

07-11-2001



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DRINKER BIDDLE & REATH LLP

1500 K Street, N.W., Suite 1100
Washington, D.C. 20005-1209
(202) 842-8800

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<p>1. NAME OF CONVEYING PARTY:</p> <p>AMERICAN LOOSE LEAF/BUSINESS PRODUCTS, INC. A Missouri corporation 7-2-01</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>US OFFICE PRODUCTS, MIDWEST DISTRICT, INC. A Missouri corporation 120 South Central Clayton, Missouri 63105</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>3A. EXECUTION DATE: September 25, 1998 3B. EFFECTIVE DATE: October 7, 1998</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY: Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED: Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached?</p>	<p>4B. TRADEMARK REGISTRATION NO(S).:</p> <p>Reg. No. 2,101,937 – OFFICE EXTRA</p> <p>Additional numbers attached? NO</p>
<p>Henry W. Leeds, Esq. Drinker, Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209</p>	
<p>6. TOTAL NUMBER OF TITLES: 1</p> <p>7. TOTAL FEE: \$40.00 - Check Enclosed</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 50-0573</p> <p>Our Ref: 31947/120939</p>	<p>9. The undersigned declares to the best of his knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p><i>Henry W. Leeds</i> Henry W. Leeds Date: June 29, 2001 Page 1 of 6</p>

I hereby certify that the foregoing document is being deposited with the U.S. Postal Services, by First Class Mail, postage prepaid, addressed to Box: Assignments/Fee, The Honorable Commissioner for Trademarks, U.S. Patent and Trademark Office, 2900 Crystal Drive, Arlington, VA 22202-3513, this **29th** day of June 2001.

Henry W. Leeds

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STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF AMENDMENT

WHEREAS,

US OFFICE PRODUCTS, MIDWEST DISTRICT, INC.

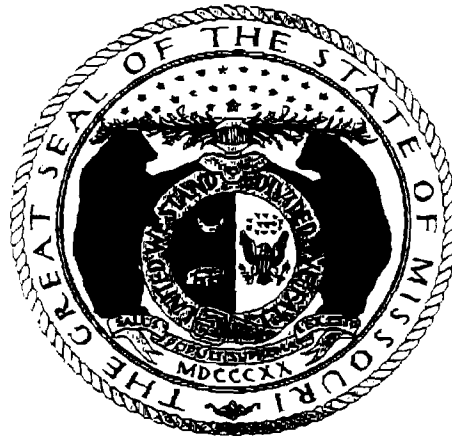
FORMERLY,

AMERICAN LOOSE LEAF/BUSINESS PRODUCTS, INC.

A CORPORATION ORGANIZED UNDER THE GENERAL AND BUSINESS CORPORATION LAW HAS DELIVERED TO ME A CERTIFICATE OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH THE REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE GENERAL BUSINESS CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 7TH DAY OF OCTOBER, 1998.

Rebecca McDowell Cook
Secretary of State



\$25.00

State of Missouri

Rebecca McDowell Cook, Secretary of State
P.O. Box 778, Jefferson City, Mo. 65102
Corporation Division

Amendment of Articles of Incorporation (To be submitted in duplicate)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

1. The present name of the Corporation is **American Loose Leaf/Business Products, Inc.**

The name under which it was originally organized was **American Loose Leaf Binder Co.**

2. An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on **September 25, 1998**

The Articles of Incorporation are amended as set forth below:

See attached "Amended in Their Entirety Articles of Incorporation"

4. Of the 100 shares outstanding, 100 of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

<i>Class</i>	<i>Number of Outstanding Shares</i>
Common Stock	100

5. The number of shares voted for and against the amendment was as follows:

<i>Class</i>	<i>No. Voted For</i>	<i>No. Voted Against</i>
Common Stock	100	

6. If the amendment changed the number or par value of authorized shares having a par value, the amount in dollars of authorized shares having a par value as changed is: 10,000

If the amendment changed the number of authorized shares without par value, the authorized number of shares without par value as changed and the consideration proposed to be received for such increased authorized shares without par value as are to be presently issued are:

7. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

Upon the effectiveness of this amendment, the 100 shares of Common Stock, par value \$100 per share of the corporation (the "Old Stock"), that are issued and outstanding shall be converted into 1,000 issued shares of Common Stock, no par value per share, of the corporation (the "New Stock"), on the basis of ten shares of New Stock for each share of Old Stock. Upon the effectiveness of this amendment, holders of issued shares of the Old Stock, upon surrendering certificates evidencing the issued shares of Old Stock for cancellation, shall be entitled to receive certificates for shares of the New Stock on the basis set forth above.

AMENDED IN THEIR ENTIRETY
ARTICLES OF INCORPORATION
OF
AMERICAN LOOSE LEAF/BUSINESS PRODUCTS, INC.

American Loose Leaf/Business Products, Inc., a corporation organized and existing under the General and Business Corporation Law of Missouri, hereby amends in its entirety its Articles of Incorporation in the following manner:

ARTICLE 1: The name of the corporation is US Office Products, Midwest District, Inc.

ARTICLE 2: The name of the registered agent in this state is The Corporation Company and address, including the street and number, if any of the corporation's registered office in this state is 120 South Central, Clayton, MO 63105.

ARTICLE 3: The aggregate number, class and par value, of shares which the corporation shall have the authority to issue shall be 1,000 shares of Common Stock with no par value.

ARTICLE 4: The number of directors to constitute the board of directors shall be three.

ARTICLE 5: The duration of the corporation is perpetual.

ARTICLE 6: The corporation is formed for the following purposes: to do any and all things as are necessary, convenient, or proper for, or incidental to, the attainment of the purposes, objects and purposes of the corporation, insofar as such acts are permitted to be done by a corporation organized under the General Corporation Laws of the State of Missouri, and in general to carry on any other business in connection therewith otherwise not being forbidden by the laws of the State of Missouri and with all the powers conferred upon corporations by the laws of the State of Missouri.

ARTICLE 7: The original incorporator's name and address is as follows:

Paul Mendelson
3 Spoede Woods Drive
Creve Coeur, MO 63141

Harry Mendelson
14001 Augusta Drive
Chesterfield, MO 63017

David Mendelson
7805 Gannon Avenue
Univeristy City, MO 63130

Albert Mendelson
7620 Gannon Avenue
University City, MO 63130