Filing Fee: $150.00

ID Number: 113879

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Ocean State Book Binding, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To engage in the business of book binding and to carry on any business or other activity which may be lawfully carried on by a corporation organized under the General Laws of Rhode Island, whether or not related to those referred to hereinabove.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 8,000 shares (If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.):

8,000 shares Common Stock, $.01 par value

or

(b) *If more than one class:* Total number of shares ________ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

No preemptive rights

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By

Form No. 100
Revised: 01/99
R:001 CT System Online

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See Continuation Sheets attached hereto.

7. The address of the initial registered office of the corporation is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence (City/Town), RI 02903 (Zip Code) and the name of its initial registered agent at such address is CT CORPORATION SYSTEM (Name of Agent).

8. The number of directors constituting the initial board of directors of the corporation is one and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title	*Name*	*Address*
Director	Bruce T. Boyarsky	146 Clifford St., Providence, RI 02903
President	Bruce T. Boyarsky	146 Clifford St., Providence, RI 02903
Treasurer	Bruce T. Boyarsky	146 Clifford St., Providence, RI 02903
Secretary	Bruce T. Boyarsky	146 Clifford St., Providence, RI 02903

9. The name and address of each incorporator is:

Name	*Address*
Bruce T. Boyarsky	146 Clifford St., Providence, RI 02903

10. Date when corporate existence is to begin Upon filing these Articles of Incorporation
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: August 4, 2000

Bruce T. Boyarsky

Signature of each Incorporator

STATE OF Massachusetts
COUNTY OF Suffolk

In Boston, on this 4th day of August, 2000, personally appeared before me Bruce T. Boyarsky, each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Notary Public
My Commission Expires: October 21, 2005

CONTINUATION SHEET 6
to the Articles of Incorporation of
OCEAN STATE BOOK BINDING, INC.

Transfer Restrictions

Any sale, distribution, conveyance, donation, assignment, bequest, gift, pledge or other transfer (including an initial issuance of stock by the corporation), whether voluntary, involuntary, by operation of law or otherwise, of all or any part of any interest in any stock of this corporation (a "Transfer") shall be void and of no effect if giving effect to such Transfer would, either immediately or with lapse of time, result, whether directly or indirectly, in the termination of the corporation's status as an S corporation within the meaning of the Internal Revenue Code of 1986 (or any successor statute) as amended and then in effect (the "Code"). Without limiting the foregoing, in the event that (a) stock of the corporation is at any time owned by a trust and for any reason such trust ceases to be a trust described in Section 1361(c)(2) of the Code, including a trust treated as so described by reason of Section 1361(d) or (e) of the Code, (b) any stockholder of the corporation ceases to be a citizen or resident alien, for this purpose treating as the stockholder any beneficiary of a trust who is so treated by reason of Section 1361(c)(2)(B) of the Code, or (c) for any other reason a stockholder ceases to be a person qualified to be a stockholder of an S corporation, a Transfer shall be deemed to have occurred immediately before such cessation. To the extent that any Transfer made in violation of the foregoing restrictions cannot be deemed void, it shall be deemed an immediate offer to the corporation to sell to the corporation the stock being transferred for a consideration equal to the original issue price (or its cash equivalent). The corporation shall have sixty days from the date on which the board of directors is notified of such Transfer within which to exercise such option, which exercise shall relate back to the date of the Transfer, and the corporation may transfer such right to the other stockholders pro rata to their respective stock holdings or, to the extent they do not exercise the option, to any third party whose acquisition of the transferred shares would not itself cause a termination of the corporation's status as an S corporation.

Any stockholder wishing to make a Transfer shall first notify the corporation in writing at least thirty days prior to the effective date thereof of the identity of the proposed transferee and, upon request of the corporation within such thirty day period, shall provide the corporation with an opinion of counsel acceptable to the corporation that such Transfer will not violate the provisions of this Article 6 Neither the giving of such an opinion nor the failure of the corporation to require such an opinion shall constitute a waiver of the requirement that the Transfer comply with the first paragraph of this Article 6.

CONTINUATION SHEET 6A
to the Articles of Incorporation of
OCEAN STATE BOOK BINDING, INC.

By-Laws

The board of directors is authorized to make, amend or repeal the by-laws of the corporation in whole or in part, except with respect to any provision thereof which by law, by these articles of incorporation, or by the by-laws requires action by the stockholders.

Place of Meetings of The Stockholders

Meetings of the stockholders may be held anywhere in the United States.

Partnership

The corporation may be a partner in any business enterprise which the corporation would have power to conduct by itself.

Indemnification of Directors, Officers and Others

The corporation shall indemnify each person who is or was a director, officer, employee or other agent of the corporation, and each person who is or was serving at the request of the corporation as a director, trustee, officer, employee or other agent of another organization in which it directly or indirectly owns shares or of which it is directly or indirectly a creditor, against all liabilities, costs and expenses, including but not limited to amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements, reasonably incurred by him in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative or legislative or investigative body, in which he may be or may have been involved as a party or otherwise or with which he may be or may have been threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee, agent or trustee, or by reason of any action taken or not taken in any such capacity, except with respect to any matter as to which he shall have been finally adjudicated by a court of competent jurisdiction not to have acted in

CONTINUATION SHEET 6B
to the Articles of Incorporation of
OCEAN STATE BOOK BINDING, INC.

good faith in the reasonable belief that his action was in the best interests of the corporation. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding may be paid from time to time by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be determined that indemnification of such expenses is not authorized hereunder.

As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (a) by a vote of a majority of the disinterested directors then in office (even though the disinterested directors be less than a quorum), or (b) by any disinterested person or persons to whom the question may be referred by vote of a majority of such disinterested directors, or (c) by vote of the holders of a majority of the outstanding stock at the time entitled to vote for directors, voting as a single class, exclusive of any stock owned by any interested persons, or (d) by any disinterested person or persons to whom the question may be referred by vote of the holders of a majority of such stock. No such approval shall prevent the recovery from any such officer, director, employee, agent or trustee of any amounts paid to him or on his behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee, agent, or trustee may be entitled or which may lawfully be granted to him. As used herein, the terms "director," "officer," "employee," "agent" and "trustee" include their respective executors, administrators and other legal representatives, and "interested" person is one against whom the action, suit or other proceeding in question or another action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened, and a "disinterested" person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.

CONTINUATION SHEET 6C
to the Articles of Incorporation of
OCEAN STATE BOOK BINDING, INC.

By action of the board of directors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance, in such amounts as the board of directors may from time to time deem appropriate, on behalf of any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or other agent of another organization in which it directly or indirectly owns shares or of which it is directly or indirectly a creditor, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

Intercompany Transactions

No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other organization of which one or more of its directors or officers are directors, trustees or officers, or in which any of them has any financial or other interest, shall be void or voidable, or in any way affected, solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board of directors or committee thereof which authorizes, approves or ratifies the contract or transaction, or solely because his or their votes are counted for such purposes, if:

(a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee which authorizes, approves or ratifies the contract or transaction, and the board or committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically authorized, approved or ratified in good faith by vote of the stockholders; or

CONTINUATION SHEET 6D
to the Articles of Incorporation of
OCEAN STATE BOOK BINDING, INC.

(c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee thereof which authorizes, approves or ratifies the contract or transaction. No director or officer of the corporation shall be liable or accountable to the corporation or to any of its stockholders or creditors or to any other person, either for any loss to the corporation or to any other person or for any gains or profits realized by such director or officer, by reason of any contract or transaction as to which clauses (a), (b) or (c) above are applicable.

Limitations on Director Liability

No director of the corporation shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 61 or 62 of Chapter 156B of the General Laws of the Commonwealth of Massachusetts, or (iv) for any transaction in which the director derived an improper personal benefit. No amendment to or repeal of any provision of this paragraph, directly or by adoption of an inconsistent provision of these Articles of Organization, shall apply to or have any effect on any liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

CONTINUATION SHEET 6E
to the Articles of Incorporation of
OCEAN STATE BOOK BINDING, INC.

Limitations on Corporate Powers

Except as may be authorized by affirmative vote of 100% in interest of the stockholders, such vote stating that it is the intention of the stockholders to terminate the corporation's status as an S corporation as defined in Article 5 above: (a) no amendment shall be made to Article 5 that would permit any person to be a stockholder of the corporation if such stock ownership in the corporation would terminate the corporation's status as an S corporation; (b) no amendment shall be made to the provisions of this Article 6 under the heading "Limitations on Corporate Powers"; and (c) the corporation, whether acting through its stockholders, directors, officers or agents, shall have no power to authorize or take any action which would result, either directly or indirectly, in the termination of the corporation's status as an S Corporation and any such action shall be void and of no effect.

Without limiting the foregoing, no amendment of these Articles shall be made that would permit more than one class of stock to exist at any given time (other than separate classes of stock differing only with respect to voting rights) to the extent that such an amendment would cause such a termination.

The corporation shall have no power to borrow money under such circumstances as would cause the debt so incurred to be characterized as equity for federal tax purposes. Notwithstanding the foregoing, the corporation may borrow money in reliance on an opinion of counsel acceptable to the directors of the corporation to the effect that the debt so incurred would not be recharacterized as equity for federal tax purposes or would be characterized as "straight-debt" within the meaning of Section 1361(c)(5)(B) of the Code.

Exchange:3143121

CT Corporation System - Fulfillment Request Form

To: Joanne Ri
Date: 8/4/00
Order No. 2303340

From: Helen Falvey
Office/Team #: Boo2
Telephone #: 617-757-6402
Fax #: 617-482-0922

Customer/Counsel Delivery Date

Target:

1 Ocean State Book Binding, Inc.
2
3

Domestic State:

Please File:

Hi, PLEASE FILE ATTACHED INCORPORATION on rush basis, note
we just reserved name PLEASE E-mail me when submitted
ALSO fax evidence to client thanks

[X] Check attached in amount of $ 150.00
[ ] 24-hour
[ ] Advance fees
[ ] Expedite with required fee
[ ] SAME DAY

Please obtain:

[ ] Short form
[ ] Long form

____ Good Standing/Existence/Authorization: ____ with Tax
____ Certified copies of: ____
____ Other: ____

Additional Instructions:

Delivery Instructions:

Send to: [ ] Return to me [X] Customer/Counsel [ ] Other (see above)

Via: [ ] Pouch [ ] Hand Delivery

[ ] Regular Mail [X] FedEx # ____ [X] Fax

Customer/Counsel:

Counsel: Catherine Agius
Firm: Choate Hall & Stewart
Address: 53 State Street
Boston, MA 02109

Telephone #:
Fax #. 617 248 4000

Processing Information:

Log #: ____ Entered by: ____
Date Received: ____
Date Returned: ____
Disbursement $ ____ Check #: ____
Disbursement $ ____ Check #: ____
FedEx Charge $ ____ Tracking # ____
Fax Charge ____ Other: ____

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Customer/Counsel Delivery Date

Target:

Domestic State:

1 Ocean State Book Bind, Inc.

2

3

Please File:

HI, plze reserve above name and PLEASE FAX the receipt to client first thanks a lot and happy Friday

Check attached in amount of $

Advance fees

Expedite with required fee

24-hour

SAME DAY

Short form

Please obtain:

Good Standing/Existence/Authorization: with Tax

Long form

Certified copies of:

Other:

Additional Instructions:

Delivery Instructions:

Send to: Return to me

X Customer/Counsel

Other (see above)

Via:

Pouch

Hand Delivery

X Regular Mail

FedEx #

X Fax

Customer/Counsel:

Counsel: Catherine Agius
Firm: choate Hall & Stewart
Address: 53 State Street
Boston, MA 02109

Telephone #:
Fax #. 617 248 4000

Processing Information:

Log #: Entered by:
Date Received:
Date Returned:
Disbursement $ Check #:
Disbursement $ Check #:
FedEx Charge $ Tracking #
Fax Charge Other: