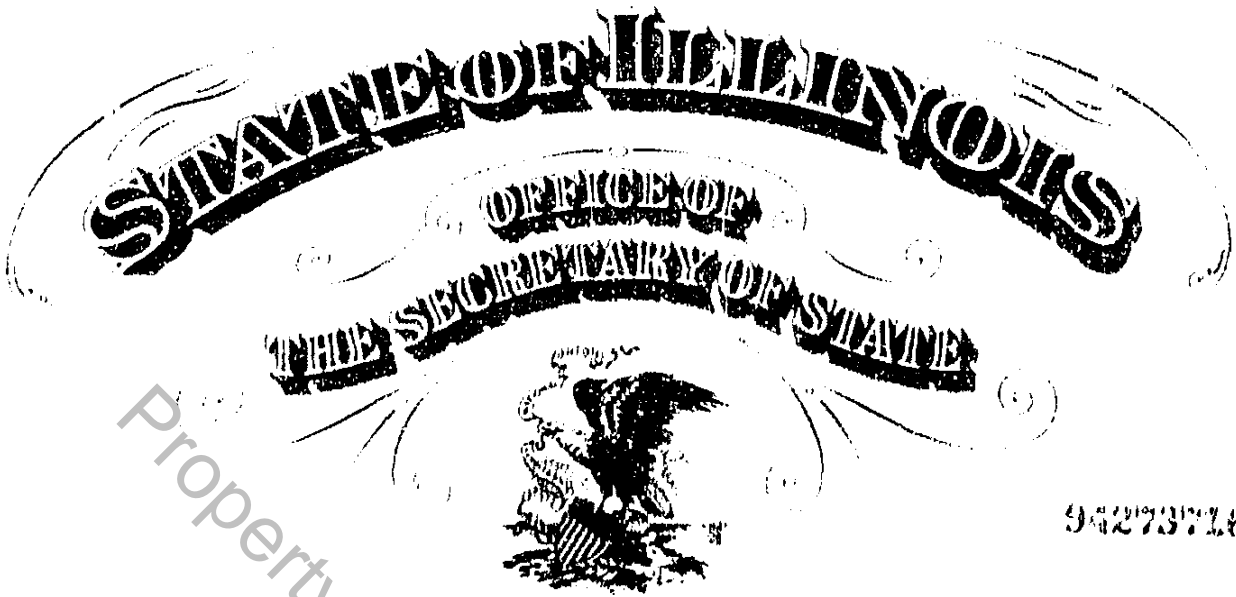
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File Number

5536-376-9

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94273716

Whereas, ARTICLES OF MERGER OF
SUCCESSORIES OF ILLINOIS, INC.
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, George H. Ryan, Secretary of State of the
State of Illinois, 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 aforesaid corporation.*

In Testimony Whereof, I hereto set my hand and voice to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 7TH
day of MARCH A.D. 19 94 and
of the Independence of the United States
the two hundred and 18TH.

George H. Ryan
SECRETARY OF STATE

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Form **BCA-11.25**
(Rev. Jan. 1991)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

D-5636-376-9
File # ~~11-10000-3~~

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

FILED

MAR 7 1994

Secretary of State
GEORGE H. RYAN

Date 3-7-94

Filing Fee \$ 150⁰⁰

Approved:

DO NOT SEND CASH!

Remit payment in check or money order, payable to "Secretary of State."

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

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation
Successories of Illinois, Inc.	Illinois
Successories of Palatine, Inc.	Illinois
Successories, Inc.	Indiana

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ ^{surviving} corporation: Successories of Illinois, Inc.

(b) it shall be governed by the laws of: Illinois

4. Plan of ~~consolidation~~ ^{merger} is as follows: See attached Agreement and Plan of Merger

If not sufficient space to cover this point, add one or more sheets of this size.

DEPT-01 RECORDING \$33.50
 T57777 TRAN 7870 03/25/94 11:47:00
 \$3373 \$ DW * -94-273716
 COOK COUNTY RECORDER

33⁵⁰
BANK

DEPT OF RECORDING
 12777 TRAN 7868 03/25/94 11:43:00
 \$33.50
 COOK COUNTY RECORDER

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5. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 —90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

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

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Successories of Illinois, Inc.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<u>Successories of Palatine, Inc.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<u>Successories, Inc.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

- a. 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 any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. 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
- c. 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 under § 11.30--90% owned subsidiary provisions.) 6

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:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19 ____.

Was written consent for the merger, or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

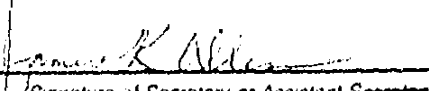
(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

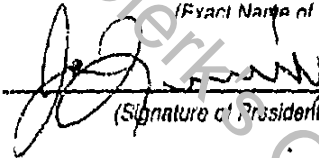
8. The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

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Dated December 29, 19 93

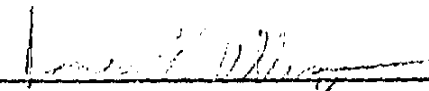
Successories of Illinois, Inc.
(Exact Name of Corporation)

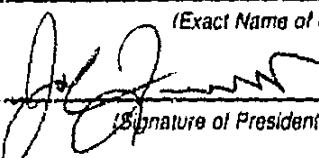
attested by 
(Signature of Secretary or Assistant Secretary)
James Allison, Secretary
(Type or Print Name and Title)

by 
(Signature of President or Vice President)
Jack Querio, President
(Type or Print Name and Title)

Dated December 29, 19 93


Successories of Palatine, Inc.
(Exact Name of Corporation)

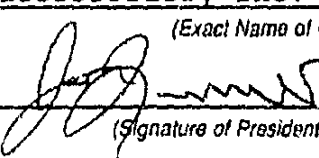
attested by 
(Signature of Secretary or Assistant Secretary)
James Allison, Secretary
(Type or Print Name and Title)

by 
(Signature of President or Vice President)
Jack Querio, Vice-President
(Type or Print Name and Title)

Dated December 29, 19 93

Successories, Inc.
(Exact Name of Corporation)

attested by 
(Signature of Secretary or Assistant Secretary)
James Allison, Secretary
(Type or Print Name and Title)

by 
(Signature of President or Vice President)
Jack Querio, President
(Type or Print Name and Title)

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is made by and between Successories of Illinois, Inc., an Illinois corporation ("Successories/Illinois"), Successories, Inc., an Indiana corporation ("Successories/Indiana"), and Successories of Palatine, Inc., an Illinois corporation ("Successories/Palatine"), this 29th day of December, 1993.

RECITALS:

WHEREAS, Successories/Illinois and Successories/Palatine are corporations duly organized and validly existing under the laws of the State of Illinois and Successories/Indiana is a corporation duly organized and validly existing under the laws of the State of Indiana; and

WHEREAS, Successories/Illinois and Successories/Palatine desire that Successories/Palatine merge into Successories/Illinois; and

WHEREAS, Successories/Illinois and Successories/Indiana desire that Successories/Indiana merge into Successories/Illinois; and

WHEREAS, CELEX Group, Inc. ("CELEX") owns 100% of the issued and outstanding stock of Successories/Illinois, Successories/Palatine, and Successories/Indiana.

NOW, THEREFORE, in consideration of the mutual covenants of the parties herein made and the mutual benefits to be derived from this agreement, it is hereby agreed as follows:

9/27/16

I. The names of the corporations proposing to merge are Successories of Illinois, Inc., an Illinois corporation, Successories, Inc., an Indiana corporation, and Successories of Palatine, Inc., an Illinois corporation.

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II. The terms and conditions of the proposed merger are as follows:

Successories/Palatine and Successories/Indiana shall be merged into and consolidated with Successories/Illinois and Successories/Illinois shall be the surviving entity. After the consummation of the merger, the name of the surviving entity shall be Successories of Illinois, Inc.

III. The manner and basis for converting the shares of the constituent corporations into securities of the surviving corporation is as follows: (A) each issued and outstanding share of Successories/Palatine stock shall be cancelled and rendered null and void as of the effective date of the merger; (B) each issued and outstanding share of Successories/Indiana stock shall be cancelled and rendered null and void as of the effective date of the merger; and (C) the shares of stock of Successories/Illinois shall not be affected by the merger, i.e., each share of Successories/Illinois stock issued and outstanding prior to the merger shall continue to be one share of issued and outstanding stock of the surviving corporation.

IV. This Agreement has been approved by the Boards of Directors of Successories/Illinois, Successories/Indiana, and Successories/Palatine. This Agreement shall be adopted by the unanimous written consent of the shareholders of Successories/Illinois, Successories/Indiana and the shareholders of Successories/Palatine.

V. The merger of Successories/Palatine and Successories/Indiana into Successories/Illinois shall become effective upon the issuance of the Certificate of Merger by the Illinois Secretary of State. For accounting purposes only, the effective date of the merger shall be January 1, 1994.

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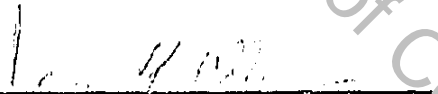
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IN WITNESS WHEREOF, the parties have hereunto caused this Agreement and Plan of Merger to be duly executed and attested thereto each on and as of the date first above mentioned.


SUCCESSORIES OF PALATINE, INC.,
an Illinois corporation

BY: 
Jack Querio, Vice-President


ATTEST:


James Allison, Secretary


SUCCESSORIES OF ILLINOIS, INC.,
an Illinois corporation

BY: 
Jack Querio, President

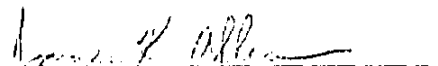
ATTEST:


James Allison, Secretary

SUCCESSORIES, INC.,
an Indiana corporation

BY: 
Jack Querio, President

ATTEST:


James Allison, Secretary

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Mail to: Diana J. Faust
Carroll, Hartigan & McCauley
30 N. LaSalle St., #1200
Chicago, IL 60602