

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

ACG HOLDINGS, INC.

\_\_\_\_\_, 2008

ACG Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certifies that:

A. The name of the Corporation is ACG Holdings, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on \_\_\_\_\_, \_\_\_\_\_.

B. This Amended and Restated Certificate of Incorporation has been deemed approved without the need for Board of Directors or stockholder approval pursuant to Section 303 of the DGCL because it is adopted pursuant to the Joint Plan of Reorganization of the Corporation and certain of its subsidiaries, dated \_\_\_\_\_, 2008 as confirmed on \_\_\_\_\_, 2008 by the United States Bankruptcy Court for the District of Delaware.

C. The text of the Certificate of Incorporation is hereby amended and restated in its entirety to provide as herein set forth in full.

\* \* \*

FIRST: The name of the corporation is:

ACG Holdings, Inc.

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The corporation is authorized to issue one class of stock, to be designated "*Common Stock*" with a par value of \$0.01 per share. The total number of shares of Common Stock that the corporation shall have authority to issue is 1,000.

FIFTH: The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the corporation, the directors are hereby empowered to exercise all such

powers and do all such acts and things as may be exercised or done by the corporation. Election of directors need not be by written ballot, unless the Bylaws so provide.

SIXTH: The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the corporation.

SEVENTH: To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article SEVENTH by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of, or increase the liability of any director of the corporation with respect to any acts or omissions occurring prior to, such repeal or modification.

EIGHTH: (a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person seeking indemnification did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and

only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to ARTICLE EIGHTH (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith. If such director, officer, employee or agent is not wholly successful on the merits or otherwise in defense of any action, suit or proceeding referred to in ARTICLE EIGHTH (a) and (b), but is successful, on the merits or otherwise, as to one or more but less than all claims, issues or matters in such action, suit or proceeding, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with each successfully resolved claim, issue or matter. For purposes of this ARTICLE EIGHTH, and without limitation, the termination of any claim, issue or matter in any action, suit or proceeding by dismissal, with or without prejudice, shall be deemed to be a successful result as to such claim, action or matter.

(d) Any indemnification under ARTICLE EIGHTH (a) and (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in such ARTICLE EIGHTH (a) and (b). Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders of the corporation.

(e) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation authorized in this ARTICLE EIGHTH. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(f) The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this ARTICLE EIGHTH shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

(g) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of Section 145 of the General corporation Law. The corporation shall not be liable under this ARTICLE EIGHTH to make any payment of amounts otherwise indemnifiable hereunder if and to the extent that a person indemnified hereunder has otherwise actually received any payment under any such insurance policy.

(h) Notwithstanding any other provision of this ARTICLE EIGHTH, to the extent that any director, officer, employee or agent of the corporation is, by reason of his being a director, officer, employee or agent of the corporation or a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise and is serving in such capacity at the request of the corporation, a witness in any action, suit or proceeding, he shall be indemnified against all expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(i) For purposes of this ARTICLE EIGHTH, references to “the corporation” shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this ARTICLE EIGHTH with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(j) For purposes of this ARTICLE EIGHTH, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any services as a director, officer, employee or agent of the corporation which imposes duties on, or involves service by, such director, officer, employee or agent with respect to any employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this ARTICLE EIGHTH.

(k) The indemnification and advancement of expenses provided by, or granted pursuant to, this ARTICLE EIGHTH shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(l) In the event of any payment by the corporation under this ARTICLE EIGHTH, the corporation shall be subrogated to the extent of such payment to all of the rights of recovery of any person indemnified hereunder, who shall execute all papers required and take all action necessary to secure such rights, including, without limitation, execution of such documents as are necessary to enable the corporation to bring suit to enforce such rights.

(m) The rights of indemnification and for any person indemnified hereunder to receive advancement of any expenses as provided by this ARTICLE EIGHTH shall not be deemed exclusive of any other rights to which such indemnified person may at any time be entitled under applicable law, this Certificate of Incorporation, the By-laws of the corporation, any agreement, a vote of the stockholders of the corporation, a resolution of the Board of Directors or otherwise. No amendment, alteration or repeal of this ARTICLE EIGHTH or of any provision hereof shall be effective as to any person indemnified hereunder with respect to any action taken or

omitted to be taken by such indemnified person in his capacity as a director, officer, employee or agent of the corporation, or as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise that he is serving at the request of the corporation, prior to such amendment, alteration or repeal.

(n) If any provision of this ARTICLE EIGHTH shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and enforceability of the remaining provisions of this ARTICLE EIGHTH (including, without limitation, each portion of any Section of this ARTICLE EIGHTH containing any such provision held to be invalid, illegal or unenforceable, that is not itself invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (b) to the fullest extent possible, the provisions of this ARTICLE EIGHTH (including, without limitation, each portion of any Section of this ARTICLE EIGHTH containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

(o) Notwithstanding any provision of this ARTICLE EIGHTH to the contrary, no person shall be entitled to indemnification or advancement of expenses under this ARTICLE EIGHTH with respect to any action, suit or proceeding, or any claim therein, brought or made by him against the corporation.

NINTH: Subject to further amendments of this Amended and Restated Certificate of Incorporation of the Corporation, as provided by applicable law, the Corporation shall not issue any non-voting equity securities in violation of Section 1123(a)(6) of title 11 of the United States Code.

THIS AMENDED AND RESTATED CERTIFICATE OF INCORPORATION is executed as of this \_\_\_\_ day of \_\_\_\_\_, 2008.

**ACG HOLDINGS, INC.**

By:

\_\_\_\_\_

Name:

Title:

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
AMERICAN COLOR GRAPHICS, INC.

Under Section 805 of the Business Corporation Law  
of the State of New York

American Color Graphics, Inc., a corporation organized and existing under the laws of the State of New York (the "Corporation") certifies that:

FIRST: The name of the Corporation is American Color Graphics, Inc. The Corporation's original Certificate of Incorporation was filed with the Department of State of the State of New York on July 27, 1972, under the name GBP Industries Inc.

SECOND: The Certificate of Incorporation of the Corporation is hereby amended by adding a new Section (9) as follows:

**"(9) Subject to further amendments of this Certificate of Incorporation of the Corporation, as provided by applicable law, the Corporation shall not issue any non-voting equity securities in violation of section 1123(a)(6) of title 11 of the United States Code."**

THIRD: This amendment to the Certificate of Incorporation has been deemed approved without the need for Board of Directors or stockholder approval pursuant to Section 808(a) of the New York Business Corporation Law because it is adopted pursuant to the Joint Plan of Reorganization of the Corporation and certain of its affiliates, dated \_\_\_\_\_, 2008 as confirmed on \_\_\_\_\_, 2008 by the United States Bankruptcy Court for the District of Delaware.

IN WITNESS WHEREOF, I have subscribed this certificate and do hereby affirm the foregoing as true under the penalties of perjury, this \_\_\_\_ day of \_\_\_\_\_, 2008.

AMERICAN COLOR GRAPHICS, INC.

---

Name:

Title:



1991115000475

**CERTIFICATE OF CHANGE  
OF**

**AMERICAN COLOR GRAPHICS, INC.**

**Under Section 805-A of the Business Corporation Law**

1. The name of the corporation is  
**AMERICAN COLOR GRAPHICS, INC.**  
  
If applicable, the original name under which it was formed is  
**GBP INDUSTRIES INC.**
2. The Certificate of Incorporation of said corporation was filed by the Department of State  
on **7/27/72.**
3. The address of **C T Corporation System** as the registered agent of said corporation is  
hereby changed from **C T CORPORATION SYSTEM, 1633 BROADWAY, NEW  
YORK, NY 10019** to **111 Eighth Avenue, New York, New York 10011.**
4. The address to which the Secretary of State shall mail a copy of process in any action or  
proceeding against the corporation which may be served on him is hereby changed from  
**c/o CT CORPORATION SYSTEM, 1633 BROADWAY, NEW YORK, NY 10019** to  
**c/o C T Corporation System, 111 Eighth Avenue, New York, New York 10011.**
5. Notice of the above changes was mailed to the corporation by **C T Corporation System**  
not less than 30 days prior to the date of delivery to the Department of State and such  
corporation has not objected thereto.
6. **C T Corporation System** is both the agent of such corporation to whose address the  
Secretary of State is required to mail copies of process and the registered agent of such  
corporation.

IN WITNESS WHEREOF, I have signed this certificate on September 1, 1999 and affirm the  
statements contained herein as true under penalties of perjury.

**C T CORPORATION SYSTEM**

By: *Kenneth J. Uva*  
**Kenneth J. Uva**  
Vice President

NY Domestic Corporation agent process address

991115000472

E9 - DRAWDOWN

CERTIFICATE OF CHANGE  
OF

AMERICAN COLOR GRAPHICS, INC.

Under Section 805-A of the Business Corporation Law

Filed by: C T CORPORATION SYSTEM  
114 Eighth Avenue  
New York, New York 10011

STATE OF NEW YORK  
DEPARTMENT OF STATE

NOV 15 1998

By

RAK  
RAK  
EXE

NY Domestic Corporation agent and/or process address

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991115000472

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**April 15, 2005**



A handwritten signature in black ink, appearing to read "R. M. ...", is written over the printed title "Secretary of State".

*Secretary of State*

F970711000139

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
SULLIVAN GRAPHICS, INC.**

CSC 45

Under Section 805 of the Business Corporation Law

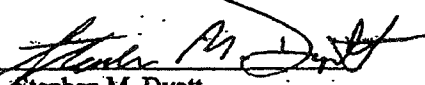
The undersigned, being, respectively, the President and Secretary of Sullivan Graphics, Inc., hereby certify:

1. The name of the corporation is Sullivan Graphics, Inc. The original name of the corporation is GBP Industries Inc..
2. Its Certificate of Incorporation was filed with the Department of State on July 27, 1972, and amended on October 13, 1989.
3. Its Certificate of Incorporation is hereby amended to change the name of the corporation to American Color Graphics, Inc. Article 1 of the Certificate of Incorporation is hereby struck and deleted in its entirety and replaced with: 1 "The name of the proposed corporation is: American Color Graphics, Inc."
4. The foregoing amendment to the Certificate of Incorporation was authorized by a vote of the Board of Directors followed by the written consent of the sole shareholder of the corporation.

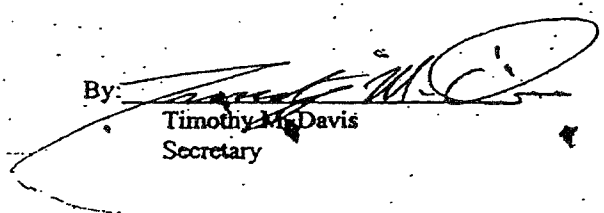
IN WITNESS WHEREOF, the undersigned have signed this certificate this 1st day of July, 1997, and affirm the statements herein as true under penalties of perjury.

SULLIVAN GRAPHICS, INC.

By:

  
Stephen M. Dyott  
President

By:

  
Timothy M. Davis  
Secretary

F.970711000139

CSC 45

CERTIFICATE OF AMENDMENT

OF

SULLIVAN GRAPHICS, INC.

Under Section 805 of the Business Corporation Law

1CC  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUL 11 1997

TAX \$

BY:

ERIE

FILED BY:

SULLIVAN GRAPHICS, INC.  
100 WINNERS CIRCLE  
BRENTWOOD, TN 37027

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BILLED

970711000144

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

Witness my hand and seal of the Department of State on

**April 15, 2005**



A handwritten signature in black ink, appearing to read "R. A. S.", written over a horizontal line.

*Secretary of State*

CT-07

9612270004

**CERTIFICATE OF MERGER**

**OF**

**MAIL & MEDIA, INC.**

**INTO**

**SULLIVAN GRAPHICS, INC.**

**UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW**

We, the undersigned, Patrick W. Kellick and Timothy M. Davis, being respectively the Vice President and the Secretary of Mail & Media, Inc., a Delaware corporation, and Patrick W. Kellick and Timothy M. Davis, being respectively the Vice President and the Secretary of Sullivan Graphics, Inc., a New York corporation, hereby certify:

(a) The name of each constituent corporation is as follows:

Mail & Media, Inc.  
Sullivan Graphics, Inc.

(b) The name of the surviving corporation is Sullivan Graphics, Inc.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation	Designation of Shares in Each Class or Series Outstanding	Number of Shares in Each Class or Series Outstanding	Class or Series of Shares Entitled to Vote	Shares Entitled to Vote as Class or Series
Mail & Media, Inc.	Common Stock	350,000	Common Stock	350,000
Sullivan Graphics, Inc.	Class A Common Stock	135,276.9		
	Class B Common Stock	3	Class B Common Stock	3

3. The merger was adopted by each constituent corporation in the following manner:

- (a) As to Mail & Media, Inc., by the written consent of the sole shareholder.
- (b) As to Sullivan Graphics, Inc., by the written consent of the sole shareholder.

4. Mail & Media, Inc. was incorporated on the fifth day of June, 1984, pursuant to the Business Corporation Code of the State of Georgia.

5. Mail & Media, Inc. has not filed an application for authority to do business in the State of New York.

6. Sullivan Graphics, Inc. was incorporated on the twenty-seventh day of July, 1972, pursuant to the Business Corporation Law of the State of New York.



IN WITNESS WHEREOF, we have signed this certificate on the 31st day  
of December, 1996, and we affirm the statements contained therein as true under the penalties of  
perjury.

MAIL & MEDIA, INC.

By:

*Patrick W. Kellick*

Patrick W. Kellick VP

By:

*Timothy M. Davis*

Timothy M. Davis  
Secretary

SULLIVAN GRAPHICS, INC.

By:

*Patrick W. Kellick*

Patrick W. Kellick  
Vice President

By:

*Timothy M. Davis*

Timothy M. Davis  
Secretary

CT-07

96122700008

CERTIFICATE OF MERGER

OF

MAIL & MEDIA, INC.

INTO

SULLIVAN GRAPHICS, INC.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

Eric

RECEIVED

DEC 27 1996

Sullivan Graphics Inc.  
100 Winners Circle  
Brentwood TN 37027

STATE OF NEW YORK  
OFFICE OF THE STATE  
DEC 27 1996

me

Eric

Dec 27 11 28 AM '96

FILED

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961227000096

*State of New York     }*  
*Department of State } ss:*

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**April 15, 2005**



A handwritten signature in black ink, appearing to read "R. M. A. S.", written over a horizontal line.

*Secretary of State*

JUN-12-1996 13:09

CT CORPORATION

F 080818 000 477

CT-07

CERTIFICATE OF MERGER

OF

FLEXI-TECH GRAPHICS, INC.

INTO

SULLIVAN GRAPHICS, INC.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Patrick W. Kellick and Timothy M. Davis, being respectively the Vice President and the Secretary of Flexi-Tech Graphics, Inc., a Delaware corporation, and Patrick W. Kellick and Timothy M. Davis, being respectively the Vice President and the Secretary of Sullivan Graphics, Inc., a New York corporation, hereby certify:

1. (a) The name of each constituent corporation is as follows:

Flexi-Tech Graphics, Inc.  
Sullivan Graphics, Inc.

(b) The name of the surviving corporation is Sullivan Graphics, Inc.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation	Designation of Shares in Each Class or Series Outstanding	Number of Shares in Each Class or Series Outstanding	Class or Series of Shares Entitled to Vote	Shares Entitled to Vote as Class or Series
Flexi-Tech Graphics, Inc.	Common Stock	100	Common Stock	100
Sullivan Graphics, Inc.	Class A Common Stock	135,276.9		
	Class B Common Stock	3	Class B Common Stock	3

3. The merger was adopted by each constituent corporation in the following manner:

- (a) As to Flexi-Tech Graphics, Inc., by the written consent of the sole shareholder.
- (b) As to Sullivan Graphics, Inc., by the written consent of the sole shareholder.

4. Flexi-Tech Graphics, Inc. was incorporated on the fourteenth day of July, 1995, pursuant to the General Corporation Law of the State of Delaware.

5. Flexi-Tech Graphics, Inc. has not filed an application for authority to do business in the State of New York.

6. Sullivan Graphics, Inc. was incorporated on the twenty-seventh day of July, 1972, pursuant to the Business Corporation Law of the State of New York.

JUN-12-1996 13:09

CT CORPORATION SYSTEM

IN WITNESS WHEREOF, we have signed this Certificate on the 11<sup>th</sup> day of June, 1996, and we affirm the statements contained therein as true under the penalties of perjury.

FLEXI-TECH GRAPHICS, INC.

By

Patrick W. Kellick  
Patrick W. Kellick  
Vice President

By

Timothy M. Davis  
Timothy M. Davis  
Secretary

SULLIVAN GRAPHICS, INC.

By

Patrick W. Kellick  
Patrick W. Kellick  
Vice President

By

Timothy M. Davis  
Timothy M. Davis  
Secretary

CT-07

F 960618000 477

CERTIFICATE OF MERGER

OF

FLEXI-TECH GRAPHICS, INC.

INTO

SULLIVAN GRAPHICS, INC.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUN 13 1996

TAX \$

BY

*MMK*  
*Eric*

Sullivan Graphics, Inc.  
100 Winners Circle  
Brentwood TN 37027

JUN 12 2 29 PM '96

RECEIVED

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960618000 501

*State of New York }  
Department of State } ss:*

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**April 15, 2005**



A handwritten signature in black ink, appearing to read "R. M. A. S.", written over the printed title.

*Secretary of State*



990815000 640

CERTIFICATE OF MERGER

OF

SHAKOPEE VALLEY PRINTING INC.

INTO

SULLIVAN GRAPHICS, INC.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Eric T. Fry and Timothy M. Davis, being respectively the Vice President and the Assistant Secretary of Shakopee Valley Printing Inc., a Delaware corporation, and Stephen M. Dyott and Timothy M. Davis, being respectively the President and the Secretary of Sullivan Graphics, Inc., a New York corporation, hereby certify:

1. (a) The name of each constituent corporation is as follows:

Shakopee Valley Printing Inc.  
Sullivan Graphics, Inc.

- (b) The name of the surviving corporation is Sullivan Graphics, Inc.

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2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation	Designation of Shares in Each Class or Series Outstanding	Number of Shares in Each Class or Series Outstanding	Class or Series of Shares Entitled to Vote	Shares Entitled to Vote as Class or Series
Shakopee Valley Printing Inc.	Common Stock	35,000	Common Stock	35,000
Sullivan Graphics, Inc.	Class A Common Stock	135,276.9		
	Class B Common Stock	3	Class B Common Stock	3

3. The merger was adopted by each constituent corporation in the following manner:

- (a) As to Shakopee Valley Printing Inc., by the unanimous written consent of all the stockholders.
- (b) As to Sullivan Graphics, Inc., by the written consent of the sole shareholder.

4. Shakopee Valley Printing Inc. was incorporated on the thirty-first day of October, 1995, pursuant to the General Corporation Law of the State of Delaware.

5. Shakopee Valley Printing Inc. has not filed an application for authority to do business in the State of New York.

6. Sullivan Graphics, Inc. was incorporated on the twenty-seventh day of July, 1972, pursuant to the Business Corporation Law of the State of New York.

AUG 15 '95 9:48 FROM SSS 599 LEX 079

IN WITNESS WHEREOF, we have signed this certificate on the 15th day of August, 1995, and we affirm the statements contained therein as true under penalties of perjury.

SHAKOPEE VALLEY PRINTING INC.

By Eric T. Fry  
Vice President

By Timothy M. Davis  
Assistant Secretary

SULLIVAN GRAPHICS, INC.

By Stephen M. Dyor  
President

By Timothy M. Davis  
Secretary

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950815000540

CERTIFICATE OF MERGER  
OF  
SHAKOPEE VALLEY PRINTING INC.  
INTO  
SULLIVAN GRAPHICS, INC.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

100  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED AUG 15 1995  
TAX \$ 1.32  
BY: RKik

FILED

SHEARMAN & STERLING  
599 LEXINGTON AVENUE  
NEW YORK, NY 10022

(4)

950815000572

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**April 15, 2005**



A handwritten signature in black ink, appearing to read "R. A. S.", written over a horizontal line.

*Secretary of State*

CY

CERTIFICATE OF CHANGE

CY

OF

SULLIVAN GRAPHICS, INC.

UNDER SECTION 805-A OF THE BUSINESS CORPORATION LAW

WE, THE UNDERSIGNED, Paul J. Kessler and Timothy M. Davis being respectively the President and the Secretary of SULLIVAN GRAPHICS, INC. hereby certify:

1. The name of the corporation is

SULLIVAN GRAPHICS, INC.

2. The Certificate of Incorporation of said corporation was filed by the Department of State on July 27, 1972, under the name of GSP INDUSTRIES INC.

3. The following was authorized by the Board of Directors:

To change the post office address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served on him from to c/o C T Corporation System, 1633 Broadway, New York, New York 10019.

To change the registered agent in New York upon whom all process against the corporation which may be served from Arnold Weiss located at 10 Lafayette Square, Room 400, Buffalo, New York 14203 to C T Corporation System at 1633 Broadway, New York, New York 10019.

IN WITNESS WHEREOF, we have signed this certificate on

the 30th day of May, 1990 and we affirm the  
statements contained therein as true under penalties of  
perjury.

Paul J. Kessick  
PAUL J. KESSICK PRESIDENT

Timothy M. Davis  
TIMOTHY M. DAVIS SECRETARY

CERTIFICATE OF CHANGE

OF

SULLIVAN GRAPHICS, INC.

UNDER SECTION 805-A OF THE  
BUSINESS CORPORATION LAW

CT

MAY 14 10 23 AM '90

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED MAY 14 1990

AMT. OF CHECKS 30

EMPLOYEES 20

CERTS 0

REFUNDS 0

SPEC HANDLE \$ 0

BY: *[Signature]*

COUNSEL: Steve Compton, Corp. Cel.  
Sullivan Graphics, Inc.  
1100 Winner Circle  
Everettwood, Tenn. 37027

MAY 11 11 04 AM '90

MAY 11 11 04 AM '90



State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* **April 15, 2005**



A handwritten signature in black ink, appearing to be "R. M. A. S.", written over a horizontal line.

*Secretary of State*

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CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
GBP INDUSTRIES, INC.

Under Section 805 of the Business Corporation Law

The undersigned, being, respectively, the President and Secretary of GBP Industries, Inc., hereby certify:

1. The name of the corporation is GBP Industries, Inc.
2. Its Certificate of Incorporation was filed with the Department of State on July 27, 1972.
3. Its Certificate of Incorporation is hereby amended to change the name of the corporation to Sullivan Graphics, Inc. Article 1 of the Certificate of Incorporation is hereby struck and deleted in its entirety and replaced with: "The name of the proposed corporation is: Sullivan Graphics, Inc."
4. The foregoing amendment to the Certificate of Incorporation was authorized by the unanimous written consent of the Board of Directors followed by the written consent of all the holders of outstanding shares of the corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have signed this certificate this 6th day of October, 1980, and affirm the statements herein as true under penalties of perjury.

GBP INDUSTRIES, INC.

By: Paul J. Kossler  
Paul J. Kossler, President

By: Timothy Davis  
Timothy Davis, Secretary

CO65036

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Oct 12 11 02 AM '89

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

GBP INDUSTRIES, INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED OCT 13 1989

AMT. OF CHECKS 20  
FILING FEES 22  
TAXES \_\_\_\_\_  
COUNTY FEES \_\_\_\_\_  
COPIES \_\_\_\_\_  
CERTS \_\_\_\_\_  
REFUND \$ \_\_\_\_\_  
SPEED HANDLE \$ 12

BY

*Eric*

Sullivan Graphics, Inc.  
ATT: Tim Davis, ATTY.  
100 Winners Circle  
Brentwood, TN 37027

Oct 12 2 06 PM '89

*70-72  
75-80  
CO  
name  
upon*

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**April 15, 2005**



A handwritten signature in black ink, appearing to read "R. A. S.", written over a horizontal line.

*Secretary of State*

CERTIFICATE OF MERGER OF  
GBP ACQUISITION SUB, INC.  
INTO GBP INDUSTRIES INC.  
UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

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The undersigned, being the Chairman and Secretary of GBP Acquisition Sub, Inc., and the Chairman and Secretary of GBP Industries Inc., hereby certify as follows:

1. Names of Constituent Corporations. The names of the constituent corporations are GBP Acquisition Sub, Inc. ("GBP Sub") and GBP Industries Inc. ("Industries").

2. Name of Surviving Corporation. The name of the surviving corporation shall be GBP Industries Inc.

3. Designation of and Number of Outstanding Shares. The designation, number and voting rights of the outstanding shares of each class and series of stock of each constituent corporation are as follows:

(a) Industries: 135,276.9 shares of Class A Common Stock, par value \$.01 per share, none of which are entitled to vote; 3 shares of Class B Common Stock, par value of \$.01 per share, all of which are entitled to vote.

(b) GBP Sub: 100 shares of Common Stock, par value of \$.01 per share, all of which are entitled to vote.

4. Effective Date of Merger. The effective date of the merger shall be July 28, 1989.

5. Date of Filing of Certificates of Incorporation.

(a) - The Certificate of Incorporation of GBP Sub, a Delaware corporation, was filed with the Secretary of State of Delaware on April 21, 1989.

(b) The Certificate of Incorporation of Industries, a New York corporation, was filed with the Department of State of New York on July 27, 1972.

6. Foreign Constituent Corporation's Authority to Do Business in New York. Prior to the merger, GBP Sub has never transacted any business in the State of New York and has not filed an application for authority to do business in New York.

0039512

7. Manner of Authorization of Merger.

The merger was authorized by each constituent corporation as follows:

(a) As to Industries, the merger was authorized by the unanimous written consent of its sole shareholder, GBP Sub.

(b) As to GBP Sub, the merger was authorized in compliance with the applicable provisions of the laws of the State of Delaware in which it is incorporated. This merger is permitted by the laws of the State of Delaware. The manner in which the merger was authorized with respect to said corporation was by the written consent of GBP Holdings, Inc., a Delaware corporation, which is the sole shareholder of GBP Sub.

IN WITNESS WHEREOF, each constituent corporation has caused this Certificate of Merger to be signed by its chairman of the board of directors and its secretary; acknowledges that the statements contained herein are affirmed as true under penalties of perjury; and has affixed its corporate seal hereto.  
Dated: July 28, 1989.

GBP INDUSTRIES INC.

By: Carl D. Thoma

Carl D. Thoma, Chairman

By: James A. Caccavo

James A. Caccavo, Secretary

GBP ACQUISITION SUB, INC.

By: Carl D. Thoma

Carl D. Thoma, Chairman

By: James A. Caccavo

James A. Caccavo, Secretary

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CERTIFICATE OF MERGER

OF

GBP ACQUISITION SUB, INC.

INTO GBP INDUSTRIES INC.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUL 28 1989

AMT. OF CHECK \$ 700  
FILING FEE \$ 62  
TAX \$  
COUNTY FEE \$ 33  
COPY \$  
CERT \$  
REFUND \$  
SPEC HANDLE \$ 12

BY

EME

Davis Graham & Stubbs  
370 Seventeenth Street  
Suite 4700  
P.O. Box 185  
Denver, CO 80201-0185

① N/R

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② 7/27/72  
ARIZ CO.  
A5295-5  
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*State of New York }  
Department of State } ss:*

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**April 15, 2005**



A handwritten signature in black ink, appearing to read "R. A. S.", written over the printed title.

*Secretary of State*



CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
GBP INDUSTRIES

Under Section 805 of the Business Corporation Law

The undersigned, being respectively, the President and Secretary of GBP Industries, Inc., hereby certify:

1. The name of the corporation is GBP Industries Inc.
2. Its Certificate of Incorporation was filed by the Department of State on June 27, 1972.
3. Its Certificate of Incorporation is hereby amended to add an article limiting the liability of the directors of the corporation in certain circumstances. Article 8 of the Certificate of Incorporation is hereby added and shall read in its entirety as follows:

8. To the fullest extent that the Business Corporation Law of the State of New York, as the same exists or may hereafter be amended, permits elimination or limitation of the liability of Directors, no Director of the corporation shall be liable to the corporation or its shareholders for damages for any breach of duty in such capacity. Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any elimination or limitation of the personal liability of a Director of the corporation for acts or omissions occurring prior to the effective date of such repeal or modification.

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4. The foregoing amendment to the Certificate of Incorporation was authorized by the unanimous written consent of the board of directors followed by the written consent of all the holders of outstanding shares of the corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have signed this certificate this 31<sup>st</sup> day of December, 1988, and affirm the statements herein as true under penalties of perjury.

GBP INDUSTRIES INC.

By:

Paul J. Koessler  
Paul J. Koessler, President

By:

Kenneth L. Koessler, Jr.  
Kenneth L. Koessler, Jr.  
Secretary

BBBls  
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JAN 3 3 08 PM '89

JAN 3 11 07 AM '89

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
GBP INDUSTRIES INC.

Under Section 805 of the Business Corporation Law

7/27/72  
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PHILLIPS, LYTLE, HITCHCOCK, BLAINE & FISHER  
3400 MARINE MIDLAND CENTER  
BUFFALO, N.Y. 14203

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*State of New York }  
Department of State }* ss:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**April 15, 2005**



A handwritten signature in black ink, appearing to be "R. A. S.", written over a horizontal line.

*Secretary of State*

C F S

C F S

CERTIFICATE OF MERGER

OF

COLOR MASTER ENTERPRISES, and,  
COLOR MASTER PUBLICATIONS, INC.

INTO

GBP INDUSTRIES, INC.

Under Section 905, the Business Corporation Law.

The undersigned, being respectively the President and Secretary of GBP Industries, Inc., hereby certify:

1. The names of the Subsidiary Corporations to be merged are Color Master Enterprises and Color Master Publications, Inc. The name of the Surviving Corporation is GBP Industries, Inc. Each of the subsidiaries, Color Master Enterprises and Color Master Publications, Inc., is a corporation incorporated in the State of New Jersey. The Parent, GBP Industries, Inc., is a corporation incorporated in the State of New York.

2. Color Master Enterprises is authorized to issue 2,500 common shares without par value, 90 shares of which are outstanding, and all of which are owned by GBP Industries, Inc., the Surviving Corporation.

3. Color Master Publications, Inc. is authorized to issue 1,000 common shares without par value, 100 shares of

553722

which are outstanding, and all of which are owned by GSP Industries, Inc., the Surviving Corporation.

4. The effective date of the merger is the date of filing of this Certificate.

5. The Certificate of Incorporation of GSP Industries, Inc. was filed by the Department of State for the State of New York on July 27, 1971.

Color Master Enterprises, a New Jersey corporation, was incorporated on March 28, 1973. No application for authority to do business in New York State has been filed by it. The laws of the State of New Jersey permit a merger such as herein effected.

Color Master Publications, Inc., a New Jersey corporation, was incorporated on April 6, 1981. No application for authority to do business in New York State has been filed by it. The laws of the State of New Jersey permit a merger such as herein effected.

No copy of the Plan of Merger herein was given to the holders of the shares of either of the Subsidiary Corporations, for the reason that all of their shares are owned by the Surviving Corporation.

6. The Plan of Merger has been adopted by the Board of Directors of GSP Industries, Inc., the Surviving Corporation.

IN WITNESS WHEREOF, this Certificate has been signed  
as of the 23rd day of September, 1987, and the seal of the  
Surviving Corporation duly affixed, by order of the Board of  
Directors.

GBP INDUSTRIES, INC.

By:

Paul J. Koessler  
Paul J. Koessler, President

Kenneth L. Koessler  
Kenneth L. Koessler, Secretary

STATE OF NEW YORK)

COUNTY OF ERIE )

PAUL J. KOESSLER, being duly sworn, deposes and says  
that he is the President of GBP Industries, Inc.; that he  
resides at 8-6032 Old Lake Shore Road, Lakewood, Erie County,  
New York; that he has read the foregoing Certificate of  
Merger and knows the contents thereof; that the same is true  
to the knowledge of deponent, except as to the matters  
therein stated to be alleged upon information and belief, and  
that as to those matters he believes them to be true.

Paul J. Koessler  
Paul J. Koessler

Sworn to before me this  
23rd day of September, 1987.

Paul C. Hill  
Notary Public

PAUL C. HILL  
Notary Public, State of New York  
Qualified to take Oaths  
My Commission Expires 11/30/89

X

STATE OF NEW YORK  
DEPARTMENT OF STATE

CERTIFICATE OF MERGER  
OF

- (1) COLOR MASTER ENTERPRISES  
AND  
(2) COLOR MASTER PUBLICATIONS, INC.  
INTO  
(3) CMP INDUSTRIES, INC.

FILED OCT 18 1987

CHK. OF CHECK 1 *128*  
CHARGE FEE 1 *128*  
TAX 2  
COUNTY FEE 3  
CHART 3  
RECORD 3  
SPEC. NAME 12

*Erie*

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(3) 7/21/72  
ASAC-3  
LB439656-3

FILER:  
Raichle, Banning, Weiss & Stephens  
1400 Main Place Tower  
Buffalo, New York 14202-3714

**FILED**

OCT 9 11 AM '87

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FILED



*State of New York }  
Department of State } ss:*

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**April 15, 2005**



A handwritten signature in black ink, appearing to read "R. A. J.", written over a horizontal line.

*Secretary of State*

CERTIFICATE  
OF  
MERGER  
OF  
GREATER BUFFALO PRESS, INC.  
INTO

GBP INDUSTRIES, INC.

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

\*\*\*\*\*

8430636  
The undersigned, the President and Secretary,  
respectively, of GBP Industries, Inc., pursuant to the provisions  
of Section 905 of the Business Corporation Law of the State  
of New York, hereby certifies as follows:

1. GBP Industries, Inc., a corporation of the State  
of New York owns all of the outstanding shares of Greater Buffalo  
Press, Inc.

2.. The designation and number of outstanding shares  
of Greater Buffalo Press, Inc. and the number of such shares  
owned by the surviving corporation are as follows:

5430636  

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Greater Buffalo Press, Inc.	Common - 154,456	154,456

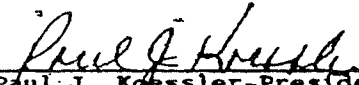
3. The certificate of incorporation of Greater Buffalo  
Press, Inc. was filed in the Department of State on the 27th  
day of October, 1926. The certificate of incorporation of GBP  
Industries, Inc. was filed in the Department of State on the  
27th day of July, 1972.

4. The surviving corporation owns all of the outstanding shares of the corporation to be merged.

5. The plan of merger was adopted by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 22nd day of December, 1986 and the contents contained therein are affirmed as true under penalty of perjury.

GBP Industries, Inc.

  
Paul J. Koessler-President

  
Kenneth L. Koessler, Jr., Secretary

5439682

CERTIFICATE  
OF

MERGER  
OF

GREATER BUFFALO PRESS, INC.

INTO

GBP INDUSTRIES, INC.

UNDER SECTION 905 OF THE  
BUSINESS CORPORATION LAW

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NA

Phillips, Lytle, Hitchcock,  
Blaine & Huber  
Attorneys at Law  
3400 Marine Midland Center  
Buffalo, New York 14203

STATE OF  
DEPARTMENT

FILED DEC

AMT. OF CH  
FILING FEE

TAX

COUNTY FEE

COPY \$

CERT \$

REFUND \$

SPEC HAND

ST.

BIL

*State of New York }  
Department of State } ss:*

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**April 15, 2005**



A handwritten signature in black ink, appearing to be "R. A. S.", written over a horizontal line.

*Secretary of State*

## Certificate of Incorporation of

GBP INDUSTRIES<sub>X</sub> INC.

under Section 402 of the Business Corporation Law

C.F.

IT IS HEREBY CERTIFIED THAT:

(1) The name of the proposed corporation is GBP INDUSTRIES<sub>X</sub> INC.

(2) The purpose or purposes for which this corporation is formed, are as follows, to wit:

the owning, purchasing, leasing, selling, dealing in, operating, and otherwise engaging in or utilizing businesses, assets, factories, equipment, buildings, plants, lands, processes, materials, properties, ideas, inventions, products, services, and things of value, both tangible and intangible, used or useful, for the producing, furnishing, manufacturing, fabricating, constructing, acquiring, designing, conceiving, formulating, utilizing, selling, leasing, distributing, exhibiting, storing, packaging, supplying, or otherwise acting with respect to all manner of products, services, concepts, businesses, ideas and properties or property rights, both tangible and intangible, of every nature, or any combination or combinations thereof, all without limitation whatsoever, as may be permitted by law.

---

The corporation, in furtherance of its corporate purposes above set forth, shall have all of the powers enumerated in Section 202 of the Business Corporation Law, subject to any limitations provided in the Business Corporation Law or any other statute of the State of New York.

(3) The office of the corporation is to be located in the City (city) (town) (incorporated village)  
of Buffalo County of Erie State of New York.

(4) The aggregate number of shares which the corporation shall have the authority to issue is ten million one hundred (10,000,100) shares of common stock divided into classes as follows:

CLASS A COMMON SHARES:

Ten million (10,000,000) shares of Class A Common Stock having a par value of one cent (\$.01) per share;

CLASS B COMMON SHARES:

One hundred (100) shares of Class B Common Stock, having a par value of one cent (\$.01) per share.

(5) The shares of the corporation are divided into Class A Common Shares and Class B Common Shares which said Classes are to have the following relative rights, preferences and limitations:

Class A Common Shares shall not be entitled to vote with respect to the election of Directors, nor with respect to any other matter, except to the extent that such limitation of the right to vote may be prohibited by applicable and effective provision of law either now in force and effect or hereinafter enacted and retroactively effective hereto, in which event, said Class A shares shall vote as a Class, and separate and distinct from Class B Common Shares which shall also vote as a Class, with a concurrence of both Classes being necessary for an affirmative vote;

Class B Common Shares shall be the sole shares entitled to vote with respect to the election of Directors, and with respect to any other matter, except to the extent that the limitation of the right to vote of Class A Common Shares may be prohibited by applicable and effective provision of law either now in force and effect or hereinafter enacted and retroactively effective hereto, in which event, said Class B shares shall vote as a Class, and separate and distinct from Class A Common Shares which shall also vote as a Class, with a concurrence of both Classes being necessary for an affirmative vote.

(6) The Directors of the Corporation shall be elected by cumulative voting.

7

(7) The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is

Arnold Weiss  
Room 1400  
10 Lafayette Square  
Buffalo, New York 14203  
Telephone: 716 852 7587

The undersigned incorporator, or each of them if there are more than one, is of the age of twenty-one years or over.

IN WITNESS WHEREOF, this certificate has been subscribed this 13<sup>th</sup> day of April 1972 by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury

Arnold Weiss

Type name of incorporator

Signature

10 Lafayette Square, Buffalo, New York 14203

Address

Type name of incorporator

Signature

Address

Type name of incorporator

Signature

Address



may be  
against

CERTIFICATE OF RESERVATION

CFS  
4130

STATE OF NEW YORK

DEPARTMENT OF STATE

I DO HEREBY CERTIFY TO THE

RESERVATION OF NAME  
OF (corporation name)

GRP INDUSTRIES INC.

ON (date filed)

July 11, 1972

TO BE FILMED AS MICROFILM FRAME NUMBER

A 1773-1

THE ABOVE CORPORATE NAME HAS BEEN RESERVED FOR A PERIOD OF  
SIXTY DAYS FROM THE ABOVE DATE FOR THE USE OF

Raichle, Banning, Weiss & Halpern

FOR

creation of a domestic corporation

*Sam P. Longo*  
Secretary of State

NAME  
AND  
ADDRESS  
OF  
FILER

Raichle, Banning, Weiss & Halpern  
10 Lafayette Square  
Buffalo, NY 14203

☒ CHK ☐ M.O. ☐ CASH

\$ 10.00

renty-ol

\$10.00 CERTIFICATE

TOTAL \$10.00

REFUND OF \$

TO FOLLOW

CERTIFICATE OF RESERVATION MUST ACCOMPANY CERTIFICATE OF INCORPORATION  
OR APPLICATION OF AUTHORITY WHEN PRESENTED FOR FILING.

- 5  
A- 5295

C F S

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**Certificate of Incorporation**

of

**GBP INDUSTRIES, INC.**

*under Section 402 of the Business Corporation Law*

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*Filed By:* RAICHLE, BANNING, WEISS & HAI

*Office and Post Office Address*

10 Lafayette Square

Buffalo, New York 14203

Telephone: 716 852 7587

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUL 27 1972

TAX \$ 50  
FILING FEE \$ 50

John P. Longo

Secretary of State

5  
P15 Eric

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
AMERICAN IMAGES OF NORTH AMERICA, INC.

Under Section 805 of the Business Corporation Law  
of the State of New York

American Images of North America, Inc., a corporation organized and existing under the laws of the State of New York (the "Corporation") certifies that:

FIRST: The name of the Corporation is American Images of North America, Inc. The Corporation's original Certificate of Incorporation was filed with the Department of State of the State of New York on January 27, 1993, under the name Images Images Inc.

SECOND: The Certificate of Incorporation of the Corporation is hereby amended by adding a new Section (6) as follows:

**"(6) Subject to further amendments of this Certificate of Incorporation of the Corporation, as provided by applicable law, the Corporation shall not issue any non-voting equity securities in violation of section 1123(a)(6) of title 11 of the United States Code."**

THIRD: This amendment to the Certificate of Incorporation has been deemed approved without the need for Board of Directors or stockholder approval pursuant to Section 808(a) of the New York Business Corporation Law because it is adopted pursuant to the Joint Plan of Reorganization of the Corporation and certain of its affiliates, dated \_\_\_\_\_, 2008 as confirmed on \_\_\_\_\_, 2008 by the United States Bankruptcy Court for the District of Delaware.

IN WITNESS WHEREOF, I have subscribed this certificate and do hereby affirm the foregoing as true under the penalties of perjury, this \_\_\_\_ day of \_\_\_\_\_, 2008.

AMERICAN IMAGES OF NORTH AMERICA, INC.

---

Name:

Title:

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
IMAGES IMAGES INC.


Under Section 805 of the Business Corporation Law


The undersigned, being, respectively, the Senior Vice President and Secretary of Images Images Inc., hereby certify:

1. The name of the corporation is Images Images Inc.
2. Its Certificate of Incorporation was filed with the Department of State on January 27, 1993.
3. Its Certificate of Incorporation is hereby amended to change the name of the corporation to American Images of North America, Inc. Article 1 of the Certificate of Incorporation is hereby struck and deleted in its entirety and replaced with: "The name of the corporation is: American Images of North America, Inc.".
4. The foregoing amendment to the Certificate of Incorporation were authorized by the unanimous written consent of the Board of Directors followed by the written consent of all the holders of outstanding shares of the corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have signed this certificate this 21<sup>ST</sup> day of April, 1994, and affirm the statements herein as true under penalties of perjury.

IMAGES IMAGES INC.

By:   
Bryan D. Richardson  
Senior Vice President

By:   
Timothy M. Davis  
Secretary

**CERTIFICATE OF INCORPORATION**  
**OF**  
**IMAGES IMAGES INC.**

**FILER:**  
Saperston & Day, P.C.  
800 1st Federal Plaza  
Rochester, NY 14614

**REFERENCE # S0902-010120**

CERTIFICATE OF INCORPORATION  
OF

IMAGES IMAGES INC.

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the Corporation is:

IMAGES IMAGES INC.

(2) The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the Business Corporation Law of the State of New York. The Corporation is not to engage in any act or activity requiring any consents or approvals by law without such consent or approval first being obtained.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the Corporation shall have, and may exercise, all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

(3) The number of shares which the Corporation shall have the authority to issue is 200 at no par value.

(4) The principal office of the corporation is to be located in the County of Monroe, State of New York.

(5) The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

c/o John T. Smith  
30 Corporate Woods, Suite 350  
Rochester, NY 14623

The undersigned incorporator is of the age of eighteen years or older.

IN WITNESS WHEREOF, this certificate has been subscribed this 27th day of January, 1993 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Joan Terry  
Joan Terry, Incorporator

500 Central Avenue, Albany, NY 12206  
Address

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**SULLIVAN MARKETING, INC.**

a Delaware corporation

Pursuant to the provisions of Sections 242(a) and 303 of the General Corporation Law of the State of Delaware (the "GCLD"), the undersigned Sullivan Marketing, Inc. (the "Corporation"), does hereby certify:

1. The Certificate of Incorporation of the Corporation is hereby amended by adding a new Section 7 as follows:

"7. Subject to further amendments of this Certificate of Incorporation of the Corporation, as provided by applicable law, the Corporation shall not issue any non-voting equity securities in violation of Section 1123(a)(6) of title 11 of the United States Code."

2. This amendment to the Certificate of Incorporation has been deemed approved without the need for Board of Directors or stockholder approval pursuant to Section 303 of the GCLD because it is adopted pursuant to the Joint Plan of Reorganization of the Corporation and certain of its affiliates, dated \_\_\_\_\_, 2008 as confirmed on \_\_\_\_\_, 2008 by the United States Bankruptcy Court for the District of Delaware.

[Signature Page Follows]



IN WITNESS WHEREOF, I hereby sign my name and affirm that the statements made herein are true under the penalties of perjury, this \_\_\_\_ day of \_\_\_\_\_, 2008.

SULLIVAN MARKETING, INC.

By:\_\_\_\_\_

Name:

Title:

**CERTIFICATE OF INCORPORATION**  
**OF**  
**SULLIVAN MARKETING, INC.**

\* \* \* \* \*

1. The name of the corporation is

**SULLIVAN MARKETING, INC.**

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is Ten Million Ten Thousand (10,010,000) of which stock Ten Million (10,000,000) shares of the par value of One Tenth of a Cent (\$.001) each, amounting in the aggregate to Ten Thousand Dollars (\$10,000.00) shall be class A voting stock and of which Ten Thousand (10,000) shares of the par value of One Tenth of a Cent (\$.001) each, amounting in the

aggregate to Ten Dollars (\$10.00) shall be class B non voting preferred stock.

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
L. J. Vitalo	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801
K. A. Widdoes	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801
M. A. Brzoska	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801

6. The corporation is to have perpetual existence.

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 Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 29th day of January, 1992.



L. J. vitalo



K. A. Widdoes



M. A. Brzoska

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**SULLIVAN MEDIA CORPORATION**

a Delaware corporation

Pursuant to the provisions of Sections 242(a) and 303 of the General Corporation Law of the State of Delaware (the "GCLD"), the undersigned Sullivan Media Corporation (the "Corporation") does hereby certify:

1. The Certificate of Incorporation of the Corporation is hereby amended by adding a new Section 9 as follows:

"9. Subject to further amendments of this Certificate of Incorporation of the Corporation, as provided by applicable law, the Corporation shall not issue any non-voting equity securities in violation of Section 1123(a)(6) of title 11 of the United States Code."

2. This amendment to the Certificate of Incorporation has been deemed approved without the need for Board of Directors or stockholder approval pursuant to Section 303 of the GCLD because it is adopted pursuant to the Joint Plan of Reorganization of the Corporation and certain of its affiliates, dated \_\_\_\_\_, 2008 as confirmed on \_\_\_\_\_, 2008 by the United States Bankruptcy Court for the District of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, I hereby sign my name and affirm that the statements made herein are true under the penalties of perjury, this \_\_\_\_ day of \_\_\_\_\_, 2008.

SULLIVAN MEDIA CORPORATION

By:\_\_\_\_\_

Name:

Title:

✱ ✱ ✱ ✱ ✱

- I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 1st day of July, 1993.

M. C. Kinnamon  
M. C. Kinnamon  
Sole Incorporator