

Department of State.

**CERTIFICATE OF AUTHORITY
OF
Anacomp, Inc.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of Anacomp, Inc.

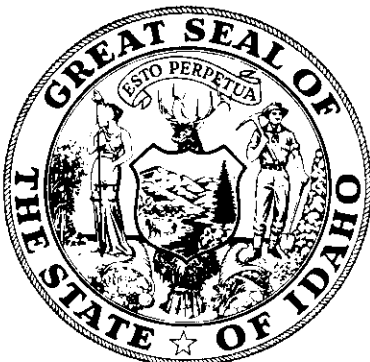
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to Anacomp, Inc.

to transact business in this State under the name Anacomp, Inc.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated October 26, 1979



Robt. C. Casareno
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED

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:

1. The name of the corporation is Anacomp, Inc.
2. *The name which it shall use in Idaho is Anacomp, Inc.
3. It is incorporated under the laws of Nevada
4. The date of its incorporation is August 14, 1979 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is One East First Street, Reno, Nevada
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Data Processing Services

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Attached Rider</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>1,000</u>	<u>Common</u>	<u>\$1.00</u>

(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
<u>100</u>	<u>Common</u>	<u>\$1.00</u>

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 October 4, _____, 19 79

Anacom, Inc.
 X By Ronald D. Palamara
 Ronald D. Palamara
 Its _____ President
 X and Stanley E. Hirschfeld
 Stanley E. Hirschfeld
 Its _____ Secretary

STATE OF INDIANA)
) ss:
COUNTY OF MARION)

I, Karen L. Denney, a notary public, do hereby certify that on this 4th day of October, 19 79, personally appeared before me Ronald D. Palamara, who being by me first duly sworn, declared that he is the President of Anacomp, Inc.

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

Karen L. Danney
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.

RIDER

President	Ronald D. Palamara	6161 Hillside Ave. Indianapolis, IN 46220
V.P. & Sec.	Stanley E. Hirschfeld	6161 Hillside Ave. Indianapolis, IN 46220
Treasurer	Robert L. Parke	6161 Hillside Ave. Indianapolis, IN 46220
Director	Ronald D. Palamara	6161 Hillside Ave. Indianapolis, IN 46220
Director	Stanley E. Hirschfeld	6161 Hillside Ave. Indianapolis, IN 46220
Director	Robert L. Parke	6161 Hillside Ave. Indianapolis, IN 46220

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

AUG 1 1971

WM. SWACKHAMER - SECRETARY OF STATE

WM. Swackhamer
No. 4539-79

ARTICLES OF INCORPORATION

OF

ANACOMP, INC. SECRETARY OF
STATE

FILED
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INCORPORATION SYSTEM
200 S. La Salle Street
Chicago, Illinois 60604

FIRST: The name of the corporation is Anacomp, Inc.

SECOND: Its principal office in the State of Nevada is located at One East First Street, Reno, Washoe County, Nevada 89501. The name and address of its resident agent is The Corporation Trust Company of Nevada, One East First Street, Reno, Nevada 89501.

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

To engage in any lawful activity and 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 hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises and to take the same by devise or bequest.

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

To acquire, hold, use, sell, assign, lease, grant license 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 guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of the indebtedness created by any other corporation or corporations of this state, or any other state or government, and, while owner of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.

To borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful objects.

To purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or funds; 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; and provided further, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholders' quorum or vote.

To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects hereinbefore set forth.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these articles 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.

FOURTH: The amount of the total authorized capital stock of the corporation is One Thousand and 00/100 Dollars (\$1,000.00) consisting of One Thousand (1,000) shares of stock of the par value of One and 00/100 Dollars (\$1.00) each.

FIFTH: The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of this corporation, provided that the number of directors shall not be reduced to less than three (3), except that in cases where all the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names and post office addresses of the first board of directors, which shall be three (3) in number, are as follows:

Ronald D. Palamara	6161 Hillside Ave., Indianapolis, IN. 46220
Stanley E. Hirschfeld	6161 Hillside Ave., Indianapolis, IN. 46220
Robert L. Parke	6161 Hillside Ave., Indianapolis, IN. 46220

SIXTH: The capital stock, after the amount of the subscription price, or par value has been paid in shall not be subject to assessment to pay the debts of the corporation.

SEVENTH: The name and post office address of each of the incorporators signing the articles of incorporation are as follows:

Ronald D. Palamara	6161 Hillside Ave., Indianapolis, In. 46220
Stanley E. Hirschfeld	6161 Hillside Ave., Indianapolis, In. 46220
Robert L. Parke	6161 Hillside Ave., Indianapolis, In. 46220

EIGHTH: The corporation is to have perpetual existence.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized;

Subject to the bylaws, if any, adopted by the stockholders, to make, alter or amend the bylaws of the corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

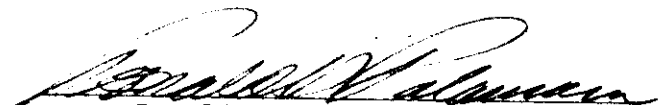
By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation, which, to the extent provided in the resolution or in the bylaws of the corporation, shall have and may exercise the powers of the 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 and names as may be stated in the bylaws 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 stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders' meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting 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 as its board of directors deem expedient and for the best interests of the corporation.

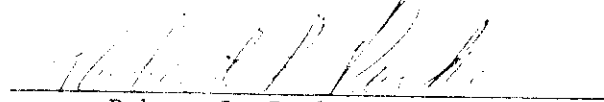
TENTH: Meetings of stockholders may be held outside the State of Nevada, if the bylaws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Nevada at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in the articles of incorporation, in the manner now or hereafter prescribed by statute, or by the articles of incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this 27th day of July, 1979,


Ronald D. Palamara



Stanley E. Hirschfeld


Robert L. Parke

STATE OF INDIANA

COUNTY OF MARION

On this 27th day of July, 1979, before me, a Notary Public, personally appeared Ronald D. Palamara, Stanley E. Hirschfeld, and Robert L. Parke, who severally acknowledged that they executed the above instrument.


Notary Public

My Commission Expires December 14, 1981.