

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

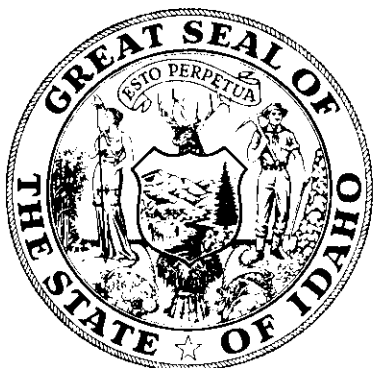
NUBRO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **NUBRO, INC.**

_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation 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 Authority to **NUBRO, INC.**
to transact business in this State under the name **NUBRO, INC.**
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **June 29, 1983**



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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SECRETARY OF STATE
- The name of the corporation is Nubro, Inc.
 - *The name which it shall use in Idaho is Nubro, Inc.
 - It is incorporated under the laws of Delaware
 - The date of its incorporation is April 18, 1983 and the period of its duration is unlimited
 - The address of its principal office in the state or country under the laws of which it is incorporated is 306 South State Street, Kent County, Dover, Delaware
 - The address of its proposed registered office in Idaho is 300 N. 6th Street, Boise, ID 83701 and the name of its proposed registered agent in Idaho at that address is CT Corporation System
 - The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Acting as general partner of a partnership engaged in the manufacturing, lease and/or sale of library services and supplies, books, greeting cards and gifts, and office, engineering and art supplies.
 - The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Arthur D. Brody</u>	<u>Chairman & Director</u>	<u>18767 Lunada Point, San Diego CA 92128</u>
<u>Joseph D. Largen</u>	<u>Director</u>	<u>7313 Borla Place, Carlsbad, CA 92008</u>
<u>Joseph D. Largen</u>	<u>President</u>	<u>7313 Borla Place, Carlsbad, CA 92008</u>
* <u>John D. Burfeindt</u>	<u>Vice Pres.</u>	<u>1201 Ballamont Dr. N.W., Williamsport, PA 17701</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100,000</u>	<u>Common</u>	<u>\$1</u>
_____	_____	_____
_____	_____	_____

* Donald Brody

Ass't Secy.

45 Menlo Place
Berkeley, Ca. 94707

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
67,000	common	\$ 1

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 23, 19 83.

Nubro, Inc.

By

Its

President

and

Its

Secretary

STATE OF New Jersey)
COUNTY OF Essex) ss:

I, Clair Palumbo, a notary public, do hereby certify that on this 23rd day of June, 19 83, personally appeared before me Joseph Lazen, who being by me first duly sworn, declared that he is the Pres of Nubro, Inc.

that he signed the foregoing document as Pres of the corporation and that the statements therein contained are true.

CLAIR J. PALUMBO
A Notary Public of New Jersey
My Commission Expires Nov. 15, 1985

Clair J. Palumbo
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



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SECRETARY OF
STATE

State of DELAWARE

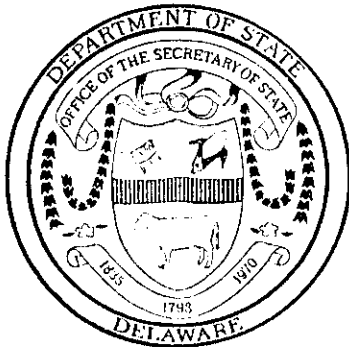


Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of

Certificate of _____ Incorporation _____

filed in this office on _____ April 18, 1983 _____



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: _____

M. Toa

DATE: _____

June 20, 1983

FILED

APR 18 1963

9AM

John C. Kelly
RECEIVED OF STATE

CERTIFICATE OF INCORPORATION
OF
NUBRO, INC.

The undersigned, in order to form a corporation pursuant to the General Corporation Law of the State of Delaware, certifies:

FIRST: The name of the corporation is NUBRO, INC.

SECOND: The registered office of the corporation in the State of Delaware is located at 306 South State Street, Kent County, Dover, Delaware. The name of its registered agent at such address is the United States Corporation Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware as presently in effect or as it may hereafter be amended.

FOURTH: The total number of shares of all classes of stock which the corporation shall have authority to issue is one hundred thousand (100,000) shares of Common Stock, par value of \$1.00 per share.

FIFTH: The name and mailing address of the incorporator is Dave S. Hattem, Suite 1400, 26 Broadway, New York, New York 10004.

SIXTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and stockholders, it is further provided that:

1. The election of directors of the corporation need not be by written ballot unless the by-laws so require.

2. In furtherance and not in limitation of the powers conferred by statute, the Board of

Directors is expressly authorized:

(a) To adopt, amend or repeal by-laws of the corporation in the manner provided in the by-laws of the corporation.

(b) Without the assent or vote of the stockholders, to authorize and issue obligations of the corporation, secured or unsecured, and to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine.

(c) To exercise all of the powers of the corporation except those which by law or this certificate of incorporation expressly require the consent of the stockholders.

3. Any vote or votes authorizing liquidation of the corporation or proceedings for its dissolution may provide, subject to the rights of creditors and preferred stockholders, if any, for the distribution pro rata among the stockholders of the corporation of the assets of the corporation, wholly or in part, in cash or in kind, whether such assets be in cash or other property, and any such vote or votes may authorize the Board of Directors of the corporation to determine the valuation of the different assets of the corporation for the purpose of such liquidation and may divide or authorize the Board of Directors to divide such assets or any part thereof among the stockholders of the corporation, in such manner that every stockholder will receive a proportionate amount in value (determined as aforesaid) of cash and/or property of the corporation upon such liquidation or dissolution even though each stockholder may not receive a strictly proportionate part of each such asset.

SEVENTH: No stockholder shall have any preemptive right to subscribe to an additional issue of stock or to any security convertible into such stock.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereinafter prescribed by statute, and all rights conferred

upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of April, 1983.

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