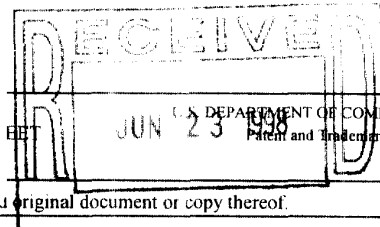


6-23-98

06-29-1998



To the Honorable Commissione, 100749140 original document or copy thereof.	
<p>1. Name of Party(ies) conveying an interest:</p> <p>Q III Corporation 100 N. Bluemound Drive Appleton, Wisconsin 54913-1579</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation Wisconsin <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Name <u>School Specialty, Inc.</u> Internal Address: _____ Street Address: <u>100 N. Bluemound Drive</u> City: <u>Appleton</u> State: <u>Wisconsin</u> Zip: <u>54913-1579</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation Wisconsin <input type="checkbox"/> Other _____</p> <p>Additional name(s) & addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: <u>February 27, 1996</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): <u>N/A</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Mark H. Webbink, Esq.</u> Internal Address: <u>Moore & Van Allen, PLLC</u> Street Address: <u>2200 West Main Street, Suite 800</u> City: <u>Durham</u> State: <u>NC</u> ZIP: <u>27705</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.4) \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account (Any Deficiency)</p> <p>8. Deposit account number <u>13-4365</u> (Attach duplicate copy of this form if paying by deposit account)</p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature</p> <p><i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i></p> <p><u>Mark H. Webbink, Esq.</u> <u>6/19/98</u> Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments and document: <u>9</u></p>	
<p>Mail documents to be recorded with required cover sheet information to:</p> <p>Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231</p> <p>06/25/1998 DNGUYEN 00000030 1702338 01 FC:481 40.00 00</p>	<p>CERTIFICATE OF MAILING</p> <p>I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231. BOX ASSIGNMENTS</p> <p><u>Kathryn Hunter</u> (Typed or printed name of person signing the certificate)</p> <p><u>Kathryn Hunter</u> (Signature of the person signing the certificate)</p> <p><u>6-19-98</u> (Date of Signature)</p>

TRADEMARK

REEL: 1745 FRAME: 0600

Exhibit A

United States of America

COPY

STATE OF WISCONSIN

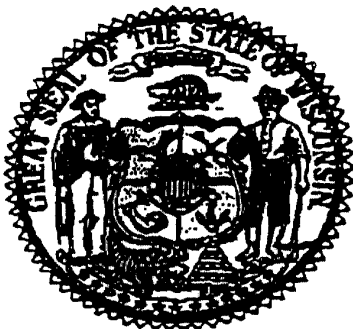
OFFICE OF THE
SECRETARY OF STATE

} SS.

To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS La FOLLETTE, Secretary of State of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that the annexed copy has been compared by me with the record on file in this Office and that the same is a true copy thereof, and of the whole of such record; and that I am the legal custodian of such record, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State.



Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State

BY: *Robert Kaus*

DATE: FEB 27 1996

Corporation Division
FORM 38

06/04/98 18:45 FAX 202 663 6363

HC & P
GODFREY & KAHN
SPECIALTY

414734627E

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01-111045

AMENDED AND RESTATED ARTICLES OF INCORPORATION

The following Restated Articles of Incorporation duly adopted pursuant to the authority and provisions of Chapter 180 of the Wisconsin Statutes supersede and take the place of the existing Articles of Incorporation and amendments thereto:

DEC 30 12:00 PM

Article 1. Name of Corporation: Q III Corporation

112137 EXCEL 25

Article 2. The authorized capital stock of the Corporation shall be composed of 150,000 shares of \$10.00 par value common stock. Regardless of any language to the contrary in these Articles of Incorporation or any of the corporate bylaws or resolutions of shareholders or directors, with any transfer of shares of common stock in this corporation to a legal entity or individual which would prohibit the corporation from becoming or maintaining status as an "S-Corporation", as defined under Section 136i of the Internal Revenue Code of 1986, as amended, shall be void and of no effect.

Article 3. The street address of the initial registered office is: 1000 North Blucmound Drive
Appleton, WI 54912-1579

Article 4. The name of the initial registered agent at the above registered office is: Daniel P. Spalding

Article 5. The number of directors constituting the board of directors shall be dictated by the Bylaws of the Corporation.

DEC 30 12:00 PM

Article 6. (Other provisions, if any)

112145 GODFREY-KAHN

The transfer of any shares of common stock of this Corporation shall be subject to the following conditions:

- (1) Transferability: The transferability of any of the common stock of the corporation may be restricted from time to time by the shareholders by appropriate provisions in the bylaws, or by agreement or agreements entered into by any shareholder or shareholders with the corporation and/or any other third persons and the shares of the stock of such shareholder or shareholders shall thereupon be subject to such bylaws, agreement or agreements, and shall be transferable only upon proof of compliance therewith; provided, however, that such bylaws, agreement or agreements shall be filed with the corporation and reference thereto placed on a certificate or certificates of stock.
- (2) Right to Purchase Own Shares: The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix. Shareholders shall have full pre-emptive rights with respect to treasury shares, as well as unissued shares.
- (3) Shareholders: The corporation shall be entitled to treat the holder of record on its books of any share or shares of stock as the owner thereof for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in any such share or shares on the part of any other person, whether or not it shall have express or other notices thereof.
- (4) Pre-emptive Rights: Shareholders of stock of this Corporation, because of such status, shall have pre-emptive rights of subscription to shares of stock of this Corporation regardless of when authorized, pursuant to Section 180.0630(3)-(6) of the Wisconsin Statutes. These pre-emptive rights shall also apply to outstanding options, warrants, and any obligations convertible into shares of stock of this Corporation or subscription rights to purchase any of the foregoing.

Article 7. Action required or permitted by Chapter 180 of the Wisconsin Statutes to be taken at a shareholders meeting may be taken without a meeting by one or more written consents describing the action taken by the holders of a majority of the shares with voting power as would be necessary to authorize or take the action at a meeting at which all shares entitled to vote were present and voted. It is expressly acknowledged that the shareholders of the corporation are not permitted cumulative voting as described under Section 180.0728 of the Wisconsin Statutes.

Article 8. These articles may be amended in the manner authorized by law at the time of amendment.

CERTIFICATE

This is to certify that the foregoing Restated Articles of Incorporation contain one or more amendments to the articles of incorporation.

Amendment, adopted on November 15, 1991, in accordance with Wisconsin Statute §180.1003, stating that the number of directors constituting the board of directors shall now be dictated by the corporate bylaws. (Article 5)

Amendment, adopted on November 15, 1991, in accordance with Wisconsin Statute §180.1003, providing for additional provisions have been made for pre-emptive rights and transferability of shares. (Article 6)

Amendment, adopted on November 15, 1991, in accordance with Wisconsin Statute §180.1003, in which a provision has been made for action by shareholders without a meeting in accordance with Section 180.0704(1)(b) Stats. (Article 7)

Executed on behalf of the corporation on:

11/15/91

(date)

[Signature]

(signature)

DANIEL P SPALDING

(printed name)

PRESIDENT

(title)

This document was drafted by Joseph F. Franzoi IV

Telephone Number: 414-725-3916

Mail Returned Copy to:

FRANZOI & FRANZOI, S.C.
514 RACINE STREET
MENASHA, WI 54952

**ARTICLES OF AMENDMENT
Stock (for profit)**

A. Name of Corporation: Q III Corporation

Text of Amendment:

RESOLVED, THAT, Article 1 of the Articles of Incorporation be restated to read as follows:

Article 1.

Name of Corporation: EDA Corporation

B. Amendment(s) to the articles of incorporation adopted on October 23, 1992 by the Shareholders and the Board of Directors (in accordance with sec. 180.1003, Wis. Stats.

C. Executed on behalf of the Corporation on October 23, 1992.

SECRETARY OF STATE
STATE OF WISCONSIN

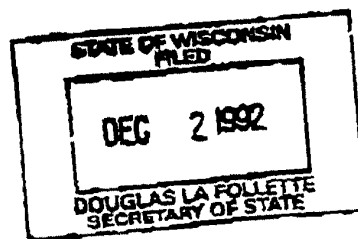
92 DEC 1 18:00

[Signature]
(signature)

Leo C. McKeever
(printed name)

SECRETARY
(title)

This document was drafted by Joseph F. Franzoi IV.



ARTICLES OF AMENDMENT

Stock (for profit)

OCT 09 12:00PM

150807 DCEP 48

A. Name of Corporation: EDA Corporation

Text of Amendment:

RESOLVED, THAT, Article I of the Articles of Incorporation be amended and restated to read as follows:

OCT 09 12:00PM

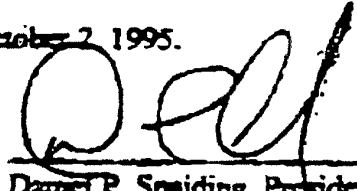
Article I.

150808 EXPED 25

Name of Corporation: School Specialty, Inc.

B. The above amendments to the articles of incorporation adopted on May 12, 1995 by the Board of Directors and Shareholders (in accordance with sec. 180.1003, Wis. Stats.)

C. Executed on behalf of the corporation on October 2, 1995.



Daniel P. Spading, President

This document was drafted by Joseph F. Frazzini IV.

95 OCT 8 4 8 : 00

STATE OF WISCONSIN

Secretary of State
WISCONSIN
3/94

COPY

United States of America
State of Wisconsin

OFFICE OF THE SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS LA FOLLETTE, Secretary of State of the State of Wisconsin, do hereby certify that

SCHOOL SPECIALTY, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is October 19, 1959.

I further certify that said corporation has, during its most recently completed report year, filed with this office an annual report required by sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes, and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on February 27, 1996



Douglas La Follette

DOUGLAS LA FOLLETTE
Secretary of State

BY: *Robert K... ..*

The above certificate contains the statements prescribed by the Wisconsin Business Corporation Law for a certificate of status. Under current law, the status of a corporation is not described in terms of "good" or "bad" standing.