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128539

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JOSTENS, INC.**

The following Amended and Restated Articles of Incorporation of Jostens, Inc. duly adopted pursuant to the authority and provisions of Minnesota Statutes, Chapter 302A, as amended, restate and supersede the existing Articles of Incorporation and all amendments thereto, except that the Certificate of Designation adopted by the Board of Jostens, Inc. on May 10, 2000, shall remain in full force and effect.

ARTICLE I

NAME

The name of the corporation is Jostens, Inc.

ARTICLE II

REGISTERED OFFICE

The registered office of this corporation is located at 5501 Norman Center Drive, Bloomington, Minnesota 55437.

ARTICLE III

CAPITAL

The aggregate number of shares of stock that the corporation shall have the authority to issue is Two Million (2,000,000) shares, par value \$.01 per share.

ARTICLE IV

CLASSES AND SERIES

In addition to, and not by way of limitation of, the powers granted to the Board of Directors by Minnesota Statutes, Chapter 302A, the Board of Directors of the corporation shall have the power and authority to fix by resolution any designation, class, series, voting power, preference, right, qualification, limitation, restriction, dividend, time and price of redemption, and conversion right with respect to any stock of the corporation. Unless otherwise designated by the Board of Directors, all issued shares shall be deemed common stock with equal rights and preferences.

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ARTICLE V

WRITTEN ACTION WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors of this corporation may be taken without a meeting by written action signed by a majority of the Board of Directors then in office, except as to those matters which require shareholder approval, in which case the written action shall be signed by all members of the Board of Directors then in office.

ARTICLE VI

CUMULATIVE VOTING DENIED

No shareholder of this corporation shall be entitled to any cumulative voting rights.

ARTICLE VII

PRE-EMPTIVE RIGHTS DENIED

No shareholder of this corporation shall have any preferential, pre-emptive, or other rights of subscription to any shares of any class or series of stock of the corporation allotted or sold or to be allotted or sold and now or hereafter authorized, or to any obligations or securities convertible into any class or series of stock of the corporation, nor any right of subscription to any part thereof.

ARTICLE VIII


LIMITATION ON LIABILITY OF DIRECTORS

No director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided, however, that this Article shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 302A.559 or 80A.23 of the Minnesota Statutes, and (iv) for any transaction from which the director derives any improper personal benefit. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of this corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Minnesota Statutes hereafter are amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the amended Minnesota Statutes.

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The provisions of this Article VIII shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability of a director which has not been eliminated by the provisions of this Article VIII. If the Minnesota Statutes hereafter are amended to authorize the further indemnification of directors, then the indemnification of a director of the corporation shall be provided to the fullest extent permitted by the amended Minnesota Statutes."

I swear that the foregoing is true and accurate and that I have the authority to sign this document on behalf of the corporation.



John Larson, Treasurer

STATE OF MINNESOTA
DEPARTMENT OF STATE
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JUL 29 2003

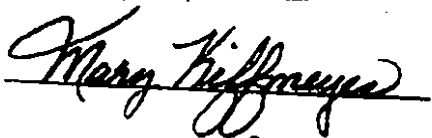

Secretary of State

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a
true and complete copy of the
document as filed for record in
this office.

DATED 11/14/03


Secretary of State



By

