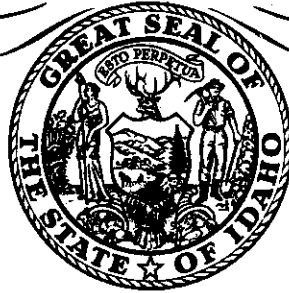


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

STATESMAN PRINTING COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Thirty-first** day of **December**, 19 **63**, original articles of amendment, as provided by Section **30-146, 30-147, 30-151 and 30-152, Idaho Code, Agreement of Merger, by and between STATESMAN PRINTING COMPANY, an Idaho corporation, and FEDERATED PUBLICATIONS, INC., a Delaware corporation, the latter being the surviving corporation,**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **126** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **31st** day of **December**, A. D., 19 **63**.

Secretary of State

AGREEMENT OF MERGER

AGREEMENT OF MERGER entered into as of this 2nd day of December, 1963 between FEDERATED PUBLICATIONS, INC., a Delaware corporation (hereinafter called "Federated") qualified as a foreign corporation to do business in Idaho, and STATESMAN PRINTING COMPANY, an Idaho corporation (hereinafter called "Statesman"), the said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations".

WHEREAS, Statesman is a corporation organized and existing under the laws of Idaho and has issued and outstanding 649 shares of Common Stock, par value \$100 per share, all of which presently issued and outstanding shares are owned by Federated; and

WHEREAS, Federated on October 1, 1963 acquired said issued and outstanding shares of Statesman with a view to acquiring the assets of Statesman upon its liquidation and dissolution; and

WHEREAS, the Board of Directors of Federated has adopted a plan of liquidation, within the meaning of Section 332(b), Internal Revenue Code, as amended, relating to Statesman and the respective Boards of Directors of the Constituent Corporations deem it advisable that the liquidation and dissolution of Statesman as contemplated by said plan shall be accomplished by means of

the merger of Statesman with and into Federated, as the surviving corporation, in accordance with the provisions of Section 30-151 and related sections, Idaho Code, and Sections 252 - 253 and related sections, Delaware General Corporation Law.

NOW, THEREFORE, in order to prescribe the terms and conditions of said merger, the mode of carrying the same into effect and other details and provisions, and in consideration of the mutual covenants herein contained, it is hereby agreed between Federated and Statesman as follows:

1. Agreement To Merge. Subject to the adoption and approval of this Agreement of Merger by the favorable vote of the holders of two-thirds of the voting power of each of the Constituent Corporations, Statesman shall merge with and into Federated; and Federated shall be the surviving corporation (hereinafter called the "Corporation" or "Surviving Corporation").

2. Certificate of Incorporation of Surviving Corporation. The Certificate of Incorporation of Federated, as amended to and as of the effective date of this merger, shall be the Certificate of Incorporation of the Surviving Corporation.

3. By-Laws of Surviving Corporation. The By-Laws of Federated, as amended to and as of the effective date of this merger, shall be the By-Laws of the Surviving Corporation.

4. Mode of Carrying Merger Into Effect. The manner and basis of merging Statesman with and into Federated shall be as follows:

(a) All of the issued and outstanding stock of Statesman, consisting of 649 shares of common stock, par value \$100 per share, will be surrendered for cancellation.

(b) All of the assets of Statesman will be transferred and conveyed to the Surviving Corporation.

(c) All of the liabilities of Statesman will be transferred to and assumed by the Surviving Corporation.

The purchase price paid by Federated for the stock of Statesman plus the liabilities of Statesman to be assumed by the Surviving Corporation hereunder together represent and shall be deemed to be the fair market value of the assets of Statesman to be acquired by the Surviving Corporation as of the effective date of the merger.

5. Effect of Merger. When the merger hereunder becomes effective, the separate existence of Statesman shall cease and all rights, privileges, powers and franchises and all property and assets of every kind and description of Statesman shall be vested in and be held and enjoyed by the Surviving Corporation, without further act or deed; all the assets and interests of every kind of the Constituent Corporations, including all debts due to either of them, shall be as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations; the title to any and all

real estate vested by deed or otherwise in either of the Constituent Corporations shall be conveyed to and vested in the Surviving Corporation by reason of this merger; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. Notwithstanding the foregoing, the effect of the merger provided for hereunder shall be as set forth in Section 30-155 and related sections, Idaho Code, and in Sections 253 and 259 and related sections, Delaware General Corporation Law.

Subject to this merger becoming effective, Statesman hereby grants, conveys, assigns, sets over and vests in the Surviving Corporation all the property, rights, powers, privileges and immunities by it now held or in or to which it has any right, title, interest or claim in law or equity, and hereby agrees to execute, acknowledge and deliver all deeds and instruments of conveyance and assignment and to do such other acts as may be required to assign, transfer and convey any and all of its property and rights to the Surviving Corporation and to vest the same therein.

Subject to this merger becoming effective, the Surviving Corporation does hereby agree to assume all the debts, obligations and liabilities of the Constituent Corporations.

6. Effective Date. This Agreement of Merger, having heretofore been submitted to and approved by the Boards of Directors of each of the Constituent Corporations as provided by applicable law and having been duly executed by more than a majority of the duly elected and acting members of the Board of Directors of each of the Constituent Corporations, shall be submitted to the shareholders of each of the Constituent Corporations, at a meeting thereof duly called and separately held in the manner provided in Section 30-133, Idaho Code. If duly approved by the favorable vote of the holders of two-thirds of the voting power of all shareholders of each of the Constituent Corporations, such fact shall be certified on this Agreement of Merger by the Secretary of each of the Constituent Corporations and this Agreement so adopted and certified shall be signed by the President and Secretary and acknowledged by the President of each of the Constituent Corporations. Thereafter, an executed copy of this Agreement of Merger so adopted, certified and acknowledged shall be filed in the Office of the Secretary of State of Idaho and in the Office of the Secretary of State of Delaware. Thereafter, copies of the Agreement of Merger as so

adopted, certified and acknowledged, and certified by the Secretary of State of Idaho, shall be filed for record in the offices of the County Recorder of the County or Counties in Idaho in which any of the Constituent Corporations shall have registered offices and in which any of them have land, title to which will be transferred as a result of the merger hereunder. Following the foregoing recordings, a copy of this Agreement of Merger, certified by the Secretary of State of Delaware, shall be recorded in the office of the Recorder of New Castle County, Delaware. Subject to said recordings as required by applicable law, the cancellation of the stock of Statesman and the transfer of its assets to and the assumption of its liabilities by the Surviving Corporation shall be accomplished as of the close of business on December 31, 1963 which is hereby confirmed to be the effective date of this merger.

7. This Agreement of Merger shall be executed in counterparts, each of which when so executed shall be deemed to be an original, and all such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, all of the directors of Federated Publications, Inc. and all of the directors of Statesman Printing Company have executed this joint Agreement of Merger and subsequently, pursuant to resolutions duly adopted by their respective shareholders, said Federated Publications, Inc. and Statesman Printing Company have executed this Agreement of

Merger by their respective authorized officers, as of the day and year first above written but effective as of the close of business on December 31, 1963.

Signed, sealed, acknowledged and delivered in the presence of:

Lucille E. Cody
Witness

John W. Christensen
Witness

Robert B. Miller
Robert B. Miller

Louis A. Weil, Jr.
Louis A. Weil, Jr.

Ewing T. Boles
Ewing T. Boles

Joseph R. Chema
Joseph R. Chema

Henry C. Hawk
Henry C. Hawk

Paul A. Martin
Paul A. Martin

John A. Scott
John A. Scott

Gardner J. Thomas
Gardner J. Thomas

(Being all of the directors of
FEDERATED PUBLICATIONS, INC.)

Lucille E. Cody
Witness

John W. Christensen
Witness

Robert B. Miller
Robert B. Miller

Louis A. Weil, Jr.
Louis A. Weil, Jr.

Joseph R. Chema
Joseph R. Chema

(Being all of the directors of
STATESMAN PRINTING COMPANY)

Larry F. Miller
Witness
Larry F. Miller
Witness
John W. Christensen
Witness

Lucille E. Cody
Witness
Lucille E. Cody
Witness
John W. Christensen
Witness

STATE OF MICHIGAN } SS:
COUNTY OF CALHOUN

FEDERATED PUBLICATIONS, INC.
By Louis A. Weil, Jr.
Louis A. Weil, Jr., President
Attest Paul A. Martin
Paul A. Martin, Secretary

STATESMAN PRINTING COMPANY
By Robert B. Miller
Robert B. Miller, President
Attest Joseph R. Chema
Joseph R. Chema, Secretary

Before me, a Notary Public in and for said County, personally appeared Louis A. Weil, Jr., President, and Paul A. Martin, Secretary of Federated Publications, Inc., one of the corporations which executed the foregoing instrument, who acknowledged that the seal affixed to said instrument is the corporate seal of said corporation; that they did sign and seal said instrument as such President and Secretary in behalf of said corporation and by authority of its Board of Directors and Shareholders; and that said instrument is their free act and deed, individually, and as such President and Secretary and the free and corporate act and deed of said Federated Publications, Inc.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal this 16th day of December, 1963.

(Notarial Seal)

Robert E. Cosek
Notary Public

My Commission expires: June 18, 1966

ROBERT E. COSEK

Notary Public, Calhoun County, Mich.

My Commission expires June 18, 1966

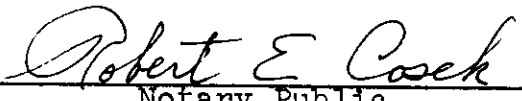
STATE OF MICHIGAN } SS:
COUNTY OF CALHOUN

Before me, a Notary Public in and for said County, personally appeared Robert B. Miller, President, and Joseph R. Chema, Secretary

of Statesman Printing Company, one of the corporations which executed the foregoing instrument, who acknowledged that the seal affixed to said instrument is the corporate seal of said corporation; that they did sign and seal said instrument as such President and Secretary in behalf of said corporation and by authority of its Board of Directors and Shareholders; and that said instrument is their free act and deed, individually, and as such President and Secretary and the free and corporate act and deed of said Statesman Printing Company.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal this 16th day of December, 1963.

(Notarial Seal)



Notary Public

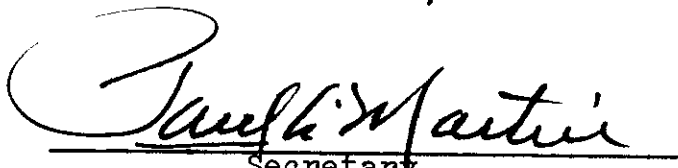
My Commission expires: June 18, 1966
ROBERT E. COSEK
Notary Public, Calhoun County, Mich.
My Commission expires June 18, 1966

CERTIFICATE OF SECRETARY
AS TO MANNER OF ADOPTION OF
AGREEMENT OF MERGER BY
FEDERATED PUBLICATIONS, INC.

I, Paul A. Martin, do hereby certify: that I am the duly elected, qualified and acting Secretary of Federated Publications, Inc., a Delaware corporation, one of the parties to the foregoing Agreement of Merger; that as such Secretary I have in my possession and custody the minutes and other records of proceedings of the Board of Directors and Shareholders of said Corporation; that said Agreement of Merger on which this certificate is made was unanimously approved by vote of those members of the Board of Directors of Federated Publications, Inc. present at a special meeting thereof held on December 2, 1963 at and throughout which a quorum was present; that, after said approval and adoption, said Agreement of Merger was entered into by said Board of Directors of Federated Publications, Inc. by the affixing by each member thereof of his respective signature thereto; that said Agreement of Merger was thereafter submitted to the Shareholders of said Federated Publications, Inc. at a special meeting thereof duly called and validly held on December 16, 1963 and that at said meeting Shareholders holding and owning more than two-thirds of the voting power of all Shareholders of said Corporation voted for the adoption of said Agreement of Merger and directed certification of such approval and adoption of said Agreement of Merger by me as Secretary of said Corporation;

and that, following such vote of approval by Shareholders, said Agreement of Merger was duly signed and acknowledged on behalf of Federated Publications, Inc. by its President and Secretary.

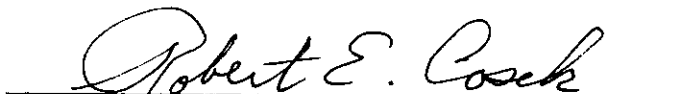
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official corporate seal of said Federated Publications, Inc. at Battle Creek, Calhoun County, Michigan this 16th day of December, 1963.


Secretary
FEDERATED PUBLICATIONS, INC.

(Corporate Seal)

STATE OF MICHIGAN }
COUNTY OF CALHOUN } SS:

Sworn to and subscribed in my presence this 16th day of December, 1963.


Notary Public

My Commission expires: June 18, 1966

(Notarial Seal)

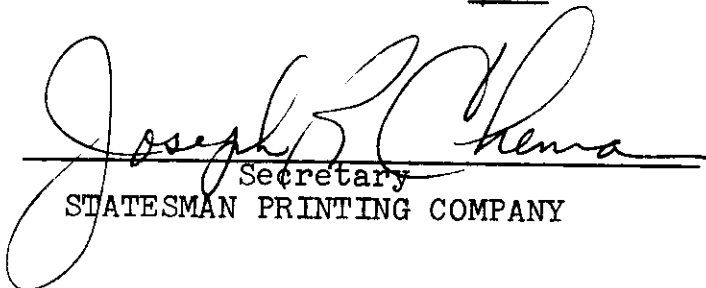
ROBERT E. COSEK
Notary Public, Calhoun County, Mich.
My Commission expires June 18, 1966

CERTIFICATE OF SECRETARY
AS TO MANNER OF ADOPTION OF
AGREEMENT OF MERGER BY
STATESMAN PRINTING COMPANY

I, Joseph R. Chema, do hereby certify: that I am the duly elected, qualified and acting Secretary of Statesman Printing Company, an Idaho corporation, one of the parties to the foregoing Agreement of Merger; that as such Secretary I have in my possession and custody the minutes and other records of proceedings of the Board of Directors and Shareholders of said Corporation; that said Agreement of Merger on which this certificate is made was unanimously approved by vote of all of the duly elected, qualified and acting members of the Board of Directors of Statesman Printing Company, all of whom were present at a special meeting thereof held on December 2, 1963; that, after said approval and adoption, said Agreement of Merger was entered into by said Board of Directors of Statesman Printing Company by the affixing by each member thereof of his respective signature thereto; that said Agreement of Merger was thereafter submitted to the Shareholders of said Statesman Printing Company at a special meeting thereof duly called and validly held on December 2, 1963 and that at said meeting Federated Publications, Inc., a Delaware corporation, the holder and sole owner of all of the issued and outstanding shares of Statesman Printing Company, voted said shares representing all the voting power of all Shareholders of said Corporation for the adoption of said Agreement of Merger and directed certification

of such approval and adoption of said Agreement of Merger by me as Secretary of said Corporation; and that, following such vote of approval by Shareholders, said Agreement of Merger was duly signed and acknowledged on behalf of Statesman Printing Company by its President and Secretary.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official corporate seal of said Statesman Printing Company at Battle Creek, Calhoun County, Michigan this 16th day of December, 1963.


Secretary
STATESMAN PRINTING COMPANY

(Corporate Seal)

STATE OF MICHIGAN }
COUNTY OF CALHOUN } SS:

Sworn to and subscribed in my presence this 16th day of December, 1963.


Notary Public

My Commission expires: June 18, 1966

(Notarial Seal)

ROBERT E. COSEK
Notary Public, Calhoun County, Mich.
My Commission expires June 18, 1966