

State of Idaho

Department of State

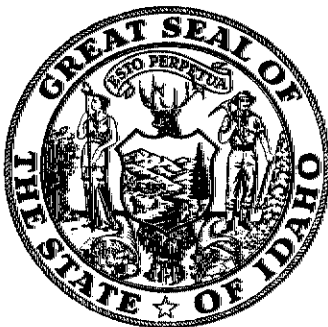
CERTIFICATE OF DISSOLUTION OF

CONTINENTAL MARKETING CORPORATION
File Number C 93510

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of CONTINENTAL MARKETING CORPORATION, duly executed 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 Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated: January 2, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonuya Herold*

ARTICLES OF DISSOLUTION

PURSUANT TO SECTION 30-1-92 OF THE

JAN 2 3 40 PM '96

IDAHO BUSINESS CORPORATION ACT

DEC 22 2 51 PM '95

SECRETARY OF STATE
STATE OF IDAHO

OF

SECRETARY OF STATE
STATE OF IDAHO

CONTINENTAL MARKETING CORPORATION

Pursuant to the provisions of Section 30-1-92 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

FIRST: The name of the corporation is: CONTINENTAL MARKETING CORPORATION
The address is 101 S. Capitol Blvd., Suite 1000, Boise, ID 83702.

SECOND: The names and addresses of the last officers and directors of the corporation and their respective offices are:

<u>NAME. OFFICE</u>	<u>ADDRESS</u>
Timothy F. O'Keefe, President	1750 E. Golf Road, Schaumburg, IL 60173
Mark S. Fischer, Exec. VP of Operations	1750 E. Golf Road, Schaumburg, IL 60173
A. Clark Waid, III, Secretary	1750 E. Golf Road, Schaumburg, IL 60173
Peter W. Nauert, Director	304 N. Main Street, Rockford, IL 61101
W.B. Van Vleet, Director	304 N. Main Street, Rockford, IL 61101
Charles Scheper, Director	205 W. Fourth Street, Cincinnati, OH 45201
Michael A. Cavataio, Director	3125 Ramsgate Road, Rockford, IL 61114

THIRD: The notice required by Section 30-1-87, Idaho Code, has been given.

FOURTH: All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

FIFTH: All remaining property and assets of the corporation have been distributed among its shareholders, in accordance with the provisions in the articles of incorporation, or if there is no provision then in proportion to their respective rights and interests.

SIXTH: There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

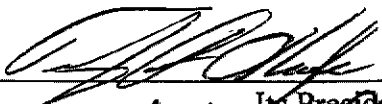

IDAHO SECRETARY OF STATE
DATE 12/22/1995 8900 24540
CR #: 10760390 CUST# 15348

PROF DISSO
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SEVENTH: A duplicate original of the consent of shareholders to dissolve or a verified copy of the resolution to dissolve is annexed hereto.

Dated November 15, 1995.

CONTINENTAL MARKETING CORPORATION

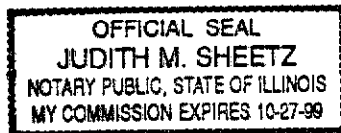
By 
Its President
and 
Its Secretary

STATE OF Ill)

) SS

COUNTY OF Cook)

I, Judith M. Sheetz, a notary public, do hereby certify that on this 15th day of November, 19 95, personally appeared before me Timothy O'Keefe, Clarkwood who, being by me first duly sworn, declared that he is the President / secretary of Continental Marketing Corp., that he signed the foregoing document as President / secretary of the corporation, and that the statements therein contained are true.



Judith M. Sheetz
Notary Public for Illinois

Residing at: Carpentersville, IL

My Commission Expires: 10/27/99

**WRITTEN CONSENT OF THE SOLE SHAREHOLDER OF
CONTINENTAL MARKETING CORPORATION**

The undersigned, being the sole Shareholder of Continental Marketing Corporation, do hereby, pursuant to Idaho law and the bylaws of the Company, approve and consent to adopt the following action:

IN RE: DISSOLUTION OF CONTINENTAL MARKETING CORPORATION

WHEREAS, the Corporation wishes to withdraw from the State of Idaho and the undersigned deems it to be in the best interests of the Corporation that it be dissolved at this time; and

WHEREAS, the Corporation has paid all its indebtedness and has no liabilities whatsoever outstanding against it; and

WHEREAS, there are 1,000 shares of the Corporation's common stock authorized, issued and outstanding, all of which are held by Design Benefit Plans, Inc.

NOW, THEREFORE, BE IT RESOLVED that Continental Marketing Corporation surrender its charter to the State of Idaho and that it cease to be and exist as a corporation.

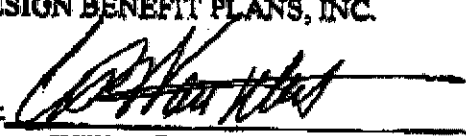
IN WITNESS WHEREOF, the undersigned, being so authorized, affixes his signature as a member of the Board of the sole shareholder, Design Benefit Plans, Inc.

The original of this consent, after execution, shall be filed in the appropriate order of the Minute Book of the corporation.

November 15, 1995

DESIGN BENEFIT PLANS, INC.

By:



William B. Van Vleet, Director