


06-01-2000

Form PTO-1584 1-91-92		RE 7				U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office	
Tab settings		101370469		To the Honorable Commissioner of Patents			
1. Name of conveying party(ies): Graphic Management Corporation 360 AMS Court Green Bay, WI 54313 <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Wisconsin <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No				2. Name and address of receiving party(ies): GMC Acquisition Corp. Name: _____ Internal Address: _____ Street Address: 225 West Olney Road City: Norfolk State: VA ZIP: 23510 <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-State Delaware <input type="checkbox"/> Other _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No			
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: February 18, 2000							
4. Application number(s) or registration number(s): A. Trademark Application No.(s)				B. Trademark registration No.(s) 1,690,624 - GRAPHIC MANAGEMENT CORPORATION 2,280,046 - MAKING COLLEGE COUNT, Class 9 2,174,450 - MAKING COLLEGE COUNT, Class 16 Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Alfred M. Randolph, Jr. Internal Address: _____ Street Address: One Commercial Place Suite 2000 City: Norfolk State: VA ZIP: 23510				5. Total number of applications and registrations involved: 3			
				7. Total fee (37 CFR 3.41): \$ _____ <input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account			
				B. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)			
DO NOT USE THIS SPACE							
9. Statement and signature. <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> Alfred M. RANDOLPH, JR. Alfred M. Randolph, Jr. 3-18-00 Name of Person Signing Signature Date Total number of pages comprising cover sheet: _____							

OMB No. 0651-0011 (exp. 4/94)

05/31/2000 JSHBAZZ 0000064 1690624

01 FC:481 40.00 DP
02 FC:482 50.00 DP

DFI/CORP/30
DOCUMENT
2/00

United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: February 18, 2000

BY: *Anne Pressel*

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

00 FEB 17 AM 11:03

ARTICLES OF MERGER

GRAPHIC MANAGEMENT CORPORATION *01 G020414*
(a Wisconsin corporation)

WITH AND INTO

GMC ACQUISITION CORP. *NR*
(a Delaware corporation)

These Articles of Merger are executed by the undersigned pursuant to Sections 180.1105 and 180.1107 of the Wisconsin Business Corporation Law:

I.

The name of the Corporation planning to merger is Graphic Management Corporation, a Wisconsin corporation (the "Merging Corporation"). The Merging Corporation plans to merge into and with GMC Acquisition Corp., a Delaware corporation.

II.

The name of the surviving corporation is: GMC Acquisition Corp.

III.

The adopted Plan of Merger (the "Plan") is attached as Exhibit A.

IV.

The Plan was approved by the sole shareholder and the Board of Directors of the Surviving Corporation in accordance with the laws of the State of Delaware.

V.

The Plan was duly approved by the sole shareholder and board of directors of the Merging Corporation in accordance with §180.1103 of the Wisconsin Business Corporation Law.

VI.

These Articles of Merger, when filed, shall be effective: February 18, 2000.

Executed by the Surviving Corporation on behalf of all parties to the merger on this 15
day of February, 2000.

GMC ACQUISITION CORP.



Claudia S. Amlic, Vice President

#588889 v2

EXHIBIT A

PLAN OF MERGER
OFGRAPHIC MANAGEMENT CORPORATION
(a Wisconsin corporation)

WITH AND INTO

GMC ACQUISITION CORP.
(a Delaware corporation)1. The Participating Entities.

1.1 The Constituent and Surviving Entities. The name of the Corporation planning to merge in the proposed merger described herein (the "Merger") is Graphic Management Corporation, a Wisconsin corporation (the "Merging Corporation"). The Merging Corporation plans to merge into and with GMC Acquisition Corp., a Delaware corporation (hereinafter referred to as "GMC Acquisition" or as "Surviving Company").

1.2 Capitalization of Participating Entities. As to each constituent corporation that is party to the Merger, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Entity</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or Series of Shares entitled to Vote</u>	<u>Shares entitled to vote as a class or series</u>
Graphic Management Corporation	Common (300 shares)	Common	300
GMC Acquisition Corp.	Common (100 shares)	Common	100

2. The Merger.

2.1 The Merger of GMC Acquisition and the Merging Corporation. At the effective time of the Merger (the "Effective Time"), the Merging Corporation shall be merged with and into GMC Acquisition pursuant to this plan of merger (the "Plan of Merger"), and the separate corporate existence of the Merging Corporation shall cease. GMC Acquisition, as it exists from and after the Effective Time, is sometimes referred to as the "Surviving Company." GMC Acquisition and the Merging Corporation have approved and adopted this Plan of Merger.

2.2 Approval of Merger. The Board of Directors of GMC Acquisition and the Board of Directors of the Merging Corporation have adopted resolutions declaring that the Merger of the Merging Corporation into GMC Acquisition is advisable on substantially the terms and

conditions set forth in or referred to in said resolutions. The Merger and the aforesaid terms and conditions were duly approved by the sole shareholder of GMC Acquisition and the sole shareholder of the Merging Corporation entitled to vote thereon without a meeting by written consent.

2.3 Effects of the Merger. The Merger shall have the effects provided therefor by the Wisconsin Business Corporation Law and the Delaware Limited Liability Company Act, including, but not limited to, the automatic assignment and transfer of all contracts, contract rights and other agreements of the Merging Corporation to the Surviving Company.

2.4 Certificate of Incorporation. The Certificate of Incorporation of GMC Acquisition upon the Effective Date of the Merger shall be the Certificate of Incorporation of said Surviving Company and said Certificate of Incorporation shall continue in full force and effect until further amended in accordance with the provisions therein and as provided by the applicable provisions of the Delaware General Corporation Law.

2.5 Bylaws. The present Bylaws of GMC Acquisition will continue in full force and effect as the Bylaws of the Surviving Company until thereafter amended in accordance with its terms or as provided by the Delaware General Corporation Law.

2.6 Transfer of Property, Rights, Privileges. At the Effective Time of the Merger all rights, title and interests in all the Merging Corporation's property will be transferred to the Surviving Company.

3. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of GMC Acquisition or the Merging Corporation, or the sole stockholders thereof, the shares of capital stock of GMC Acquisition and the Merging Corporation shall be converted as follows:

3.1 Surviving Corporation's Shares. Each issued and outstanding share of capital stock of GMC Acquisition shall continue to be issued and outstanding.

3.2 Merging Corporation's Shares. Each issued and outstanding share of capital stock of the Merging Corporation shall be surrendered to the Secretary of the Surviving Company and shall be canceled and no stock or other securities, cash, property, shares or other securities of any other corporation or entity shall be issued or given in exchange therefor.

4. Effective Date. The Merger shall be effective on February 18, 2000.

5. Counterparts. This Plan of Merger may be executed in one or more counterparts, all of which together shall constitute one and the same Plan of Merger.

IN WITNESS WHEREOF, this Plan of Merger is hereby signed for and on behalf of each of the parties thereto by their respective officers, each of whom does hereby acknowledge that said Plan of Merger is the act of each such corporation or limited liability company, and who does hereby state under the penalties for perjury that the matters and facts set forth therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information and belief.

GMC ACQUISITION CORP.

By *Claudia S. Amlie*
Claudia S. Amlie, Vice President

GRAPHIC MANAGEMENT CORPORATION

By *Claudia S. Amlie*
Claudia S. Amlie, Vice President

#596580 v1

DELETED EFF DATE 10 17 2000

12009

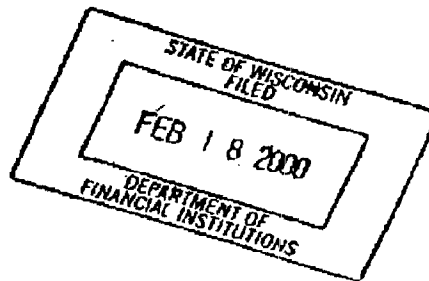
Cost of Merger. Ch 180 & 50.00
 25.00

 75.00

GRAPHIC MANAGEMENT
 CORPORATION 01 6020414

into

Unlicensed Fgn Corp
 Survivor



By: CT Corporation System
 44 E. Mifflin St
 Madison WI 53703

State of Delaware
Office of the Secretary of State

PAGE 1

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 MERGER, WHICH MERGES:

"GRAPHIC MANAGEMENT CORPORATION", A WISCONSIN CORPORATION, WITH AND INTO "GMC ACQUISITION CORP." UNDER THE NAME OF "GMC ACQUISITION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2000, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE EIGHTEENTH DAY OF FEBRUARY, A.D. 2000.

A FILLED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3176173 8100M

001080471



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0263706

02-17-00

TO: DELAWARE DEPT. OF STATE

CERTIFICATE OF MERGER
GRAPHIC MANAGEMENT CORPORATION
INTO
GMC ACQUISITION CORP.

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: The name of each constituent corporation is as follows:

Company Name	State of Incorporation
Graphic Management Corporation	Wisconsin
GMC Acquisition Corp.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation is GMC Acquisition Corp., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of GMC Acquisition Corp., a Delaware corporation, which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 3701 East Virginia Beach Boulevard, Norfolk, Virginia 23502.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the surviving corporation or any person holding an interest in any other business entity which is to merge.

SEVENTH: The authorized capital stock of each constituent corporation that is a party to the merger is as follows:

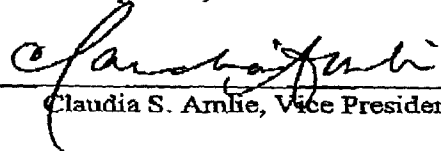
<u>Name of Entity</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or Series of Shares entitled to Vote</u>	<u>Par value per share</u>
Graphic Management Corporation	Common (300 shares)	Common	No par value
GMC Acquisition Corp.	Common (100 shares)	Common	\$0.01

EIGHTH: This Certificate of Merger shall be effective on February 18, 2000.

Dated: February 15, 2000.

GMC ACQUISITION CORP.
(a Delaware corporation)

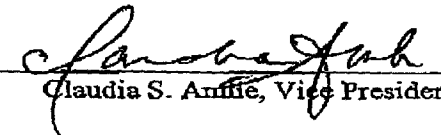
By



Claudia S. Amie, Vice President

GRAPHIC MANAGEMENT CORPORATION
(a Wisconsin Corporation)

By



Claudia S. Amie, Vice President

#596591 v1