



State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PEACOCK PAPERS, INC.", A MASSACHUSETTS CORPORATION,

WITH AND INTO "PENN CORPORATION" UNDER THE NAME OF "CONTEMPO COLOURS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1996, AT 2:15 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.

STATE OF DELAWARE  
OFFICE OF REVENUE  
RECEIVED FOR RECORD  
DEC 23 AM 11 10

*Edward J. Freel*

572181



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 8257220  
DATE: 12-23-96

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
PEACOCK PAPERS, INC.  
WITH AND INTO  
PENN CORPORATION**

Pursuant to Sections 103 and 253 of the  
General Corporation Law of the State of Delaware

Peacock Papers, Inc., a Massachusetts corporation (the  
"Corporation"), does hereby certify to the following facts relating  
to the merger (the "Merger") of the Corporation with and into Penn  
Corporation, a Delaware corporation ("Penn"), with Penn remaining  
as the surviving corporation (the "Surviving Corporation"):

FIRST: The name and state of incorporation of each of  
the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Peacock Papers, Inc.	Massachusetts
Penn Corporation	Delaware

SECOND: The Corporation owns all of the issued and  
outstanding shares of common stock, par value \$1.00 per share, of

LIBER 1902 PG1024

Penn, which is the only class of capital stock of Penn outstanding at the effective time of the Merger.

THIRD: The Merger has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with the laws of the Commonwealth of Massachusetts and Section 253 of the General Corporation Law of the State of Delaware. A true copy of the resolutions, which were duly adopted by the Board of Directors of the Corporation on December 23, 1986, is annexed hereto as Exhibit A. Such resolutions have not been modified or rescinded and remain in full force and effect.

FOURTH: The Certificate of Incorporation of Penn, as in effect immediately prior to the effective time of the Merger, shall be the Certificate of Incorporation of the Surviving Corporation, except that Article FIRST shall be amended in its entirety, as of the effective time of the Merger, to read as follows:

"FIRST: The name of the corporation is Contempo Colours, Inc."

FIFTH: The Surviving Corporation shall be Penn Corporation.

IN WITNESS WHEREOF, Peacock Papers, Inc. has caused this Certificate of Merger to be executed on its behalf by its President.

Peacock Papers, Inc.

By: *Sharon P. [Signature]*  
Name: Sharon P. [Signature]  
Title: President

EXHIBIT A

VOTED: That the Corporation be merged (the "Merger") with and into Penn Corporation, a Delaware corporation ("Penn"), under and according to the provisions of Section 253 of the General Corporation Law of the State of Delaware and Section 79 of Chapter 156B of the General Laws of Massachusetts and in accordance with the votes hereinafter set forth and that the Merger hereby is authorized, approved, adopted, ratified and confirmed in all respects.

VOTED: That the Agreement of Merger between the Corporation and Penn (the "Merger Agreement") in substantially the form attached hereto as Exhibit A be, and hereby is, authorized and approved; that the President or any Vice President and the Treasurer or any Assistant Treasurer of the Corporation be, and each of them hereby is, authorized for and on behalf of the Corporation to execute and deliver the Merger Agreement with such changes thereto as such officers may approve, their execution thereof to be conclusive evidence of such approval; that the Merger Agreement be submitted to the sole stockholder of the Corporation for approval by its written consent, and that upon approval thereof by the sole stockholder of the Corporation, the President or any Vice President and the Clerk or any Assistant Clerk of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute and cause to be filed with the Secretary of the Commonwealth of Massachusetts appropriate Articles of Merger setting forth the due adoption of the Merger Agreement, and to pay the proper filing fee payable thereon.

VOTED: That the Merger and the other transactions contemplated by the Merger be, and they hereby are, authorized, approved, adopted, ratified and confirmed in all respects.

VOTED: That the Board of Directors hereby recommends to the sole stockholder of the Corporation that such stockholder approve and adopt the Merger and the other transactions contemplated by the Merger.

- VOTED:** That in the Merger the shares of common stock, par value \$1.00 per share, of Penn held by the Corporation shall be canceled and returned to the treasury of Penn.
- VOTED:** That in the Merger each share of common stock, no par value per share, of the Corporation, issued and outstanding immediately prior to the effective time of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one share of common stock, par value \$1.00 per share, of the Surviving Corporation, and such shares shall be distributed to the sole stockholder of the Corporation.
- VOTED:** That the Certificate of Incorporation of Penn, as in effect immediately prior to the effective time of the Merger, shall be the Certificate of Incorporation of the Surviving Corporation, except that Article FIRST shall be amended in its entirety, as of the effective time of the Merger, to read as follows:
- FIRST:** The name of the corporation is Contempo Colours, Inc.
- VOTED:** That the By-Laws of Penn, as in effect immediately prior to the effective time of the Merger, shall be the By-Laws of the Surviving Corporation.
- VOTED:** That the directors of Penn, immediately prior to the effective time of the Merger, shall be the directors of the Surviving Corporation, each to hold office until his or her successor is duly elected or appointed and qualified in the manner provided in the By-Laws of the Surviving Corporation, or as otherwise provided by law.
- VOTED:** That the officers of Penn, immediately prior to the effective time of the Merger, shall be the directors of the Surviving Corporation, each to hold office until his or her successor is duly elected or appointed and qualified in the manner provided in the By-Laws of the Surviving Corporation, or as otherwise provided by law.
- VOTED:** That the officers of Penn, immediately prior to the effective time of the Merger, shall be the officers of the Surviving Corporation, each to hold office until his or her successor is duly elected or appointed and qualified in the manner provided in the By-Laws of the Surviving Corporation, or as otherwise provided by law.

VOTED:

That the President, each Vice President and the Secretary (the "Authorized Officers") be, and each of them individually hereby is, authorized, empowered and directed for, and in the name and on behalf of, the Corporation, to execute and acknowledge a Certificate of Ownership and Merger as required by the General Corporation Law of the State of Delaware (the "GCL"), setting forth, among other things, a copy of these resolutions and the date of their adoption and that the Authorized Officers be, and each of them individually hereby is, authorized, empowered and directed for, and in the name and on behalf of, the Corporation, to cause such executed Certificate of Ownership and Merger to be filed in the Office of the Secretary of State in the State of Delaware in accordance with Sections 103 and 253 of the GCL.

VOTED:

That the Authorized Officers be, and each of them hereby is, authorized and directed to execute any and all documents necessary or appropriate in order to carry out the terms and intent of the Merger, and to do any and all other things necessary or desirable to effectuate the Merger.

VOTED:

That all actions previously taken by any director or officer of the Corporation in connection with the transactions contemplated by the foregoing resolutions are hereby authorized, approved, adopted, ratified and confirmed in all respects.

VOTED:

That this Consent may be executed in any number of identical counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same document.



**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

Date Received:	Date Received:	Extended To:
Date Received:	Date Received:	Extended To:

**(FOR BUREAU USE ONLY)**

EXPIRATION DATE:

Name		
LOYAL A ELDRIDGE III MILLER CANFIELD PADDOCK AND STONE PLC		
Address		
444 WEST MICHIGAN AVENUE		
City	State	Zip Code
KALAMAZOO	MI	49007

\* Document will be returned to the name and address you enter above

**APPLICATION FOR RESERVATION OF NAME**

For use by Corporations, Limited Partnerships, and Limited Liability Companies  
(Please read information and instructions on reverse side)

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), Act 213, Public Acts of 1982 (limited partnerships), or Act 23, Public Acts of 1993 (limited liability companies), the undersigned applicant executes the following Application:*

1. The name to be reserved is: Contempo Colours, Inc.

2. This name is reserved for use as the name of a (check appropriate box):

Profit Corporation (for six months following the month of filing) - \$10.00

Nonprofit Corporation (for four months following the month of filing) - \$10.00

Limited Partnership (for four months following the month of filing) - \$10.00

Limited Liability Company (for six months following the month of filing) - \$25.00

Signed this 11th day of December, 19 96

*Loyal A. Eldridge III*  
(Signature of Applicant)

Loyal A. Eldridge, III  
(Type or Print Name) (Type or Print Title)

444 West Michigan Avenue  
(Street Address)

Kalamazoo, MI 49007  
(City, State, ZIP Code)

The exclusive right to use a name may be transferred to another person. To request a transfer, complete the following:

### NOTICE OF TRANSFER OF NAME RESERVATION

Pursuant to Section 215(3), Act 284, Public Acts of 1972; Section 215(3), Act 162, Public Acts of 1982; Section 103(b), Act 213, Public Acts of 1982; or Section 205(2), Act 23, Public Acts of 1993, the undersigned hereby transfers to

\_\_\_\_\_  
\_\_\_\_\_  
(Name and Address of Transferee)

the right to exclusive use of the name \_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
(Name of Original Applicant)  
By \_\_\_\_\_  
(Signature)

### INFORMATION AND INSTRUCTIONS

1. Submit one original of this document. Upon filing, the document will be added to the records of the Corporation, Securities and Land Development Bureau. The original will be returned to the address in the box on the front as evidence of filing.

Since this document will be maintained on optical disk media, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

2. If the name is available, the administrator shall reserve it for exclusive use of the applicant.

**Nonprofit Corporations or Limited Partnerships:** The Administrator, for good cause shown, may extend the reservation for periods of not more than two calendar months each. No more than two extensions shall be granted. Extension requests must be received in writing by the Bureau prior to the expiration of the reservation period.

**Profit Corporations and Limited Liability Companies:** Upon expiration, the name may again be reserved by filing another application and fee.

3. Act 284, Public Acts of 1972; Act 192, Public Acts of 1982; Act 213, Public Acts of 1982; and Act 23, Public Acts of 1993 require certain words or abbreviations be included or excluded from the name of profit corporations, limited partnerships, or limited liability companies. Those required are:

- a. Company, Corporation, Incorporated, Limited, Co., Corp., Inc., or Ltd. in the name of domestic (non-professional service) corporations.
- b. Professional Corporation or P.C. in the name of professional service corporations.
- c. Limited Partnership in the name of limited partnerships.
- d. Limited Liability Company, L.L.C., or L.C. in the name of (non-professional service) limited liability companies.
- e. Professional Limited Liability Company, P.L.L.C., or P.L.C. in the name of professional service limited liability companies.

Those excluded are: Corporation, Incorporated, Corp., Inc. in the name of limited partnerships and limited liability companies.

4. The application for reservation of name and the notice of transfer of name reservation must be signed in ink by the applicant.
5. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. No fee for transfer or extension of reservation.

CORPORATION OR LIMITED PARTNERSHIP ..... \$10.00  
LIMITED LIABILITY COMPANY ..... \$25.00

6. Mail form and fee to:  
Michigan Department of Consumer and Industry Services  
Corporation, Securities and Land Development Bureau  
Corporation Division  
P.O. Box 30054  
Lansing, MI 48909-7554

The Office is located at:  
6546 Mercantile Way  
Lansing, MI 48910  
(517) 334-6302