

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM443228

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/19/2012		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SCHOOLKIDZ.COM, INC.		09/19/2012	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	STAPLES CONTRACT & COMMERCIAL, INC.		
Street Address:	500 STAPLES DRIVE		
City:	FRAMINGHAM		
State/Country:	MASSACHUSETTS		
Postal Code:	01702		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	2500309	KITS FOR KIDZ	
Registration Number:	2188851	HELPING YOU MAKE THE GRADE!	
Registration Number:	2235790	TEACHER TAILORED	
Registration Number:	2339302	TEACHER'SBEST	
Registration Number:	3585268	SCHOOLKIDZ	
Registration Number:	2724741	KINDERGARTEN WELCOME MAT	
Registration Number:	2548175	GRADEREADY	
Registration Number:	2545360	SCHOOLKIDZ.COM	
CORRESPONDENCE DATA			
Fax Number:	2124464900		
<i>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.</i>			
Email:	susan.zablocki@kirkland.com		
Correspondent Name:	Susan Zablocki		
Address Line 1:	Kirkland & Ellis LLP		
Address Line 2:	601 Lexington Avenue		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	22442-48		

CH \$215.00 2500309

NAME OF SUBMITTER:	Susan Zablocki
SIGNATURE:	/susan zablocki/
DATE SIGNED:	09/14/2017
Total Attachments: 15 source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page1.tif source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page2.tif source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page3.tif source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page4.tif source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page5.tif source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page6.tif source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page7.tif source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page8.tif source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page9.tif source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page10.tif source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page11.tif source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page12.tif source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page13.tif source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page14.tif source=SCHOOLKIDZCOM INC - DE - filed documents Plain Copy#page15.tif	

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:00 PM 09/19/2012
FILED 07:55 PM 09/19/2012
SRV 121047617 - 2796604 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Staples Contract & Commercial, Inc., and the name of the corporation being merged into this surviving corporation is SchoolKidz.com, Inc.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Staples Contract & Commercial, Inc. a Delaware corporation.

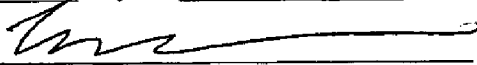
FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on upon filing.

SIXTH: The Agreement of Merger is on file at 500 Staples Drive, Framingham, MA 01702, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 19th day of September, A.D., 2012.

By: 
Authorized Officer

Name: Mark Weiss
Print or Type

Title: Vice President and Asst. Secy


**STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE**

The Board of Directors of SCHOOLKIDZ.COM, INC.
a Delaware Corporation, on this 10th day of
March, A.D. 2008, do hereby resolve and order that the
location of the Registered Office of this Corporation within this State be, and the
same hereby is Corporation Trust Center
1209 Orange Street, in the City of Wilmington,
County of New Castle Zip Code 19801.

The name of the Registered Agent therein and in charge thereof upon whom
process against this Corporation may be served, is THE CORPORATION
TRUST COMPANY.

The Corporation does hereby certify that the foregoing is a true copy of a
resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be
signed by an authorized officer, the 10th day of March,
A.D., 2008.

By: 
Authorized Officer

Name: Mark Weiss
Print or Type

Title: VP/Assttat General Counsel and Assistant Secretary

CERTIFICATE OF OWNERSHIP AND MERGER

MERCING

CLASS ACTION STUDENT OUTFITTERS, INC.

WITH AND INTO

SCHOOLKIDZ.COM, INC.

(Under Section 253 of the General
Corporation Law of the State of Delaware)

Class Action Student Outfitters, Inc., an Illinois corporation ("Class Action"), hereby certifies as follows with respect to the merger of Class Action with and into SchoolKidz.com, Inc., a Delaware corporation ("SchoolKidz"), with SchoolKidz remaining as the surviving corporation:

1. The name and state of incorporation of each of the constituent corporations are:
 - (i) Class Action Student Outfitters, Inc., which is incorporated under the laws of the State of Illinois; and
 - (ii) SchoolKidz.com, Inc., which is incorporated under the laws of the State of Delaware.
2. Class Action owns all of the outstanding shares of Common Stock, par value \$.001 per share, of SchoolKidz, and SchoolKidz has no other class of capital stock outstanding.
3. The Board of Directors of Class Action, by resolutions duly adopted by written consent of the sole director thereof on July 27, 2000, a true copy of which resolutions are attached hereto as Exhibit A and incorporated herein by reference, determined to and, effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, does merge Class Action with and into SchoolKidz pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "Merger"). The Merger has been adopted, approved, certified, executed and acknowledged by Class Action in accordance with the laws of the State of Illinois.
4. The name of the surviving corporation in the Merger (the "Surviving Corporation") shall be, and hereby is, SchoolKidz.com, Inc., which will continue its existence as the Surviving Corporation upon the effective time of the Merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The Certificate of Incorporation of SchoolKidz in effect immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation, until amended pursuant to the provisions of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of this 27 day of October, 2000.

CLASS ACTION STUDENT OUTFITTERS, INC.
d/b/a SchoolKidz.com, Inc.

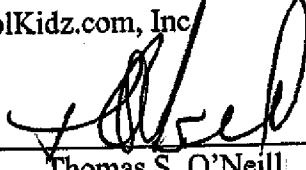
By: 
Name: Thomas S. O'Neill
Title: President

Exhibit A

WHEREAS, the Board of Directors the "Board") of Class Action Student Outfitters, Inc. d/b/a SchoolKidz.com, Inc., an Illinois corporation (the "Corporation"), has determined that it is in the best interest of the Corporation and its shareholders to effect the reincorporation of the Corporation from the State of Illinois to the State of Delaware by merging (the "Merger") the Corporation with and into its wholly-owned subsidiary, SchoolKidz.com, Inc., a Delaware corporation ("SchoolKidz"), with and into SchoolKidz pursuant to Article 11 of the Illinois Business Corporations Act (the "IBCA") and Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), with SchoolKidz remaining as the surviving corporation under the name SchoolKidz.com, Inc. (the "Surviving Corporation"), which Surviving Corporation shall succeed to all rights and obligations of each of the Corporation and SchoolKidz;

WHEREAS, in connection with the Reincorporation, the Board has been presented with a form of Agreement and Plan of Merger (the "Merger Agreement") between the Corporation and SchoolKidz, a copy of which is attached as Exhibit A hereto; and

WHEREAS, at the time of the Merger, the Corporation will own 1,000 shares of common stock of SchoolKidz, representing 100% of the issued and outstanding shares of common stock of SchoolKidz, which common stock is the only class of capital stock of SchoolKidz outstanding.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be, and the same hereby is, authorized, empowered and directed to enter into and consummate the Reincorporation with SchoolKidz (in which SchoolKidz shall be the surviving corporation);

FURTHER RESOLVED, that the Board hereby approves and adopts the Merger Agreement in the form presented to the Board (and attached hereto as Exhibit A) and the transactions contemplated thereby, including the Merger, pursuant to which, among other things, at the effective time thereof, by virtue of the Merger and without any action on the part of either the Corporation or SchoolKidz, (i) each share of the capital stock of the Corporation issued and outstanding immediately prior to the effective time of the Merger shall be converted into and become one thousand three hundred (1,300) fully paid and non-assessable shares of common stock of the Surviving Corporation, which shares shall be issued by the Surviving Corporation upon surrender of certificates for shares of the Corporation's common stock by the holders thereof, and (ii) each share of common stock of SchoolKidz issued and outstanding immediately prior to the effective time of the Merger shall be canceled and shall cease to exist;

FURTHER RESOLVED, that the officers of the Corporation be, and the same hereby are, authorized, empowered and directed to execute the Merger Agreement in the form presented to the Board and to execute, deliver, record or file any other instruments, agreements, certificates and other documents deemed necessary, appropriate or advisable in connection therewith;

FURTHER RESOLVED, that the officers of the Corporation be, and the same hereby are, authorized, empowered and directed in the name and on behalf of the Corporation to present these resolutions and the Merger Agreement to the shareholders of the Corporation for their consideration and to indicate that the sole director of the Corporation recommends a vote in favor of the Merger Agreement and the transactions contemplated thereby;

FURTHER RESOLVED, that, to the extent required by applicable, the Corporation, as sole stockholder of SchoolKidz, shall vote all shares of common stock of SchoolKidz owned by the Corporation in favor of the Reincorporation and the Merger Agreement and the transactions contemplated thereby;

FURTHER RESOLVED, that the sole director hereby approves the calling of a special meeting of the shareholders of the Corporation pursuant to Article II, Section 2 of the By-Laws of the Corporation (the "Special Meeting") to be held on the date and at the time and place as may be specified in a notice of such special meeting (the "Notice"), such date, time and place to be determined by the President of the Corporation subject to the By-Laws of the Corporation and the relevant provisions of the IBCA, for the purpose of submitting the Merger Agreement and the transactions contemplated thereby, including the Merger, for the approval of the Corporation's shareholders and for such other purposes as may be specified in the Notice;

FURTHER RESOLVED, that the Notice shall, in accordance with Section 5/11.15 of the IBCA, include a copy of the Merger Agreement and shall inform the Corporation's shareholders of the right to dissent from the Merger in accordance with Section 5/11.70 of the IBCA (and shall include a copy of such section);

FURTHER RESOLVED, that that the officers of the Corporation be, and the same hereby are, authorized, empowered and directed to take all such further action, including delivering the Notice and any notices of the record date, if fixed by the Board, for the Special Meeting required under applicable law or otherwise and authorizing the Corporation's transfer agent or any other representative to deliver such notices, as in the judgment of such officers shall be necessary, appropriate or advisable in order to fully carry out the intent and to accomplish the execution of the purposes of the foregoing resolutions;

FURTHER RESOLVED, that, subject to obtaining the approval of the Corporation's shareholders, the officers of the Corporation be, and the same hereby are, authorized, empowered and directed (i) to execute a Certificate of Ownership and Merger setting forth, among other things, these resolutions pursuant to the relevant provisions of the DGCL and to file and record such certificate with the Secretary of State of Delaware and (ii) to execute Articles of Merger, Consolidation or Exchange setting forth, among other things, the terms of the Merger Agreement, pursuant to the relevant provisions of the IBCA and to file and record such articles with the Secretary of State of the State of Illinois, in either case, with such terms and provisions as may be deemed necessary, appropriate or advisable by such officers, and to further execute and file all required applications, certificates, reports, fees, consents to service of process, powers of attorney notices and other documents as may be necessary, appropriate or advisable;

FURTHER RESOLVED, that the officers of the Corporation be, and the same hereby are, authorized, empowered and directed to assist SchoolKidz in any reasonable manner in determining the states in which appropriate action shall be taken to qualify or register for issuance the shares of capital stock of SchoolKidz to be issued pursuant to the Reincorporation and in the Merger under all applicable state securities or "blue sky" laws, in performing any and all acts that such officers deem necessary, appropriate or advisable in order to comply with such laws and, in connection therewith, to execute and file all required applications, certificates, reports, fees, consents to service of process, powers of attorney notices and other documents as may be necessary, appropriate or advisable;

FURTHER RESOLVED, that the officers of the Corporation be, and the same hereby are, authorized, empowered and directed to assist SchoolKidz in any reasonable manner in causing SchoolKidz to qualify to do business, in timely fashion and in accordance with applicable law, in the State of Illinois and all other states in which such qualification may be necessary, appropriate or advisable and, in connection therewith, to execute and file all required applications, certificates, reports, fees, consents to service of process, powers of attorney notices and other documents as may be necessary, appropriate or advisable;

FURTHER RESOLVED, that the officers of the Corporation be, and the same hereby are, authorized, empowered and directed to cause the assignment to SchoolKidz, at the effective time of the Merger, to the extent necessary, appropriate or advisable and insofar as possible without any change in the rights and obligations attendant thereto of any person or entity, of all agreements, contracts, rights, entitlements or other arrangements (including any novation required) to which the Corporation is a party, including the giving of any and all notices of, and the obtaining of any and all consents to, such assignment to, and from, any person or entity, where such notice or consent is required for any such assignment;

FURTHER RESOLVED, that the officers of the Corporation be, and the same hereby are, authorized, empowered and directed to cause the transfer to SchoolKidz of all property of any kind and all types of the Corporation, whether tangible or intangible, personal or real, in connection with the Reincorporation and the Merger;

FURTHER RESOLVED, that the officers of the Corporation be, and the same hereby are, authorized, empowered and directed to take any and all such further actions and execute, deliver, acknowledge, attest, file and/or record any such instrument, certificate, agreement or other document deemed necessary, advisable, or appropriate in order to carry out and effectuate the purpose and intent of the foregoing resolutions;

FURTHER RESOLVED, that all actions heretofore taken to date, and any and all things heretofore done by any officer or director of the Corporation in furtherance of and consistent with the matters authorized by the foregoing resolutions, are hereby in all respects authorized, approved, ratified, and confirmed.

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SCHOOLKIDZ.COM, INC.**

SchoolKidz.com, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article FOURTH thereof and inserting the following in lieu thereof:

"FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is two million (2,000,000), consisting of one million five hundred thousand (1,500,000) shares of Common Stock, par value \$.001 per share (hereinafter referred to as "Common Stock"), and five hundred thousand (500,000) shares of Preferred Stock, par value \$.001 per share (hereinafter referred to as "Preferred Stock").

The Preferred Stock may be issued from time to time in one or more series at the sole discretion of the Board of Directors. The Board of Directors is hereby authorized to provide for the issuance of shares of Preferred Stock in one or more series and, by filing a certificate pursuant to the applicable law of the State of Delaware (hereinafter referred to as "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following: (a) the designation of the series, which may be by distinguishing number, letter or title; (b) the number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding); (c) the

amounts payable on, and the preferences, if any, of shares of the series in respect of dividends, and whether such dividends, if any, shall be cumulative or non-cumulative; (d) dates at which dividends, if any, shall be payable; (e) the redemption rights and price or prices, if any, for shares of the series; (f) the terms and amount of any sinking fund provided for the purchase or redemption of shares of the series; (g) the amounts payable on, and the preferences, if any, of shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; (h) whether the shares of the series shall be convertible into or exchangeable for shares of any other class or series, or any other security, of the Corporation or any other corporation, and, if so, the specification of such other class or series or such other security, the conversion or exchange price or prices or rate or rates, any adjustments thereof, the date or dates at which such shares shall be convertible or exchangeable and all other terms and conditions upon which such conversion or exchange may be made; (i) restrictions on the issuance of shares of the same series or of any other class or series; and (j) the voting rights, if any, of the holders of shares of the series.


The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. Except as may otherwise be provided in this Certificate of Incorporation, in a Preferred Stock Designation or by applicable law, the holders of shares of Common Stock shall be entitled to one vote for each such share upon all questions presented to the stockholders, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of Preferred Stock shall not be entitled to vote at or receive notice of any meeting of stockholders.

The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law."

2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 (by the written consent of the sole stockholder of the Corporation) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, SchoolKidz.com, Inc. has caused this Certificate of Amendment to be executed by Thomas S. O'Neill, its President, on this 26th day of October, 2000.

SCHOOLKIDZ.COM, INC.

By: 
Name: Thomas S. O'Neill
Title: President

**CERTIFICATE OF INCORPORATION
OF
SCHOOLKIDZ.COM, INC.**

The undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, does hereby execute this Certificate of Incorporation and does hereby certify as follows:

FIRST: The name of the corporation is: SchoolKidz.com, Inc.

SECOND: The address of the corporation's registered office in the State of Delaware is 1013 Centre Road in the City of Wilmington, County of New Castle, Delaware. The name of the corporation's registered agent at that address is Corporation Service Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended from time to time.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is two million (2,000,000), consisting of one million five hundred thousand (1,500,000) shares of Common Stock, par value \$.01 per share (hereinafter referred to as "Common Stock"), and five hundred thousand (500,000) shares of Preferred Stock, par value \$.01 per share (hereinafter referred to as "Preferred Stock").

The Preferred Stock may be issued from time to time in one or more series at the sole discretion of the Board of Directors. The Board of Directors is hereby authorized to provide for the issuance of shares of Preferred Stock in one or more series and, by filing a certificate pursuant to the applicable law of the State of Delaware (hereinafter referred to as "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each

such series, and to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following: (a) the designation of the series, which may be by distinguishing number, letter or title; (b) the number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding); (c) the amounts payable on, and the preferences, if any, of shares of the series in respect of dividends, and whether such dividends, if any, shall be cumulative or non-cumulative; (d) dates at which dividends, if any, shall be payable; (e) the redemption rights and price or prices, if any, for shares of the series; (f) the terms and amount of any sinking fund provided for the purchase or redemption of shares of the series; (g) the amounts payable on, and the preferences, if any, of shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; (h) whether the shares of the series shall be convertible into or exchangeable for shares of any other class or series, or any other security, of the Corporation or any other corporation, and, if so, the specification of such other class or series or such other security, the conversion or exchange price or prices or rate or rates, any adjustments thereof, the date or dates at which such shares shall be convertible or exchangeable and all other terms and conditions upon which such conversion or exchange may be made; (i) restrictions on the issuance of shares of the same series or of any other class or series; and (j) the voting rights, if any, of the holders of shares of the series.

The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. Except as may otherwise be provided in this Certificate of Incorporation, in a

Preferred Stock Designation or by applicable law, the holders of shares of Common Stock shall be entitled to one vote for each such share upon all questions presented to the stockholders, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of Preferred Stock shall not be entitled to vote at or receive notice of any meeting of stockholders.

The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

FIFTH: The original by-laws of the corporation may be adopted by the sole incorporator named herein or by the initial Board of Directors of the corporation. Thereafter, in furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized and empowered to make, alter, amend or repeal the by-laws of the corporation, subject to the power of the stockholders of the corporation to alter or repeal any by-law whether adopted by them or otherwise.

SIXTH: The incorporator of the corporation is S. Jay Novatney, Esq., whose mailing address is c/o Latham & Watkins, 5800 Sears Tower, Chicago, Illinois 60606.

SEVENTH: The election of directors need not be by written ballot unless and except to the extent that the by-laws of the corporation so provide.

EIGHTH: The corporation reserves the right at any time and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law, and all rights, preferences

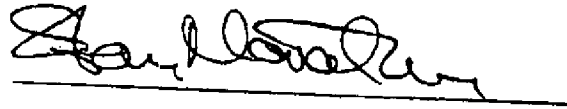
and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

NINTH: Each person who is or was a director or officer of the corporation and each person who serves or served at the request of the corporation as a director, officer or partner of another enterprise shall be indemnified by the corporation in accordance with, and to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware as the same now exists or may be hereafter amended. No amendment or modification to or repeal of this article shall adversely effect any rights of any individual referred to in this article in respect of any act or omission occurring prior to the effective date of such amendment, modification or repeal.

TENTH: To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same now exists or may be hereafter amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment or modification to or repeal of this article shall adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the effective date of such amendment, modification or repeal.

ELEVENTH: The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware. The name and mailing address of the person who is to serve as the sole initial director of the corporation until the first annual meeting of stockholders of the corporation, or until his successor is duly elected and qualified, is: Thomas S. O'Neill, 7900 South Madison Street, Burr Ridge, Illinois 60521.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the corporation, does hereby make this certificate, declaring that the facts herein stated are true and accordingly has hereunto set his hand this 27th day of July, 2000.



S. Jay Novatney, Sole Incorporator