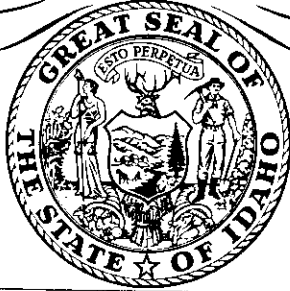


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

KING KORN STAMP COMPANY

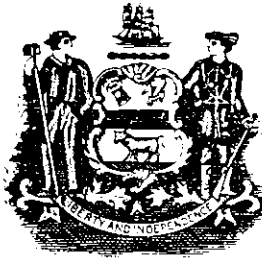
a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-fourth** day of **November** 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **24th** day of **November** 19 **61**, a designation of **J. L. Eberle or T. H. Eberle** or **W. D. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **24th** day of **November**, A.D. 19**61**.

Secretary of State.

State of Delaware



Office of Secretary of State.

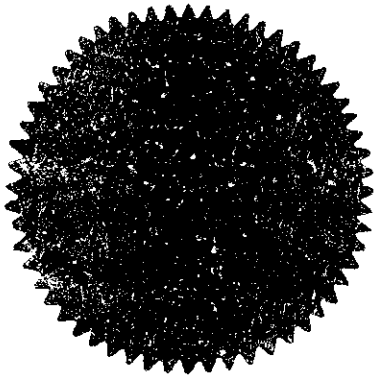
I, Elisha C. Dukes, Secretary of State of the State of Delaware,

do hereby certify that the above and foregoing pages numbered from 1 to 12, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "KING KORN STAMP SYSTEM, INC.", as received and filed in this office the eleventh day of July, A.D. 1955, at 10 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 12, both numbers inclusive, is a true and correct copy of Certificate of Agreement of Merger between the "KING KORN STAMP COMPANY", a corporation organized and existing under the laws of the State of Iowa and "KING KORN STAMP SYSTEM, INC.", a corporation organized and existing under the laws of the State of Delaware under the name of "KING KORN STAMP COMPANY", as received and filed in this office the twenty-ninth day of July, A.D. 1955, at 4:30 o'clock P.M.;

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

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



Elisha C. Dukes

Secretary of State

M. L. Hounsa

Asst. Secretary of State

CERTIFICATE OF INCORPORATION

OF

KING JOHN SHIMP SYSTEM, INC.

-o-o-o-

FIRST. The name of the corporation is

KING JOHN SHIMP SYSTEM, INC.

SECOND. The principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington 99, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To acquire, purchase, own, store, use, manufacture, print, sell, distribute, collect, issue, redeem in cash, merchandise, or other property; license the use of, and generally deal in and with, as principal or agent for others, or on commission or otherwise, coupons, certificates, checks, tokens and trading stamps of every kind, nature and description for a cooperative cash discount system, or otherwise.

To acquire, purchase, sell, use and exchange tokens, trading stamps, coupons, certificates, checks, or other like instruments, printed or otherwise, of all kinds and description and redeem or exchange said tokens, trading stamps, coupons, certificates, checks or other like instruments for cash, merchandise or other property upon such terms and

conditions as this corporation may provide by contract or otherwise.

To acquire, purchase, sell, lease, use, manufacture, assemble, sell, lease, operate and service vending machines.

To carry on a general advertising, sales promotion and publicity business either as principal and agent, to acquire and operate franchises or privileges for advertising purposes or for the buying or selling of advertising rights, franchises or privileges, to arrange and conduct advertising campaigns in newspapers, magazines and other publications, and on radio and television, to collect, originate, compose, devise, arrange, buy, lease, sell, deal in and contract in respect to the use of advertising copy, advertising matter, forms of advertisements, layouts and materials and articles of all kinds suitable for advertising purposes, including advertising novelties and devices of every kind and description.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets, property and businesses, and to undertake, assume, or otherwise provide for the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise than to account or deal with all or any part of the property of the corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, and/or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, assignment or otherwise, and to receive, hold, use, purchase, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares or the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, claims in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and do cause thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with corporations, firms, associations, partnerships, individuals, and any state, city, county, territory or government or colony or any of them.

To borrow or raise money and to use the proceeds of the corporation and to use the same in such manner as to invest, to draw, take, accept, discount, stocks and bonds, promissory notes, checks, bills of exchange, drafts, bonds, contracts, agreements and other negotiable or non-negotiable instruments and contracts of individuals, and to insure the payment of any thereof and the interest thereon by mortgage upon or pledge, assignment or assignment in trust of the whole or any part of the real, personal or other property, whether at the time made or thereafter acquired, and to sell, pledge or otherwise dispose of such lands or other obligations of the corporation and the corporate surplus.

To lend to, or purchase, sell or otherwise dispose of its surplus funds, either with or without security.

To finance, either directly or indirectly, or otherwise, any corporation, association, firm, county or person in the business, financing or making or making, or at which, the corporation has any interest of any nature, or with which, or with whom, it has business dealings, and for that purpose to guarantee the bonds, stocks and other obligations of such other corporations, associations, firms, counties or individuals.

To purchase, hold, sell and transfer the shares of its own capital stock, provided it shall not use the funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise provided by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business, and without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, lease, and give and carry or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

To aid in any manner, directly or indirectly, any corporation or association of which any stocks, bonds or other evidences of indebtedness or securities are held, directly or indirectly, by this corporation, and for this purpose to guarantee the debts, notes and other obligations of such other corporations or associations and to do any acts or things designed to protect, preserve, improve or enhance the value of such stocks, bonds or other evidences of indebtedness or securities.

To aid in any manner any other person, association or corporation with which in its business dealings, or whose stocks, bonds, units or other obligations are held or in any manner guaranteed by this corporation.

To become surety for or guarantee the carrying out or performance of any and all contracts, leases and other obligations of, and generally to aid:

- A. Every other corporation, company, firm or association in which this corporation is or may in any way be interested;
- B. Every other corporation, company, or association in any of the states or other territories or evidences of indebtedness or stocks are held by or for this corporation, or in whose development this corporation is or may in any way be interested;

- C. Every officer, director, or shareholder of this corporation shall be held liable to the corporation for the amount of any such loss or damage which may be incurred by the corporation as a result of the negligence or willful or wanton misconduct of such officer, director, or shareholder in the performance of his duties as such officer, director, or shareholder.

It is the will and intention of the corporation, and the duty of every officer, director, or shareholder, for the good and best interests of the corporation, the attainment of any of the objects and purposes of the corporation, and the maintenance of any of the powers and franchises herein conferred, and either as principals, or as agents, and to do every other act or acts, thing or things, substantial or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

In general, we hereby authorize and empower all the persons conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do all or all of the things herein above set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

SECTION 1. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) and the par value of each of such shares is one dollar (\$1.00) amounting in the aggregate to one thousand dollars (\$1,000.00).

No stockholder of this company shall be deemed
 of his holding shares of any class have any preference or
 special right to dividends or otherwise to any shares of
 any class of this corporation, and no such stockholder
 shall, or any stockholder shall, be entitled to convert
 this convertible into any other class of shares, or
 purchase shares of any class, and no stockholder shall
 have, whether as a stockholder or otherwise, any
 such right, preference or special right, and no stockholder
 shall be entitled to demand or demand for the
 redemption, either wholly or in part, of any of the shares
 of this corporation, in its discretion and at such times and
 at such prices as the Board of Directors in its discretion
 may deem and the Board of Directors may cause shares of any
 class of this corporation, or any notes, debentures, bonds,
 or other securities of this corporation or contracts or
 warrants to purchase shares of any class, without assigning
 any such shares of any class, either in whole or in part, to
 the existing stockholders of any class.

ARTICLE VII. The authorized amount of capital stock which
 the corporation will own under business is two thousand
 dollars (\$2,000.00).

ARTICLE VIII. The names and places of residence of the
 incorporators are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
H. H. Webb	Wilmington, Delaware
H. C. Droadt	Wilmington, Delaware
A. D. Atwell	Wilmington, Delaware

Article. The directors shall have the right to
the filing of any certificate or document in the name
of the Secretary or any officer of the corporation
(10) years thereafter.

Article. The private property of the shareholders
shall not be subject to the claims of creditors of the
corporation.

Article. In the exercise and use of the powers of
the powers conferred by statute, the board of directors is
expressly authorized:

To make, alter or amend the by-laws of the
corporation;

To authorize or cause to be authorized through
and issue upon the stock of the corporation of the
corporation;

To not issue a bond or any other form of the cor-
poration available and in which a certificate or interest for
any proper purpose and to obtain any such certificate in the
manner in which it is authorized.

By resolution passed by a majority of the entire
board, to designate one or more committees, each committee
to consist of two or more of the directors of the corpora-
tion, which, to the extent provided in the resolution or in
the by-laws of the corporation, shall have and may exercise
the powers of the board of directors in the management of
the business and affairs of the corporation, and any committee
and the seal of the corporation to be attached to all papers
which may require the same or copies of resolutions shall
have such seal or seals as may be attached to the by-laws of
the corporation or as may be determined from time to time

NAME OF BUSINESS

NO.

NAME OF THE OFFICER

The undersigned, Notary Public for the State of Delaware, do hereby certify that the above named business was duly organized and is now in existence and is doing business as a corporation under the laws of the State of Delaware, and that the above named officer is a duly qualified and acting officer of said corporation, and that the above named officer is duly qualified and acting as such.

GIVEN under my hand and seal of office on this day and year aforesaid.

M. Ruth Mannoring

Notary Public

M. Ruth Mannoring
Notary Public
Appointed Feb. 12, 1955
State of Delaware
Term Two Years

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER dated this 25th day of July, A. D. 1955, between KING KORN STAMP COMPANY, an Iowa corporation, and its directors, and KING KORN STAMP SYSTEM, INC., a Delaware corporation, and its directors,
W I T N E S S E T H:

Whereas the Board of Directors of each of said corporations in consideration of the mutual agreements of each corporation as set forth herein, deem it advisable and for the welfare of the said corporations and their respective stockholders that KING KORN STAMP COMPANY merge itself into KING KORN STAMP SYSTEM, INC., and that KING KORN STAMP SYSTEM, INC. merge into itself KING KORN STAMP COMPANY as authorized by the statutes of the States of Delaware and Iowa; and

WHEREAS said KING KORN STAMP COMPANY by its Certificate of Incorporation which was filed in the office of the Secretary of State of Iowa on October 15, 1953, and recorded in the office of the Recorder of Deeds on November 4, 1953 has an authorized capital stock consisting of 250,000 common shares, par value of \$1.00 of which 24,500 shares of such common stock are now issued and outstanding, and

WHEREAS KING KORN STAMP SYSTEM, INC., by its Certificate of Incorporation which was filed in the office of the Secretary of State of the State of Delaware on July 11, 1955, and recorded in the Office of the Recorder of Deeds for the County of Newcastle on July 11, 1955, has an authorized capital stock consisting of one thousand (1,000) shares of common stock par value of \$1.00 each, of which capital stock one thousand (1,000) shares are now issued and outstanding, and

WHEREAS the principal office of said KING KORN STAMP SYSTEM, INC. in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the name and address of its registered agent is THE CORPORATION TRUST COMPANY, 100 West Tenth Street, Wilmington 99, Delaware; and the principal office of KING KORN STAMP COMPANY in the State of Iowa is located at Room 712, Des Moines Building in the City of Des Moines, County of Polk, and the name and address of its registered agent is H. D. Hockenbergh, Room 712, Des Moines Building, Des Moines, Iowa;

NOW, THEREFORE, the corporations, parties to this agreement, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that KING KORN STAMP SYSTEM, INC. merge into itself KING KORN STAMP COMPANY, and likewise that said KING KORN STAMP COMPANY shall be merged into KING KORN STAMP SYSTEM, INC. pursuant to Section 251 of Title 8 of the Delaware Code of 1953, and do hereby agree upon the following terms and conditions of said merger:

FIRST: KING KORN STAMP SYSTEM, INC. hereby merges into itself KING KORN STAMP COMPANY, and likewise KING KORN STAMP COMPANY shall be and hereby is merged into KING KORN STAMP SYSTEM, INC., which shall be the surviving corporation, hereinafter called the corporation, in accordance with the applicable provisions of the laws of Delaware and Iowa and as approved by the respective Boards of Directors and shareholders.

SECOND: The facts required to be set forth in a certificate of incorporation of a corporation incorporated under the laws of the State of Delaware, which can be stated in the case of the merger provided for in this agreement, are as follows:

(1) The name of the corporation is KING KORN STAMP SYSTEM, INC. but shall be upon the effective date hereof changed to KING KORN STAMP COMPANY.

(2) The principal office of the corporation in the State of Delaware is and shall be located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware; the principal place of business of the corporation is and shall be located at 2040 Lincoln Park West, in the City of Chicago, County of Cook, Illinois.

(3) The nature of the business, or objects or purposes to be transacted, promoted, or carried on are:

To acquire, purchase, own, store, use, manufacture, print, sell, distribute, collect, issue, redeem in cash, merchandise, or other property, license the use of, and generally deal in and with, as principal or agent for others, or on commission or otherwise, coupons, certificates, checks, tokens and trading stamps of every kind, nature and description for a cooperative cash discount system, or otherwise;

To acquire, purchase, sell, use and exchange tokens, trading stamps, coupons, certificates, checks, or other like instruments, printed or otherwise, of all kinds and description and redeem or exchange said tokens, trading stamps, coupons, certificates, checks or other like instruments for cash, merchandise or other property upon such terms and conditions as this corporation may provide by contract or otherwise;

To acquire, purchase, own, store, use, manufacture, assemble, sell, lease, operate and service vending machines;

To carry on a general advertising, sales promotion and publicity business both as principal and agent, to acquire and operate franchises or privileges for advertising purposes or for the buying or selling of advertising rights, franchises or privileges, to arrange and conduct advertising campaigns in newspapers, magazines and other publications, and on radio and television, to solicit, originate, compose, devise, arrange, buy, lease, sell, deal in and contract in respect to the use of advertising copy, advertising matter, forms of advertisements, displays and materials and articles of all kinds suitable for advertising purposes, including advertising novelties and devices of every kind and description;

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description;

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets, property and businesses, and to undertake, assume, or otherwise provide for the whole or any part of the obligations or liabilities of any person, firm, association or corporation;

To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation;

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation;

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof;

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, contracts, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

To loan to any person, firm or corporation any of its surplus funds, either with or without security;

To finance, aid and assist financially or otherwise, any corporation, association, firm, entity or person in the business, financing or welfare of which, or of whom, the corporation has any interest of any nature, or with which, or with whom, it has business dealings, and for this purpose to guarantee the bonds, stocks and other obligations of such other corporations, associations, firms, entities or individuals.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly;

To have one or more offices, to carry on all or any of its operations and business, and without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, lease, exchange and convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country;

To aid in any manner, financially or otherwise, any corporation or association of which any stock, bonds or other evidences of indebtedness or securities are held, directly or indirectly, by this corporation, and for this purpose to guarantee the bonds, stocks and other obligations of such other corporations or associations and to do any acts or things designed to protect, preserve, improve or enhance the value of such stocks, bonds or other evidences of indebtedness or securities;

To aid in any manner any other person, associations or corporation with which it has business dealings, or whose stocks, bonds, units or other obligations are held or in any manner guaranteed by this corporation;

To become surety for or guarantee the carrying out or performance of any and all contracts, leases and other obligations of, and generally to aid:

- A. Every other corporation, company, firm or association in which this corporation is or may in any way be interested;
- B. Every other corporation, company, or association in any of whose bonds or other securities or evidences of indebtedness or stock are held by or for this corporation, or in whose development this corporation is or may in any way be interested;
- C. Every other corporation, company, association or individual when such act is calculated to promote the interests of this corporation, to maintain, extend or enlarge its business or otherwise to protect the interests of this corporation;

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objectives or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals, and either as principals or as agents, and to do every other act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

In general to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

(4) The total number of shares of stock which the corporation shall have authority to issue is Two Hundred Fifty Thousand (250,000) shares of common stock, of the par value of One Dollar (\$1.00) each.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

No stockholders of this corporation shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe to any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the board of directors, in its discretion from time to time may grant, and at such price as the board of directors in its discretion may fix; and the board of directors may issue shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part to the existing stockholders of any class.

The amount of the authorized stock of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote.

(5) The corporation existence shall be twenty years from July 11, 1955.

(6) The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

(7) In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interest of the corporation.

(8) Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also of this corporation.

THIRD: The manner of converting the outstanding shares of the capital stock of KING KORN STAMP COMPANY into the shares of the corporation shall be as follows:

Each owner of one or more shares of common capital stock of KING KORN STAMP COMPANY shall have each share of said common stock of said KING KORN STAMP COMPANY as shown by the records of that corporation as of July 10, 1955, converted into one (1) share of common stock of the corporation, and each holder of such common stock of said KING KORN STAMP COMPANY, upon the surrender to the corporation of one (1) or more certificates for such shares representing one or more shares of cancellation shall be entitled to receive one (1) or more certificates for the number of common shares represented by the certificates so surrendered for cancellation by such holder; provided however, that the one thousand (1,000) common shares of the KING KORN STAMP SYSTEM, INC. now issued and outstanding in the name of KING KORN STAMP COMPANY shall be surrendered and cancelled and thereupon the sum of One Dollar (\$1.00) per share paid to the holders thereof.

FOURTH: The terms and conditions of the merger are as follows:

Until altered, amended or repealed, as therein provided, the Articles of Incorporation and By-Laws of KING KORN STAMP SYSTEM, INC., as in effect as of the date of this agreement, shall be the Articles of Incorporation and the By-Laws of the corporation.

The first board of directors of the corporation shall be the board of directors of KING KORN STAMP SYSTEM, INC. in office at the date when this agreement becomes effective.

The first annual meeting of the stockholders of the corporation held after the date when this agreement becomes effective shall be the annual meeting provided or to be provided by the By-Laws thereof for the year 1955.

The first regular meeting of the board of directors of the corporation to be held after the date when this agreement shall become effective may be called or may convene in the manner provided in the By-Laws of the corporation, and may be held at the time and place specified in the notice of the meeting.

The corporation shall pay all expenses of putting this agreement into effect and accomplishing the merger.

Upon the date when this agreement shall become effective, the separate existence of KING KORN STAMP COMPANY shall cease and the constituent corporations shall be merged into KING KORN STAMP SYSTEM, INC., the surviving corporation, in accordance with the provisions of this agreement, which corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to each of such corporations shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of KING KORN STAMP COMPANY shall thenceforth attach to the said surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

If at any time the corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of said KING KORN STAMP COMPANY the proper officers and directors of said corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the corporation, and otherwise to carry out the purposes of this agreement of merger.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this agreement of merger which may be contained in the certificate of incorporation of a corporation organized under the General Corporation Law of Delaware, in the manner now or hereafter prescribed by said General Corporation Law, and all rights conferred upon stockholders herein are granted subject to this reservation.

FIFTH: This agreement of merger shall be filed in the office of the Secretary of State of Delaware and a copy thereof duly certified by the Secretary of State shall be recorded in the office of the Recorder of Deeds for Newcastle County, and shall be effective upon the recording thereof in the office of the Recorder of Deeds for Newcastle County.

A copy of the agreement of merger shall likewise be filed with the Secretary of State of the State of Iowa and shall be recorded in the office of the Recorder of Deeds for Polk County, and shall be effective upon the recording thereof in the office of the Recorder of Deeds for Polk County, and with the Secretary of State of every state in which either of the constituent corporations is qualified to do business and filed or recorded therein as may be necessary.

SIXTH: Any dissenting shareholder shall be promptly paid the fair value of his shares as provided under the applicable provisions of the laws of the State of Iowa and State of Delaware, providing that any such dissenting shareholder shall comply with the provisions of the law of the state governing the rights of such dissenting stockholders.

SEVENTH: Upon the approval of the merger by the stockholders and the issuance of the stock of the corporation in accordance with the plan, all of the capital stock of KING KORN STAMP COMPANY whether or not issued or outstanding shall be and become automatically cancelled, and of no further value, force or effect, and the holders of said shares of stock shall thereafter be entitled to the shares of stock of the corporation as herein provided.

EIGHTH: The officers of the corporation who shall hold such offices as are set opposite their names from and after the date when this agreement shall become effective and until the first meeting of the Board of Directors to be held thereafter and until successors have been duly elected and qualified, are as follows:

President	Peter Volid
Executive Vice President	Norman Korff
Vice President	Robert L. Adler
Secretary	Nicholas J. Constantine
Assistant Secretary	Filmore Goldstein
Treasurer	Filmore Goldstein
Assistant Treasurer	Benjamin Goldstein

These officers shall receive no salaries until the merger is consummated; from the date of the consummation of the merger, the salaries of the officers shall be as fixed by resolution of the Board of Directors of the corporation.

NINTH: The corporation shall file with the Secretaries of State of Iowa, Connecticut, Illinois, Indiana, Massachusetts, Minnesota, Missouri, Nebraska, Ohio, Pennsylvania, South Dakota and Wisconsin its license to do business in said States, and agrees to be served with process in any proceeding for the enforcement of any obligation of KING KORN STAMP COMPANY and in any other proceeding for the enforcement of any rights against it or KING KORN STAMP COMPANY; and for this purpose it irrevocably appoints the respective Secretaries of State as its agents to accept service of process in any such proceeding.

TENTH: This Plan of Merger shall be deemed to have been abandoned and shall not be binding upon KING KORN STAMP COMPANY, an Iowa corporation, or KING KORN STAMP SYSTEM, INC., a Delaware corporation, unless a certificate of merger shall have been issued by the Secretary of State of both Iowa and Delaware, and upon such issuance shall become effective as of 12:01 A. M., E.D.T., August 1, 1955.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to authority duly given by their respective board of directors have caused this agreement to be executed by a majority of the directors of each party hereto and the corporate seal affixed.

	KING KORN STAMP COMPANY, an Iowa corporation,
By <u>/s/ Robert A. Adler</u>	By <u>/s/ Peter Volid</u>
<u>/s/ N. J. Constantine</u>	<u>/s/ Norman Korff</u>
<u>/s/ Peter E. Pallis</u>	<u>/s/ Filmore Goldstein</u>
ATTEST:	constituting a majority of the Board of Directors of KING KORN STAMP COMPANY.
<u>/s/ N. J. Constantine</u> Secretary	
(no corporate seal)	KING KORN STAMP SYSTEM, INC. a Delaware corporation,
	By <u>/s/ Peter Volid</u>
	<u>/s/ Norman Korff</u>
	<u>/s/ Filmore Goldstein</u>
	<u>/s/ Robert A. Adler</u>
	<u>/s/ N. J. Constantine</u>
ATTEST:	constituting all the directors of KING KORN STAMP SYSTEM, INC.
<u>/s/ N. J. Constantine</u> Secretary	
(corporate seal)	KING KORN STAMP SYSTEM, INC. DELAWARE 1955 CORPORATE SEAL

CERTIFICATE OF THE SECRETARY OF
KING KORN STAMP COMPANY OF ADOPTION OF AGREEMENT BY ITS SHAREHOLDERS

I, NICHOLAS J. CONSTANTINE, Secretary of KING KORN STAMP COMPANY, an Iowa corporation, hereby certify as such secretary, that the foregoing Plan and Agreement of Merger, after having been first duly approved by the Board of Directors of said KING KORN STAMP COMPANY, and duly signed by a majority of the directors of KING KORN STAMP SYSTEM, INC., a Delaware corporation, was duly submitted to the shareholders of KING KORN STAMP COMPANY at a special meeting thereof, called separately, for the purpose of considering and adopting or rejecting said Plan of Agreement and Merger, and held on the 25th day of July, 1955, pursuant to written waiver of notice and consent signed by the holders of all the outstanding shares of said KING KORN STAMP COMPANY, in accordance with the provisions of the general corporation laws of the State of Iowa; and that at said meeting said Plan and Agreement of Merger was unanimously approved and adopted by the affirmative vote of all the holders of the outstanding shares of said KING KORN STAMP COMPANY.

WITNESS my hand this 25th day of July, 1955.

/s/ N. J. Constantine
Secretary

(no corporate seal)

CERTIFICATE OF THE SECRETARY OF KING
KORN STAMP SYSTEM, INC. OF ADOPTION
OF AGREEMENT BY ITS STOCKHOLDERS

I, NICHOLAS J. CONSTANTINE, Secretary of KING KORN STAMP SYSTEM, INC., a Delaware corporation, hereby certify as such secretary and under the seal of that corporation, that the foregoing Plan and Agreement of Merger, after having been first duly signed by all of the directors of said KING KORN STAMP SYSTEM, INC., and duly approved by the Board of Directors of KING KORN STAMP COMPANY, an Iowa corporation, was duly submitted to the stockholders of said KING KORN STAMP SYSTEM, INC. at a special meeting thereof called separately for the purpose of taking said Plan and Agreement of Merger into consideration, and held on the 25th day of July, 1955 pursuant to written waiver of notice and consent signed by the holders of all the outstanding shares of said KING KORN STAMP SYSTEM, INC., in accordance with the provisions of the general corporation laws of the State of Delaware; and that at said meeting said Plan and Agreement of Merger was considered, and a vote was taken for the adoption or rejection of the same, and that the votes of stockholders of said KING KORN STAMP SYSTEM, INC. representing all of the total number of shares of its capital stock were for the adoption of said Plan and Agreement of Merger.

WITNESS my hand and seal of said KING KORN STAMP SYSTEM, INC., this 25th day of July, 1955.

/s/ N. J. Constantine
Secretary

KING KORN STAMP SYSTEM, INC.
DELAWARE
CORPORATE SEAL 1955

(corporate seal)

The above and foregoing Plan and Agreement of Merger having been authorized by a majority of the directors, and executed by a majority of the Board of Directors, and by the duly authorized officers, under the corporate seal of each corporate party thereto, and having been duly submitted to and considered by the stockholders of each corporate party thereto at said meeting thereof separately called and held in accordance with the statutes of the State of Delaware and of the State of Iowa, and having been duly adopted by the votes cast by ballot of the stockholders of each corporate party thereto representing more than two-thirds (2/3rds) of the total number of issued and outstanding shares of the capital stock of each such corporate party, all in accordance with the statutes of the State of Delaware and of the State of Iowa, and that fact having been certified on said Plan and Agreement of Merger by the Secretary of KING KORN STAMP COMPANY, an Iowa corporation, and by the Secretary of KING KORN STAMP SYSTEM, INC., a corporation of the State of Delaware, the president and the secretary of each of said constituent corporations do now hereby execute said Plan and Agreement of Merger under the corporate seals of their respective corporations, pursuant to due authority, as the respective act, deed and agreement of each of said corporations, on this 25th day of July, 1955.

KING KORN STAMP COMPANY,
an Iowa corporation,

By /s/ Peter Volid
President

N. J. Constantine
Secretary

ATTEST:

/s/ N. J. Constantine
Secretary

(No corporate seal)

KING KORN STAMP SYSTEM, INC.,
a Delaware corporation,

By /s/ Peter Volid
President

/s/ N. J. Constantine
Secretary

KING DORN STAMP SYSTEM, INC.
DELAWARE 1955
CORPORATE SEAL

ATTEST:

/s/ N. J. Constantine
Secretary

(corporate seal)

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

Personally appeared before me a Notary Public in and for the County and State aforesaid this 25th day of July, 1955, the above named PETER VOLID, President, and NICHOLAS J. CONSTANTINE, Secretary, of KING KORN STAMP COMPANY, an Iowa corporation, which executed the foregoing Plan and Agreement of Merger, who, each for himself, acknowledged the signing of the foregoing Plan and Agreement of Merger to be his free act and deed and to be the act and deed of said corporation, for the uses and purposes therein mentioned.

WITNESS my hand and official seal the day and year aforesaid.

/s/ Peter E. Pallis
Notary Public

My commission expires Mar. 19, 1958

PETER E. PALLIS (notarial seal)
COOK COUNTY, ILL.
NOTARY PUBLIC

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

I, Peter E. Pallis, a Notary Public in and for said County in the State aforesaid, do hereby certify that Peter Volid, President of KING KORN STAMP SYSTEM, INC., 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, the said Peter Volid, 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 KING KORN STAMP SYSTEM, INC.; that the signatures of the President and the Secretary of said corporation to said foregoing Plan and Agreement of Merger are in the handwriting of said PETER VOLID, President, and NICHOLAS J. CONSTANTINE, Secretary, of said KING KORN STAMP SYSTEM, INC., and that the seal affixed to the said Plan and Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 25th day of July, 1955.

/s/ Peter E. Pallis
Notary Public

My commission expires Mar. 19, 1958

(notarial seal)

PETER E. PALLIS
COOK COUNTY, ILL.
NOTARY PUBLIC