



Department of State.

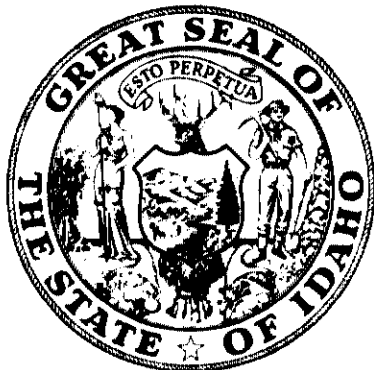
**CERTIFICATE OF REGISTRATION
OF**

BROJO, A LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BROJO, A LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to BROJO, A LIMITED PARTNERSHIP to transact business in this State under the name BROJO, A LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated July 1, 1983.



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

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SECRETARY OF
STATE

1. The name of the limited partnership is BROJO, A LIMITED PARTNERSHIP

2. The name which it shall use in Idaho is BROJO, A LIMITED PARTNERSHIP

3. It is organized under the laws of New Jersey

4. The date of its formation is June 28, 1983

5. The address of its registered or principal office in the state or country under the laws of which it is organized is Until 7/1/83: Wilentz, Goldman & Spitzer, Plaza 9 Bldg, 900 Route 9, P.O. Box 10, Woodbridge, NJ 07095 on and after 7/2/83: Alan V. Lowenstein, 65 Livingston Ave., Roseland, NJ 07068

6. The name and street address of its proposed registered agent in Idaho are Roseland, NJ 07068
C T CORPORATION SYSTEM, 300 North 6th Street, Boise, Idaho 83701

7. The general character of the business it proposes to transact in Idaho is:
The manufacturing, lease and/or sale of library services and supplies, books, greeting cards and gifts, and office, engineering and art supplies.

8. The names and business addresses of its partners are (must be completed only if not included in the certificate of limited partnership):

Name	General or Limited	Address
<u>Nubro, Inc.</u>	<u>General</u>	<u>26 Broadway, N.Y., N.Y. 10004 Attn: D. Holmes</u> <u>on and after July 1, 1983: C/O Brodart Co.</u> <u>500 Arch St., Williamsport, PA 17705</u> <u>Attn: John D. Burfeindt</u>
<u>Goldome Bank for Savings Limited</u>		<u>One Fountain Plaza</u> <u>Buffalo, N.Y. 14203</u>
_____	_____	_____
_____	_____	_____
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_____	_____	_____

(continued on reverse)

8. (Continued)

Name	General or Limited	Address

9. This Application is accompanied by a copy of the certificate of limited partnership and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is organized.

Dated June 28, 19 83

NUBRO, INC., General Partner
By Joseph D. Lergen
A General Partner

STATE OF New Jersey)
COUNTY OF Essex) ss:

I, Clair J. Palumbo, a notary public, do hereby certify that on this
28th day of June, 19 83, personally appeared
before me Joseph D. Lergen, who being by me first duly sworn,
President of NUBRO, INC.
declared that he is a general partner of NUBRO, A LIMITED PARTNERSHIP

that he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

Clair J. Palumbo
Notary Public
CLAIR J. PALUMBO
A Notary Public of New Jersey
My Commission Expires Nov. 13, 1985

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SECRETARY OF
STATE

CERTIFICATE OF LIMITED PARTNERSHIP

OF

BROJO, A LIMITED PARTNERSHIP

WE, THE UNDERSIGNED, being all of the subscribers whose name and addresses are set forth at the foot of this Certificate, for the purpose of forming a limited partnership (the "Partnership") pursuant to the provisions of the Uniform Limited Partnership Law of the State of New Jersey do hereby certify, state and agree:

FIRST: The name of the Partnership is Brojo, a limited partnership.

SECOND: The business and purposes of the Partnership business are, either directly or indirectly through participation as a general partner of another general or limited partnership, (a) to acquire the business and assets, subject to certain of the liabilities, of Bro-Dart Industries, a New Jersey corporation, and its subsidiaries (collectively, "Bro-Dart"); (b) to conduct and carry on the business and manage the assets acquired and such other related business and assets as may subsequently be acquired or developed by the Partnership (collectively, the "Operations"); (c) to employ personnel to manage the Operations; and (d) to take all actions necessary and appropriate in

order to consummate such acquisition and thereafter to carry on the Operations. The Partnership shall conduct no other business.

THIRD: The location of the principal place of business of the partnership is at Plaza 9 Building, 900 Route 9, Woodbridge, New Jersey 07095.

FOURTH: The general partner of the Partnership is Nubro, Inc., a Delaware corporation, with an address at 306 South State Street, Dover, Delaware 19901. The limited partner of the partnership is Goldome Bank for Savings, a mutual savings bank organized under the laws of the State of New York, with an address at One Fountain Plaza, Buffalo, New York 14203.

FIFTH: The term of the Partnership shall commence upon the filing of this Certificate of Limited Partnership and shall continue until December 31, 2023 unless sooner terminated by mutual agreement of the partners or otherwise as set forth in the Limited Partnership Agreement.

SIXTH: The amount of cash contributed by the limited partner to the capital of the Partnership is \$100. No other property of any form has been contributed by the limited partner.

SEVENTH: Subject to and upon the closing of the acquisition of the business and assets of Bro-Dart, the limited partner shall contribute \$249,900 of additional capital to the Partnership.

EIGHTH: The time when the capital contribution of the limited partner is to be returned is upon dissolution of the Partnership.

NINTH: Initially, 90% of all items of net income or net loss for each fiscal year of the Partnership ending on or before December 31, 1987, shall be credited or charged, as the case may be, to the limited partner. Thereafter, 10% of all items of net income or net loss for each fiscal year shall be credited or charged, as the case may be, to the limited partner.

TENTH: The limited partner shall have no right to substitute an assignee as a contributor in his place without the consent of the general partner.

ELEVENTH: The partners shall not have any right to admit additional limited partners.

TWELFTH: The limited partner shall not be entitled to demand and receive property in kind in return for its capital contribution.

IN WITNESS WHEREOF, the partners duly executed
this Certificate of Limited Partnership as of this 27th day
of June, 1983.

GENERAL PARTNER

NUBRO, INC.


By


Chairman of the Board

LIMITED PARTNER

GOLDOME BANK FOR SAVINGS

By

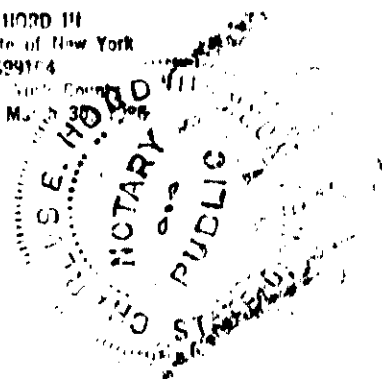

Treasurer

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On the 26th day of June, 1983, before me personally came Arthur Brody, to me known, who being duly sworn, did depose and say that he resides at 18767 Lunada Point, San Diego, California 92128, that he is a Chairman of the Board of Nubro, Inc., a Delaware Corporation, and that he executed the foregoing instrument, that he had the authority to sign the same and as the act and deed of said corporation for the uses and purposes therein mentioned.

Charles E. Hord III
Notary Public

CHARLES E. HORD III
Notary Public, State of New York
No. 31 4694104
Qualified in New York County
Commission Expires March 30, 1985



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STATE OF NEW YORK)
COUNTY OF ERIE) SS.:

On the 24th day of June, 1983, before me personally came Gary M. Brost, to me known, who being duly sworn, did depose and say that he resides at 314 Burroughs Drive Snyder, New York 14226 that he is a Treasurer of Goldome Bank for Savings, a mutual savings bank organized under the laws of the State of New York, and that he executed the foregoing instrument, that he had the authority to sign the same and as the act and deed of said corporation for the uses and purposes therein mentioned.


Notary Public

KATHLEEN A. GUENTHER
Notary Public State of New York
Qualified in Erie County
My Commission Expires March 30, 19....

RECORDED AND INDEXED
JUN 28 1983
NOTARY PUBLIC
JUL 1 1983

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WILENTZ, GOLDMAN & SPITZER
PC BOX 10
WILMINGTON, DE 19805 (KBF)