

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM322559

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	01/01/2003
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Flambeau Products Corporation		01/01/2003	CORPORATION: OHIO

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Flambeau Corporation	01/01/2003	CORPORATION: WISCONSIN

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Flambeau, Inc.
Street Address:	801 Lynn Avenue
City:	Baraboo
State/Country:	WISCONSIN
Postal Code:	53913
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1171281	ARTBIN
Registration Number:	2784326	SEW-LUTIONS
Registration Number:	0609514	IMPERIAL
Registration Number:	0622084	DUNCAN
Registration Number:	1063993	DUNCAN
Registration Number:	1087001	PRO YO
Registration Number:	2333255	
Registration Number:	2338639	BUTTERFLY
Registration Number:	2385714	TOURNAMENT
Registration Number:	2409157	DRAGON FLY
Registration Number:	1143506	FLAMBEAU
Registration Number:	2472337	JEWELLED
Registration Number:	2680340	SHAPING THE PRODUCTS OF TOMORROW... IN P

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2183238	BAZUKA

CORRESPONDENCE DATA

Fax Number: 6083552280
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
Phone: 6083560136
Email: sstauffacher@nordicgroup.com
Correspondent Name: Sonja Stauffacher
Address Line 1: 715 Lynn Avenue, Suite 100
Address Line 2: Nordic Group of Comapnies, Ltd.
Address Line 4: Baraboo, WISCONSIN 53913

NAME OF SUBMITTER:	Sonja A. Stauffacher
SIGNATURE:	/Sonja A. Stauffacher/
DATE SIGNED:	11/07/2014

Total Attachments: 39
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DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/24/2002	200235800512	MERGER/LICENSING FOREIGN CORP/FOR PROFIT (MUL)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

DANA E. ROBERTS
414 BROADWAY
SUITE 200
BARABOO, WI 53913

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1358769

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FLAMBEAU, INC

and, that said business records show the filing and recording of:

Document(s)

MERGER/LICENSING FOREIGN CORP/FOR PROFIT

Document No(s):

200235800512

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 1st day of January, A.D.
2003.

J. Kenneth Blackwell
Ohio Secretary of State

Prescribed by **J. Kenneth Blackwell**
 Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this Form? (Select One)	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 <small>** Requires an additional fee of \$100 **</small>
<input type="radio"/> No	PO Box 1329 Columbus, OH 43216

www.state.oh.us/sos
 e-mail: busserv@sos.state.oh.us

CERTIFICATE OF MERGER
 (For Domestic or Foreign, Profit or Non-Profit)
 Filing Fee \$125.00
 (154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Flambeau, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

n/a

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number _____
- Domestic (Ohio) Non-Profit Corporation, charter number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in this State of Ohio under license number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of Wisconsin and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) Limited Liability Company, with registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) Partnership having limited liability, with the registration number _____
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.
- General partnership not registered with the state of Ohio

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows: (if this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

Name / charter, license or registration number	State/Country of Organization	Type of Entity
<u>Flambeau Prodcuts Corporation /306047</u>	<u>Ohio</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

<u>Dana E. Roberts</u>	<u>414 Broadway</u>
<small>(name)</small>	<small>(street) NOTE: P.O. Box Addresses are NOT acceptable.</small>
<u>Baraboo</u>	<u>WI 53913</u>
<small>(city, village or township)</small>	<small>(state) (zip code)</small>

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: 01-01-02 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Jason C. Sauey 15981 Valplast Road
Middlefield, Ohio 44062

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

[Handwritten signature]

(The acceptance of agent must be completed by the surviving entities if through the merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

Attachments are provided [X] No Charges

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

Jason C. Sauey 15981 Valplast Road
Middlefield, Ohio 44062

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c.) The location of the main office (non-Ohio) shall be:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

(d.) The principal office location in the state of Ohio shall be:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) Ohio (state) (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

(b.) The name under which the limited liability company desires to transact business in Ohio is

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (state) (zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (country) (state) (zip code)

(d.) The limited partnership's principal office address is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (country) (state) (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (country) (state) (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street address) _____

NOTE: P.O. Box Addresses are NOT acceptable.

(city, village or township) _____

Ohio

(zip code) _____

(If the partnership does not have a principal office in Ohio, then items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address) _____

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) _____

(state) _____

(zip code) _____

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name) _____

(street address) _____

NOTE: P.O. Box Addresses are NOT acceptable.

(city, village or township) _____

Ohio

(zip code) _____

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Flambeau, Inc.
(Exact name of entity)
By: [Signature]
Its: Chairman of the Board
Date: 12/23/02

Flambeau Products Corporation
(Exact name of entity)
By: [Signature]
Its: Chairman of the Board
Date: 12/23/02

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
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(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

DFI/CORP/38
RECORD 2011

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, GEORGE PETAK, Administrator, Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record 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 the whole of such record; and that I am the legal custodian of said record, 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.

A handwritten signature in cursive script that reads "George Petak".

GEORGE PETAK, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

DATE: JAN 21 2014

BY: A handwritten signature in cursive script that reads "P. Weber".

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.

TRADEMARK
REEL: 005396 FRAME: 0847

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

98 JUN 25 AM 10:01

**ARTICLES OF INCORPORATION
OF
FLAMBEAU CORPORATION**

Executed by the undersigned for the purpose of forming a Wisconsin for-profit corporation under Chapter 180 of the Wisconsin Statutes repealed and recreated by 1989 Wis. Act 303:

Article I

JUN 25 12:00PM

#. C
175307 DCORP 90

90.00

The name of the Corporation is: Flambeau Corporation

Article II

The Corporation shall be authorized to issue 9,000 shares of stock, designated as "Common Stock" with a par value of One Cent (\$0.01) per share.

Article III

The street address of the initial registered office is: 801 Lynn Avenue
Baraboo, WI 53913


Article IV

The name of the initial registered agent at the above registered address is: Craig L. Sauey

Article V

The name and address of the Corporation's incorporator is: Dana E. Roberts
414 Broadway
Baraboo, WI 53913

EXECUTED as of the 24th day of June, 1998.



Dana E. Roberts, Incorporator

This Document Was Drafted By:
Dana E. Roberts, Esq.

Please return to:

Dana E. Roberts, Esq.
Nordic Group of Companies, Ltd.
414 Broadway
Baraboo, WI 53913
(608) 356-7303

F029358

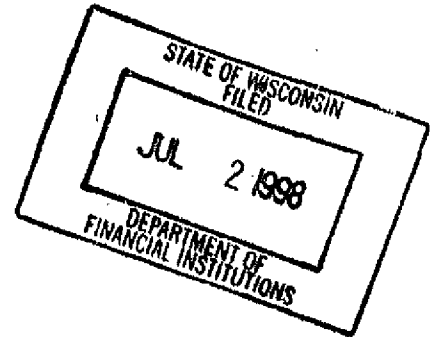
TRADEMARK

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Cont. of Inv. - Ch. 180

(3)

* 90-00



TRADEMARK

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01 F029358

Sec. 180.1006
Wis. Stats.

DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



2002 NOV 25 AM 9:31

ARTICLES OF AMENDMENT -- STOCK, FOR-PROFIT CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:
FLAMBEAU CORPORATION

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph in the articles of incorporation being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

Article I

off

The name of the Corporation is Flambeau, Inc.

NOV 22 01:07AM

#.#
159465 DCORP 40

40.00

FILING FEE - \$40.00 See instructions, suggestions and procedures on following pages.

B. Amendment(s) adopted on July 26, 2002

(Indicate the method of adoption by checking (X) the appropriate choice below.)

- In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)
OR
 In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)
OR
 In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on 10/31/02
(Date)


(Signature)

Title: President Secretary
or other officer title _____

Chuck Frank
(Printed name)

This document was drafted by Dana E. Roberts
(Name the individual who drafted the document)

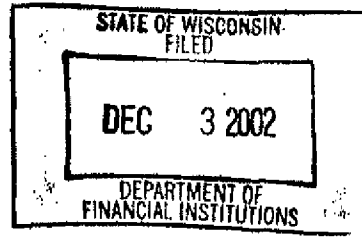
INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$40.00** payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. Upon filing, the information in this document becomes public and might be used for purposes other than that for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TTY.

740 JV

ARTICLES OF AMENDMENT - Stock, For-Profit Corporation

Dana Roberts
Nordic Group of Companies, LTD
414 Broadway
Baraboo, WI 53913



▲ Your return address and phone number during the day: (608) 356 - 2130

INSTRUCTIONS (Continued)

CHE CORP NAME

- A. State the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: (enter the amended article). If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.
- B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors -- Refer to sec. 180.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders -- Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003, Wis. Stats., for specific information.

By Incorporators or Board of Directors -- Before issuance of shares -- See sec. 180.1005, Wis. Stats., for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

- C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

FILING FEE - \$40.00.

Sec. 179.77, 180-1105
 181.1105 and
 183.1244 Wis. Stats.
 DEPARTMENT OF FINANCIAL INSTITUTIONS
 STATE OF WISCONSIN

State of Wisconsin
 DEPARTMENT OF FINANCIAL INSTITUTIONS
 Division of Corporate & Consumer Services



2002 DEC 26 AM 9:20

ARTICLES OF MERGER

1. Non-Surviving Parties to the Merger:

Company Name:
 Flambeau Products Corporation - 02 FO27002
 (\$60M)

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Ohio</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Company Name: DEC 26 01:07AM
#. #
152533 INCORP-WI 150.00

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of _____ (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page.

2. Surviving Business Entity:

Company Name:
 Flambeau, Inc. - 01 FO29358
 merged

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00

DFI/CORP/2000(R08/20/02) Use of this form is voluntary

ARTICLES OF MERGER

3. The Plan of Merger included in this document was approved by each business entity that is a party to the merger in the manner required by the laws applicable to each business entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable.

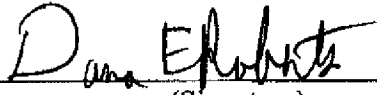
(Append or attach the **PLAN OF MERGER**. Optional Plan of Merger template on Pages 4 & 5)

4. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on January 1, 2003 (date) at 12:01 a.m. (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

5. Executed on 12/23/02 (date) by the surviving business entity on behalf of all parties to the merger.



(Signature)

Mark (X) below the title of the person executing the document.

Dana E. Roberts

(Printed Name)

For a **limited partnership**

Title: General Partner

For a **corporation**

For a **limited liability company**

Title: Member OR Manager

Title: President OR Secretary
or other officer title _____

This document was drafted by Dana E. Roberts

(Name the individual who drafted the document)

INSTRUCTIONS: (Ref. Ss. 179.77, 180.1105, 181.1105, and 183.1204, Wis. Stats., for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **filing fee of \$150.00**, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3rd Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c).

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing impaired may call 608-266-8818 for TDY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

ARTICLES OF MERGER

Dana E. Roberts
Nordic Group of Companies, Ltd
414 Broadway
Baraboo, Wisconsin 53913

Your return address and phone number during the day: (608) 356 - 2130

INSTRUCTIONS (Cont'd)

1. Enter the company name, type of business entity, and state of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.
2. Enter the company name, type of business entity, and state of organization of the surviving business entity.
3. This Article states the manner in which the Plan of Merger was approved. Append or attach the Plan of Merger. A Plan of Merger template is available on pages 4 & 5. Its use is optional.
4. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
5. Enter the date of execution and the name and title of the person signing the document. If, for example, the surviving business entity is a domestic limited liability company, the Articles of Merger would be signed by a Member or Manager of the limited liability company; if the surviving business entity is a corporation, by an officer of the corporation, etc.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, please state, "not executed in Wisconsin."

The surviving entity in the merger is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.77(6)(c), 180.1106(1)(b), 181.1106(2) or 183.1205(2), whichever is applicable.

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of December 15, 2002, by and between Flambeau Products Corporation, an Ohio corporation ("**Company**"), and Flambeau, Inc., a Wisconsin corporation (the "**Surviving Entity**"). Company and Surviving Entity are hereinafter collectively referred to as the "Merging Entities."

WITNESSETH:

WHEREAS, the authorized capital stock of the Surviving Entity consists of 9,000 shares of common stock, par value of \$0.01 per share, of which, at December 1, 2002, 100 shares of common stock are issued and outstanding and all of which are owned by Nordic Group of Companies, Ltd. ("Nordic Group");

WHEREAS, the authorized capital stock of Company consists of 9,000 shares of common stock, par value of \$0.01 per share, of which, at December 1, 2002, 6,424.76 shares of common stock are issued and outstanding and all of which are owned by Nordic Group;

WHEREAS, Nordic Group as the sole shareholder of each of the Surviving Entity and the Company, by resolutions duly adopted, has approved and adopted this Agreement and Plan of Merger (the "Merger"); and

WHEREAS, the respective boards of directors of the Surviving Entity and the Company have determined that it is advisable and generally to the advantage and welfare of the Surviving Entity and the Company and their respective shareholders that the Company be merged with and into the Surviving Entity on the terms and conditions set forth in this Agreement and Plan of Merger;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, the Surviving Entity and the Company agree as follows:

ARTICLE 1

CORPORATE EXISTANCE OF THE SURVIVING ENTITY

On the Effective Date of the Merger, the Company shall be merged with and into the Surviving Entity and the Surviving Entity shall emerge as the surviving corporation. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Entity shall continue unaffected and unimpaired by the Merger and the corporate identity, existence, purposes, powers, franchises, rights and immunities of the Company shall be merged into the Surviving Entity and the Surviving Entity shall be fully vested therewith. The separate existence of the Company, except insofar as otherwise specifically provided by law, shall cease on the Effective Date of the Merger, whereupon the Surviving Entity and the Company shall be and become one single corporation.

ARTICLE 2

ARTICLES OF INCORPORATION AND BYLAWS OF SURVIVING ENTITY

The Articles of Incorporation and Bylaws of the Surviving Entity as in effect immediately prior to the Effective Date of the Merger shall be the Articles of Incorporation and the Bylaws of the Surviving Entity following the Effective Date of the Merger until amended in accordance with law and the terms thereof.

ARTICLE 3

CONVERSION OF SHARES

On the Effective Date of the Merger, each share of the common stock of the Surviving Entity and the Company then issued and outstanding, and without any action on the part of the holders thereof, shall be converted into the aggregate sum of 100 shares of the Surviving Entity's common stock and shall be issued to Nordic Group as the sole shareholder of each of the Surviving Entity and the Company.

At or immediately following the Effective Date of the Merger, Nordic Group, as the sole shareholder of each of the Surviving Entity and the Company, shall surrender to the Surviving Entity each outstanding stock certificate which, immediately prior to the Effective Date of the Merger, represented shares of the common stock of the Surviving Entity and/or the Company and Nordic Group shall be entitled, upon the surrender of such stock certificates, to receive in exchange therefore a stock certificate or certificates representing the number of shares of the Surviving Entity's common stock into which the shares represented by the stock certificates so surrendered shall have been converted as provided in this Agreement and Plan of Merger. Until surrendered to and canceled by the Surviving Entity, each stock certificate which, prior to the Effective Date of the Merger, represented outstanding shares of the common stock of either the Surviving Entity or the Company, shall be deemed for all corporate purposes to evidence the number of shares of the Surviving Entity's common stock into which such shares have been converted.

ARTICLE 4

EFFECT OF THE MERGER

On the Effective Date of the Merger, the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of both the Surviving Entity and the Company, and all rights, privileges, immunities, powers and franchises of both the Surviving Entity and the Company and all property, real, personal and mixed, tangible or intangible, and all debts due to both the Surviving Entity and the Company on whatever account, for stock subscriptions as well as for all other things in action or belonging to each of said corporations, shall be taken and deemed to be transferred and vested in the Surviving Entity without further act or deed. The title to, or any interest in, any real estate vested by deed or otherwise in both the Surviving Entity and the Company shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and liens upon any property of either the Surviving Entity or the Company shall be preserved unimpaired, limited in lien to the property affected by such liens on the Effective Date of the Merger, and all debts, liabilities, and duties of both of the Surviving Entity and the Company, respectively, shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Entity.

There are no dissenting shareholders to this Merger and therefore the dissenting shareholder rights provisions of the Wisconsin Business Corporation law and the Ohio Revised Code do not apply to this Merger.

ARTICLE 5

EFFECTIVE DATE OF THE MERGER

The Effective Date of the Merger shall be at the later of the filing of the Articles of Merger with the ^{Dept. of Financial Institutions} of the State of Wisconsin, the filing of the Certificate of Merger with the Secretary of State of Ohio or 12:01 a.m., Wisconsin time, on January 1, 2003.

ARTICLE 6

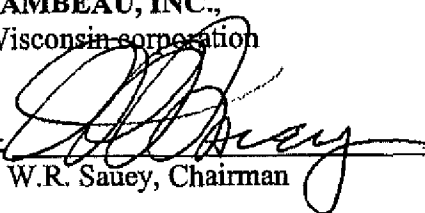
ABANDONMENT

Until the Articles of Merger are filed with the Offices of the Secretary of State for the ~~states of Wisconsin and~~ Ohio, either party to this Merger may, upon the approval of its Board of Directors, abandon this Merger as provided in the Wisconsin Business Corporation Law and the Ohio Revised Code.

<sup>Dept. of Financial Institutions,
State of Wisconsin, and</sup>

IN WITNESS WHEREOF, each of the parties hereto have caused this Agreement and Plan of Merger to be executed on its behalf as of the day and year first above written.


FLAMBEAU, INC.,
a Wisconsin corporation

By: 
W.R. Sauey, Chairman

Attest: 
Dana E. Roberts, Secretary

FLAMBEAU PRODUCTS CORPORATION
an Ohio corporation

By: 
W.R. Sauey, Chairman

Attest: 
Dana E. Roberts, Assistant Secretary

Articles of Merger
Chapter 180

Effective January 1, 2003

\$150.00 AP

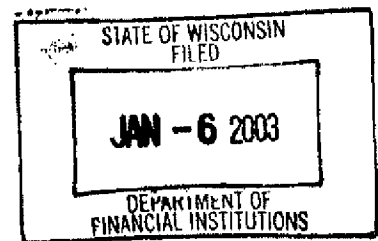
Merges:

Flambeau Products Corporation
an Ohio corporation, 02 FO27002, non survivor

Arts:

Flambeau, Inc.

a Wisconsin corporation, 01 FO29358,
survivor



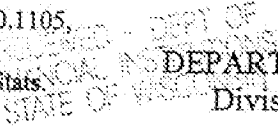
Returned to: Dana Roberts

Nordic Group of Companies, Ltd.
414 Broadway, Ste 200
Baraboo WI 53913

Changes to Articles 5 and 6 of the Plan of Merger
authorized by Dana Roberts, drafter.

TRADEMARK

REEL: 005396 FRAME: 0860



2002 DEC 26 AM 9:20

ARTICLES OF MERGER

1. Non-Surviving Parties to the Merger:

Company Name: Flambeau Products Corporation
--

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Ohio</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Company Name:

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of _____ (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page.

2. Surviving Business Entity:

Company Name: Flambeau, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00

DFU/CORP/2000(R08/20/02) Use of this form is voluntary

ARTICLES OF MERGER

3. The Plan of Merger included in this document was approved by each business entity that is a party to the merger in the manner required by the laws applicable to each business entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable.

(Append or attach the **PLAN OF MERGER**. Optional Plan of Merger template on Pages 4 & 5)

4. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on January 1, 2003 (date) at 12:01 a.m. (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

5. Executed on 12/23/02 (date) by the surviving business entity on behalf of all parties to the merger.

Dana E. Roberts
(Signature)

Mark (X) below the title of the person executing the document.

For a **limited partnership**

Title: General Partner

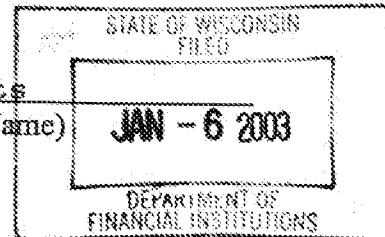
For a **limited liability company**

Title: Member OR Manager

For a **corporation**

Title: President OR Secretary
or other officer title _____

Dana E. Roberts
(Printed Name)



This document was drafted by Dana E. Roberts
(Name the individual who drafted the document)

INSTRUCTIONS: (Ref. Ss. 179.77, 180.1105, 181.1105, and 183.1204, Wis. Stats., for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **filing fee of \$150.00**, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3rd Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c).

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ARTICLES OF MERGER

[Dana E. Roberts
Nordic Group of Companies, Ltd
414 Broadway
Baraboo, Wisconsin 53913
[

Your return address and phone number during the day: (608) 356 - 2130

INSTRUCTIONS (Cont'd)

1. Enter the company name, type of business entity, and state of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.
2. Enter the company name, type of business entity, and state of organization of the surviving business entity.
3. This Article states the manner in which the Plan of Merger was approved. Append or attach the Plan of Merger. A Plan of Merger template is available on pages 4 & 5. Its use is optional.
4. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
5. Enter the date of execution and the name and title of the person signing the document. If, for example, the surviving business entity is a domestic limited liability company, the Articles of Merger would be signed by a Member or Manager of the limited liability company; if the surviving business entity is a corporation, by an officer of the corporation, etc.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, please state, "not executed in Wisconsin."

The surviving entity in the merger is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.77(6)(c), 180.1106(1)(b), 181.1106(2) or 183.1205(2), whichever is applicable.

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of December 15, 2002, by and between Flambeau Products Corporation, an Ohio corporation ("*Company*"), and Flambeau, Inc., a Wisconsin corporation (the "*Surviving Entity*"). *Company* and *Surviving Entity* are hereinafter collectively referred to as the "Merging Entities."

WITNESSETH:

WHEREAS, the authorized capital stock of the *Surviving Entity* consists of 9,000 shares of common stock, par value of \$0.01 per share, of which, at December 1, 2002, 100 shares of common stock are issued and outstanding and all of which are owned by Nordic Group of Companies, Ltd. ("*Nordic Group*");

WHEREAS, the authorized capital stock of *Company* consists of 9,000 shares of common stock, par value of \$0.01 per share, of which, at December 1, 2002, 6,424.76 shares of common stock are issued and outstanding and all of which are owned by *Nordic Group*;

WHEREAS, *Nordic Group* as the sole shareholder of each of the *Surviving Entity* and the *Company*, by resolutions duly adopted, has approved and adopted this Agreement and Plan of Merger (the "*Merger*"); and

WHEREAS, the respective boards of directors of the *Surviving Entity* and the *Company* have determined that it is advisable and generally to the advantage and welfare of the *Surviving Entity* and the *Company* and their respective shareholders that the *Company* be merged with and into the *Surviving Entity* on the terms and conditions set forth in this Agreement and Plan of Merger;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, the *Surviving Entity* and the *Company* agree as follows:

ARTICLE I

CORPORATE EXISTANCE OF THE SURVIVING ENTITY

On the Effective Date of the Merger, the *Company* shall be merged with and into the *Surviving Entity* and the *Surviving Entity* shall emerge as the surviving corporation. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the *Surviving Entity* shall continue unaffected and unimpaired by the Merger and the corporate identity, existence, purposes, powers, franchises, rights and immunities of the *Company* shall be merged into the *Surviving Entity* and the *Surviving Entity* shall be fully vested therewith. The separate existence of the *Company*, except insofar as otherwise specifically provided by law, shall cease on the Effective Date of the Merger, whereupon the *Surviving Entity* and the *Company* shall be and become one single corporation.

ARTICLE 2

ARTICLES OF INCORPORATION AND BYLAWS OF SURVIVING ENTITY

The Articles of Incorporation and Bylaws of the Surviving Entity as in effect immediately prior to the Effective Date of the Merger shall be the Articles of Incorporation and the Bylaws of the Surviving Entity following the Effective Date of the Merger until amended in accordance with law and the terms thereof.

ARTICLE 3

CONVERSION OF SHARES

On the Effective Date of the Merger, each share of the common stock of the Surviving Entity and the Company then issued and outstanding, and without any action on the part of the holders thereof, shall be converted into the aggregate sum of 100 shares of the Surviving Entity's common stock and shall be issued to Nordic Group as the sole shareholder of each of the Surviving Entity and the Company.

At or immediately following the Effective Date of the Merger, Nordic Group, as the sole shareholder of each of the Surviving Entity and the Company, shall surrender to the Surviving Entity each outstanding stock certificate which, immediately prior to the Effective Date of the Merger, represented shares of the common stock of the Surviving Entity and/or the Company and Nordic Group shall be entitled, upon the surrender of such stock certificates, to receive in exchange therefore a stock certificate or certificates representing the number of shares of the Surviving Entity's common stock into which the shares represented by the stock certificates so surrendered shall have been converted as provided in this Agreement and Plan of Merger. Until surrendered to and canceled by the Surviving Entity, each stock certificate which, prior to the Effective Date of the Merger, represented outstanding shares of the common stock of either the Surviving Entity or the Company, shall be deemed for all corporate purposes to evidence the number of shares of the Surviving Entity's common stock into which such shares have been converted.

ARTICLE 4

EFFECT OF THE MERGER

On the Effective Date of the Merger, the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of both the Surviving Entity and the Company, and all rights, privileges, immunities, powers and franchises of both the Surviving Entity and the Company and all property, real, personal and mixed, tangible or intangible, and all debts due to both the Surviving Entity and the Company on whatever account, for stock subscriptions as well as for all other things in action or belonging to each of said corporations, shall be taken and deemed to be transferred and vested in the Surviving Entity without further act or deed. The title to, or any interest in, any real estate vested by deed or otherwise in both the Surviving Entity and the Company shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and liens upon any property of either the Surviving Entity or the Company shall be preserved unimpaired, limited in lien to the property affected by such liens on the Effective Date of the Merger, and all debts, liabilities, and duties of both of the Surviving Entity and the Company, respectively, shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Entity.

There are no dissenting shareholders to this Merger and therefore the dissenting shareholder rights provisions of the Wisconsin Business Corporation law and the Ohio Revised Code do not apply to this Merger.

ARTICLE 5

EFFECTIVE DATE OF THE MERGER

The Effective Date of the Merger shall be at the later of the filing of the Articles of Merger with the ^{Dept. of Financial Institutions} of the State of Wisconsin, the filing of the Certificate of Merger with the Secretary of State of Ohio or 12:01 a.m., Wisconsin time, on January 1, 2003.

ARTICLE 6

ABANDONMENT

Until the Articles of Merger are filed with the Offices of the Secretary of State for the ^{Dept. of Financial Institutions, State of Wisconsin, and} ~~state of Wisconsin and~~ Ohio, either party to this Merger may, upon the approval of its Board of Directors, abandon this Merger as provided in the Wisconsin Business Corporation Law and the Ohio Revised Code.

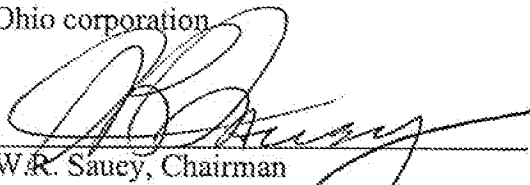
IN WITNESS WHEREOF, each of the parties hereto have caused this Agreement and Plan of Merger to be executed on its behalf as of the day and year first above written.

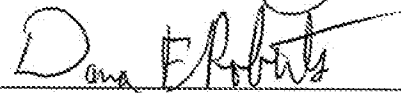
FLAMBEAU, INC.
a Wisconsin corporation

By: 
W.R. Sauey, Chairman

Attest: 
Dana E. Roberts, Secretary

FLAMBEAU PRODUCTS CORPORATION
an Ohio corporation

By: 
W.R. Sauey, Chairman

Attest: 
Dana E. Roberts, Assistant Secretary



2002 DEC 26 AM 9:20

ARTICLES OF MERGER

1. Non-Surviving Parties to the Merger:

Company Name: Flambeau Products Corporation
--

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Ohio</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Company Name:

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of _____ (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page.

2. Surviving Business Entity:

Company Name: Flambeau, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
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	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00

DFI/CORP/2000(R08/20/02) Use of this form is voluntary

ARTICLES OF MERGER

3. The Plan of Merger included in this document was approved by each business entity that is a party to the merger in the manner required by the laws applicable to each business entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable.

(Append or attach the PLAN OF MERGER. Optional Plan of Merger template on Pages 4 & 5)

4. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on January 1, 2003 (date) at 12:01a.m (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

5. Executed on 12/23/02 (date) by the surviving business entity on behalf of all parties to the merger.

Dana E. Roberts (Signature)

Mark (X) below the title of the person executing the document.

For a limited partnership

Title: [] General Partner

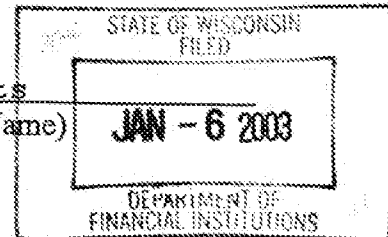
For a limited liability company

Title: [] Member OR [] Manager

For a corporation

Title: [] President OR [x] Secretary or other officer title

Dana E. Roberts (Printed Name)



This document was drafted by Dana E. Roberts (Name the individual who drafted the document)

INSTRUCTIONS: (Ref. Ss. 179.77, 180.1105, 181.1105, and 183.1204, Wis. Stats., for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a filing fee of \$150.00, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3rd Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c).

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing impaired may call 608-266-8818 for TDY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

ARTICLES OF MERGER

[Dana E. Roberts
Nordic Group of Companies, Ltd
414 Broadway
Baraboo, Wisconsin 53913
]

Your return address and phone number during the day: (608) 356 - 2130

INSTRUCTIONS (Cont'd)

1. Enter the company name, type of business entity, and state of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.
2. Enter the company name, type of business entity, and state of organization of the surviving business entity.
3. This Article states the manner in which the Plan of Merger was approved. Append or attach the Plan of Merger. A Plan of Merger template is available on pages 4 & 5. Its use is optional.
4. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
5. Enter the date of execution and the name and title of the person signing the document. If, for example, the surviving business entity is a domestic limited liability company, the Articles of Merger would be signed by a Member or Manager of the limited liability company; if the surviving business entity is a corporation, by an officer of the corporation, etc.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, please state, "not executed in Wisconsin."

The surviving entity in the merger is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.77(6)(c), 180.1106(1)(b), 181.1106(2) or 183.1205(2), whichever is applicable.

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of December 15, 2002, by and between Flambeau Products Corporation, an Ohio corporation ("*Company*"), and Flambeau, Inc., a Wisconsin corporation (the "*Surviving Entity*"). Company and Surviving Entity are hereinafter collectively referred to as the "Merging Entities."

WITNESSETH:

WHEREAS, the authorized capital stock of the Surviving Entity consists of 9,000 shares of common stock, par value of \$0.01 per share, of which, at December 1, 2002, 100 shares of common stock are issued and outstanding and all of which are owned by Nordic Group of Companies, Ltd. ("*Nordic Group*");

WHEREAS, the authorized capital stock of Company consists of 9,000 shares of common stock, par value of \$0.01 per share, of which, at December 1, 2002, 6,424.76 shares of common stock are issued and outstanding and all of which are owned by Nordic Group;

WHEREAS, Nordic Group as the sole shareholder of each of the Surviving Entity and the Company, by resolutions duly adopted, has approved and adopted this Agreement and Plan of Merger (the "*Merger*"); and

WHEREAS, the respective boards of directors of the Surviving Entity and the Company have determined that it is advisable and generally to the advantage and welfare of the Surviving Entity and the Company and their respective shareholders that the Company be merged with and into the Surviving Entity on the terms and conditions set forth in this Agreement and Plan of Merger;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, the Surviving Entity and the Company agree as follows:

ARTICLE 1

CORPORATE EXISTANCE OF THE SURVIVING ENTITY

On the Effective Date of the Merger, the Company shall be merged with and into the Surviving Entity and the Surviving Entity shall emerge as the surviving corporation. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Entity shall continue unaffected and unimpaired by the Merger and the corporate identity, existence, purposes, powers, franchises, rights and immunities of the Company shall be merged into the Surviving Entity and the Surviving Entity shall be fully vested therewith. The separate existence of the Company, except insofar as otherwise specifically provided by law, shall cease on the Effective Date of the Merger, whereupon the Surviving Entity and the Company shall be and become one single corporation.

ARTICLE 2

ARTICLES OF INCORPORATION AND BYLAWS OF SURVIVING ENTITY

The Articles of Incorporation and Bylaws of the Surviving Entity as in effect immediately prior to the Effective Date of the Merger shall be the Articles of Incorporation and the Bylaws of the Surviving Entity following the Effective Date of the Merger until amended in accordance with law and the terms thereof.

ARTICLE 3

CONVERSION OF SHARES

On the Effective Date of the Merger, each share of the common stock of the Surviving Entity and the Company then issued and outstanding, and without any action on the part of the holders thereof, shall be converted into the aggregate sum of 100 shares of the Surviving Entity's common stock and shall be issued to Nordic Group as the sole shareholder of each of the Surviving Entity and the Company.

At or immediately following the Effective Date of the Merger, Nordic Group, as the sole shareholder of each of the Surviving Entity and the Company, shall surrender to the Surviving Entity each outstanding stock certificate which, immediately prior to the Effective Date of the Merger, represented shares of the common stock of the Surviving Entity and/or the Company and Nordic Group shall be entitled, upon the surrender of such stock certificates, to receive in exchange therefore a stock certificate or certificates representing the number of shares of the Surviving Entity's common stock into which the shares represented by the stock certificates so surrendered shall have been converted as provided in this Agreement and Plan of Merger. Until surrendered to and canceled by the Surviving Entity, each stock certificate which, prior to the Effective Date of the Merger, represented outstanding shares of the common stock of either the Surviving Entity or the Company, shall be deemed for all corporate purposes to evidence the number of shares of the Surviving Entity's common stock into which such shares have been converted.

ARTICLE 4

EFFECT OF THE MERGER

On the Effective Date of the Merger, the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of both the Surviving Entity and the Company, and all rights, privileges, immunities, powers and franchises of both the Surviving Entity and the Company and all property, real, personal and mixed, tangible or intangible, and all debts due to both the Surviving Entity and the Company on whatever account, for stock subscriptions as well as for all other things in action or belonging to each of said corporations, shall be taken and deemed to be transferred and vested in the Surviving Entity without further act or deed. The title to, or any interest in, any real estate vested by deed or otherwise in both the Surviving Entity and the Company shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and liens upon any property of either the Surviving Entity or the Company shall be preserved unimpaired, limited in lien to the property affected by such liens on the Effective Date of the Merger, and all debts, liabilities, and duties of both of the Surviving Entity and the Company, respectively, shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Entity.

There are no dissenting shareholders to this Merger and therefore the dissenting shareholder rights provisions of the Wisconsin Business Corporation law and the Ohio Revised Code do not apply to this Merger.

ARTICLE 5

EFFECTIVE DATE OF THE MERGER

The Effective Date of the Merger shall be at the later of the filing of the Articles of Merger with the ~~Dept. of Financial Institutions~~ ^{Dept. of Financial Institutions, State of Wisconsin, and} of the State of Wisconsin, the filing of the Certificate of Merger with the Secretary of State of Ohio or 12:01 a.m., Wisconsin time, on January 1, 2003.

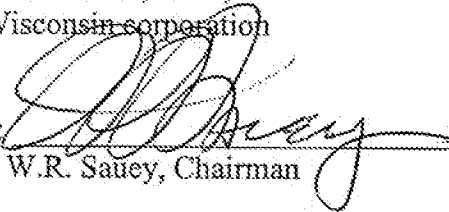
ARTICLE 6

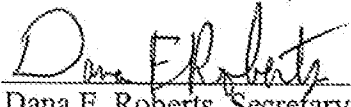
ABANDONMENT

Until the Articles of Merger are filed with the Offices of the Secretary ^{Dept. of Financial Institutions, State of Wisconsin, and} of State for the ~~state of Wisconsin and~~ Ohio, either party to this Merger may, upon the approval of its Board of Directors, abandon this Merger as provided in the Wisconsin Business Corporation Law and the Ohio Revised Code.

IN WITNESS WHEREOF, each of the parties hereto have caused this Agreement and Plan of Merger to be executed on its behalf as of the day and year first above written.


FLAMBEAU, INC.,
a Wisconsin corporation

By: 
W.R. Sauey, Chairman

Attest: 
Dana E. Roberts, Secretary

FLAMBEAU PRODUCTS CORPORATION
an Ohio corporation

By: 
W.R. Sauey, Chairman

Attest: 
Dana E. Roberts, Assistant Secretary



2002 NOV 25 AM 9:31

ARTICLES OF AMENDMENT – STOCK, FOR-PROFIT CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:

FLAMBEAU CORPORATION

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph in the articles of incorporation being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

Article I

The name of the Corporation is Flambeau, Inc.



FILING FEE - \$40.00 See instructions, suggestions and procedures on following pages.

B. Amendment(s) adopted on July 26, 2002

(Indicate the method of adoption by checking (X) the appropriate choice below.)

- OR In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)
- OR In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)
- OR In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on 10/31/02
(Date)


(Signature)

Title: President Secretary
or other officer title _____

Chuck Frank
(Printed name)

This document was drafted by Dana E. Roberts
(Name the individual who drafted the document)

INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE** of \$40.00 payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. Upon filing, the information in this document becomes public and might be used for purposes other than that for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TTY.

ARTICLES OF AMENDMENT – Stock, For-Profit Corporation

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Dana Roberts
Nordic Group of Companies, LTD
414 Broadway
Baraboo, WI 53913

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▲ Your return address and phone number during the day: (608) 356 - 2130

INSTRUCTIONS (Continued)

A. State the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., “Resolved, that Article I of the articles of incorporation be amended to read: (enter the amended article). If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 180.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders – Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003, Wis. Stats., for specific information.

By Incorporators or Board of Directors – Before issuance of shares – See sec. 180.1005, Wis. Stats., for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

FILING FEE - \$40.00.