



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 8/24/88

Number 353416

Receipt No. 18100

G454-1101 0213

Received of RILEY, DUCKER ET AL
or filed by

G0454-1101

The sum of \$ 50.00 for filing MER AGS of

HOWARD'S OFFICE SUPPLIES, INC.

Returned to: 18100

RILEY, DUCKER ET AL
431 E. BROAD ST.
COLUMBUS, OH 43215-3826

RECEIPT

MER \$ 50.00
AGS \$

Name:
HOWARD'S OFFICE SUPPLIES, INC.

Total Fee: \$ 50.00



Department of State

The State of Ohio

G0454-1102

Sherrod Brown
Secretary of State

353416

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: MER AGS

of:

HOWARD'S OFFICE SUPPLIES, INC.

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

Recorded on Roll G454 at Frame 1103 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 17TH day of AUG,
A.D. 1938.



Sherrod Brown
Sherrod Brown
Secretary of State

Encountered an error when handling image: G454_1101-01-0003

To have this corrected, please call the Ohio Secretary of State's office at
(877) SOS-FILE(767 - 3453)

EXHIBIT A

G0454-1104

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated June 30, 1988, between Howard's Office Supplies, Inc., an Ohio corporation (herein sometimes referred to as "Howards" or "the Surviving Corporation"), and Heinzle & McCann, Inc., an Ohio corporation (herein sometimes referred to as "Heinzle").

WHEREAS, Howard's is a corporation organized and existing under and by virtue of the laws of the State of Ohio and having an authorized capitalization consisting of three hundred fifty (350) shares of common stock without par value, two hundred fifty (250) of which are validly issued and outstanding. There are no restrictions upon the future issuance of shares, and no shares have been reserved or set aside for any purpose; and

WHEREAS, Heinzle is a corporation organized and existing under and by virtue of the laws of the State of Ohio and having an authorized capitalization consisting of six hundred fifty (650) shares of common stock without par value, five hundred eighty-five (585) of which are validly issued and outstanding, and two hundred fifty (250) shares of preferred stock with a par value of \$100.00 each, none of which shares are validly issued and outstanding. There are no restrictions upon the future issuance of shares, and no shares have been reserved or set aside for any purpose; and

WHEREAS, the Boards of Directors of Heinzle and Howard's deem it desirable and in the best interests of the corporations and their shareholders that Heinzle be merged into Howard's.

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the conditions herein set forth, the constituent corporations agree as follows:

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1. Effective upon the close of business June 30, 1988, ^{for accounting purposes} the constituent corporations shall be merged into a single corporation by Heinzle merging into and with Howard's, the Surviving Corporation, which shall survive the merger. Upon such merger, the separate corporate existence of Heinzle shall cease, and the Surviving Corporation shall become the owner without other transfer of all the rights and property of the constituent corporations, and the Surviving Corporation shall become subject to all of the debts and liabilities of the constituent corporations in the same manner as if the Surviving Corporation had itself incurred them.

2. The Articles of Incorporation of Howard's in effect on the effective date shall continue to be the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed, or until new Articles of Incorporation are adopted as provided therein.

3. The Regulations of Howard's, as in effect on the effective date, shall continue to be the regulations of the Surviving Corporation until the same shall be altered, amended or repealed, or until new Regulations are adopted as provided therein.

4. The Directors of Howard's, as of the effective date, shall continue as the Directors of the Surviving Corporation.

5. The method of converting the shares of the constituent corporations into shares of the Surviving Corporation shall be as follows:

(a) Each share of common stock without par value of Howard's issued and outstanding on the effective date of the merger shall continue to be one share of common stock without par value of the Surviving Corporation; and

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(b) Each share of common stock without par value of Heinzle issued and outstanding on the effective date of the merger shall forthwith be cancelled.

(c) Each share of preferred stock with a par value of \$100.00 each of Heinzle issued and outstanding on the effective date of the merger shall forthwith be cancelled.

(HWS)
43026
43220
6. Howard A. Steahly, 2699 Scioto Parkway, Columbus, Ohio is the agent upon whom any process, notice, or demand against a constituent corporation or the Surviving Corporation may be served.

7. This Agreement of Merger shall immediately be submitted to the shareholders of the constituent corporations for their approval in the manner provided by the laws of the State of Ohio.

This Agreement of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties hereunto have caused this Agreement of Merger to be executed by their respective officers on this 30th day of June, 1988.

HOWARD'S OFFICE SUPPLIES, INC.

By: Howard A. Steahly
Howard A. Steahly, President

By: Mary Jane Steahly
Mary Jane Steahly, Secretary

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HEINZLE & McCANN, INC.

By: Howard A. Steahly
Howard A. Steahly, President

By: Mary Jane Steahly
Mary Jane Steahly, Secretary

CORRESPONDENCE

Riley Ucker et al
431 E. Broad St

Columbus, OH 43215-
3820

221-0240

(B. J. - secretary will
connect w/ correct atty)

8/17/88

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