

90085589



Whereas, ARTICLES OF INCORPORATION OF
KSM PURCHASE CORPORATION
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,*

at the City of Springfield, this 9TH

day of FEBRUARY *AD 19* 90 *and*

of the Independence of the United States

the two hundred and 14TH



Jim Edgar
SECRETARY OF STATE

Submit In Duplicate

Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money order, payable to "Secretary of State".

DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF INCORPORATIONThis Space For Use By
Secretary of State

Date

License Fee \$

Franchise Tax \$

Filing Fee \$

Clerk

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

ARTICLE ONE The name of the corporation is KSM Purchase Corporation
(Shall contain the word "corporation", "company", "incorporated",

"limited", or an abbreviation thereof)

ARTICLE TWO The name and address of the initial registered agent and its registered office are:

Registered Agent

Charles

H.

Braun

First Name

Middle Name

Last Name

Registered Office

333 West Wacker Drive, Suite 2800

Number

Street

Suite # (A.P.O. Box alone is not acceptable)

Chicago

60606

Cook

City

Zip Code

County

ARTICLE THREE The purpose or purposes for which the corporation is organized are:
If not sufficient space to cover this point, add one or more sheets of this size.

The transaction of any and all lawful businesses for which corporations may be incorporated under the Illinois Business Corporation Act of 1983.

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

	Class	*Par Value per share	Number of shares authorized
Series A	COMMON	NPV	50,000
Series B	COMMON	NPV	50,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:

If not sufficient space to cover this point, add one or more sheets of this size.

Series A Common Stock will be Voting

Series B Common stock will be Non-Voting

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

	Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
Series A	COMMON	NPV	31,500	\$ 567
Series B	COMMON	NPV	24,000	\$ 433
				\$
				\$
TOTAL				\$ 1,000

* A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to a par value is

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File Number 5583-792-9

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DEPT-01 RECORDING \$33.50
 T#6666 TRAN 5488 02/03/95 14:35:00
 #2737 # LC #-95-083331
 COOK COUNTY RECORDER

State of Illinois

Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF KELLY SCOTT AND MADISON, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 23RD day of JANUARY A.D. 19 95 and of the Independence of the United States the two hundred and 19TH.



After recording return to:
 Sue Ann Ryckeghem
 Horwood, Marcus & Braun Chtd
 333 West Wacker Drive
 Suite 2800

George H. Ryan
 Secretary of State

3350

Form **BCA-10.30**

Rev. Jan. 1995)

ARTICLES OF AMENDMENTFile # **5583-7929**

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

Permit payment in check or money
order, payable to "Secretary of State."
The filing fee for articles of
amendment - \$25.00

FILED**JAN 23 1995****GEORGE H. RYAN
SECRETARY OF STATE****SUBMIT IN DUPLICATE****This space for use by
Secretary of State**

Date **1-23-95**
Franchise Tax \$
Filing Fee* \$ **25.00**
Penalty \$
Approved: **B**

CORPORATE NAME: Kelly Scott and Madison, Inc.

(Note 1)

MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on January 18,
19 95 in the manner indicated below. ("X" one box only)

☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

(Note 3)

☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Notes 4 & 5)

☒ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 5)

TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

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N/A

(NEW NAME)

All changes other than name, include on page 2
(over)

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**EXHIBIT A TO ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
KELLY SCOTT AND MADISON, INC.**

UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
KELLY SCOTT AND MADISON, INC.
(an Illinois corporation)

The undersigned, being all of the directors of KELLY SCOTT AND MADISON, INC., an Illinois corporation, do hereby consent to and adopt the following resolutions by unanimous written consent pursuant to Sections 8.45 and 10.20 of the Business Corporation Act of 1983 in lieu of taking such action at a special meeting of the Board of Directors:

WHEREAS, pursuant the Article Four (4) Paragraph Two (2) of the Articles of Incorporation filed with the Illinois Secretary of State on February 9, 1990, the Corporation had authorized capital stock consisting of Fifty Thousand (50,000) no par value common Class A shares and Fifty Thousand (50,000) no par value common Class B shares (the "Original Authorized Shares"); and

WHEREAS, the undersigned believe it to be in the best interests of the Corporation to increase the Original Authorized Shares and to amend the Corporation's Articles of Incorporation accordingly.

RESOLVED, that the Corporation's Articles of Incorporation, filed with the Illinois Secretary of State on February 9, 1990, be, and they hereby are, amended (i) to authorize an additional 50,000 shares of common Class A stock and (ii) to authorize an additional 50,000 shares of common Class B Stock (collectively, the "Amendment");

FURTHER RESOLVED, that following the Amendment, the authorized shares of the common stock of the Corporation shall be as follows:

	<u>Class</u>	<u>Par Value</u>	<u>Number</u>
Shares	Common ~~Class A~~ Voting	npv	100,000
Shares	Common ~~Class B~~ Non-Voting	npv	100,000

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FURTHER RESOLVED, that the Amendment be presented to the shareholders of the Corporation for their approval and adoption; and

FURTHER RESOLVED, that upon the approval and adoption of the Amendment by the shareholders of the Corporation, Leonard Cohen, as the President of the Corporation, and Charles H. Braun, as the Secretary of the Corporation, be, and each of them hereby is, authorized, empowered and directed to execute and deliver, in the name and on behalf of the Corporation, any and all such documents and instruments, and to do all such acts and things as shall be necessary or appropriate, to give effect to the foregoing resolutions.

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No change

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No change

- (b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

	N/A	Before Amendment	After Amendment
Paid-in Capital		\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK**.)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated January, 19 95
attested by [Signature]
(Signature of Secretary ~~or Assistant Secretary~~)
Charles H. Braun, Secretary
(Type or Print Name and Title)

Kelly Scott and Madison, Inc., an
Illinois corporation
(Exact Name of Corporation at date of execution)
by [Signature]
(Signature of President ~~or Vice President~~)
Leonard Cohen, President
(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, 19 _____

_____	95003331
_____	_____
_____	_____
_____	_____

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STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



Whereas, ARTICLES OF MERGER OF

KSM PURCHASE CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF Illinois HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLIONIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State
of Illinois, by virtue of the powers vested in me by law, do hereby
issue this certificate and attach hereto a copy of the Application
of the aforesaid corporation.*

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In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois.*

at the City of Springfield, this 9th
day of April AD 19 90 *and*
of the Independence of the United States
the two hundred and 14th.



Jim Edgar
SECRETARY OF STATE

9 0 1 8 8 2 9 4

BCA-11.25/11.30 (Rev. Jul. 1984)

Submit in Duplicate

Remit payment in check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

Filing Fee is \$100, but if merger or con-
solidation of more than 2 corporations
\$50 for each additional corporation.

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF MERGER,
CONSOLIDATION, EXCHANGE

File #

This Space for Use By
Secretary of State

Date

Filing Fee \$

Clerk

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation(s) hereby adopt(s)
the following Articles of Merger, Consolidation or Exchange. (*Strike inapplicable words*)

1. The names of the corporations proposing to ~~merge~~
~~consolidate~~ and the State or Country of their in-
~~exchange shares~~
corporation, are;

Name of Corporation

State or Country of Incorporation

Kelly Scott and Madison, Inc.

Delaware

KSM Purchase Corporation

Illinois

2. The laws of the State or Country under which each corporation is incorporated permit such merger, consolida-
tion or exchange.

3. The name of the ~~surviving~~
~~new~~ corporation is KSM Purchase Corporation
~~acquiring~~
and it shall be governed by the laws of the State of Illinois

4. The plan of ~~merger~~
~~consolidation~~ is as follows:
~~exchange~~

See Attached Exhibit 'A'

If not sufficient space to cover this point, add one or more sheets of this size

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- a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

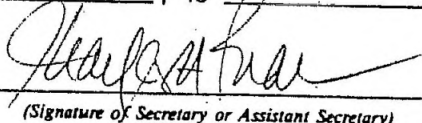
Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation

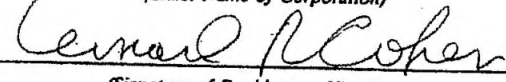
- b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19____.

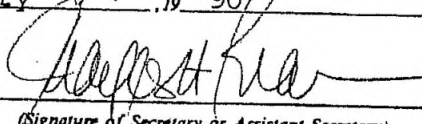
Was written consent for the merger or written waiver of the 30 day period by the holders of all the outstanding shares of all subsidiary corporations received? ☒ Yes ☐ No

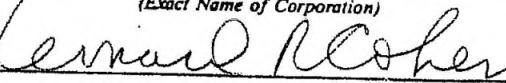
(If the answer is "No", the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated February 27, 19 90
 attested by 
 (Signature of Secretary or Assistant Secretary)
Charles H. Braun, Secretary
 (Type or Print Name and Title)

KSM Purchase Corporation
 (Exact Name of Corporation)
 by 
 (Signature of President or Vice President)
Leonard R. Cohen, President
 (Type or Print Name and Title)

Dated February 27, 19 90
 attested by 
 (Signature of Secretary or Assistant Secretary)
Charles H. Braun, Secretary
 (Type or Print Name and Title)

Kelly Scott and Madison, Inc.
 (Exact Name of Corporation)
 by 
 (Signature of President or Vice President)
Leonard R. Cohen, President
 (Type or Print Name and Title)

Dated _____, 19____
 attested by _____
 (Signature of Secretary or Assistant Secretary)

 (Type or Print Name and Title)

 (Exact Name of Corporation)
 by _____
 (Signature of President or Vice President)

 (Type or Print Name and Title)

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EXHIBIT 'A'

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") made this 15th day of February, 1990 by and between KSM PURCHASE CORPORATION, an Illinois corporation (the "Surviving Corporation") and KELLY SCOTT AND MADISON, INC., a Delaware corporation (the "Acquired Corporation"). The Surviving and the Acquired Corporation are sometimes collectively referred to herein as the "Constituent Corporations."

W I T N E S S E T H:

WHEREAS, the Surviving Corporation is duly organized and validly existing under and by virtue of the laws of the State of Illinois; and

WHEREAS, the Acquired Corporation is duly organized and validly existing under and by virtue of the laws of the State of Delaware; and

WHEREAS, the Surviving Corporation has authorized capital stock consisting of Fifty Thousand (50,000) no par value Series A Common Shares and Fifty Thousand (50,000) no par value Series B Common Shares, of which Thirty-One Thousand Five Hundred (31,500) Series A shares and Twenty-Four Thousand (24,000) Series B Shares are issued and outstanding; and

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WHEREAS, the Acquired Corporation has authorized capital stock consisting of Fifty Thousand (50,000) no par value Series A common shares and Fifty Thousand (50,000) no par value Series B common shares, of which Thirty-One Thousand Five Hundred (31,500) Series A shares and Twenty-Four Thousand (24,000) Series B shares are issued and outstanding; and

WHEREAS, the purpose of merging the Acquired Corporation with and into the Surviving Corporation is solely in order to move the Acquired Corporation's state of incorporation from Delaware to Illinois; and

WHEREAS, the directors of each of the Constituent Corporations deem it advantageous for their respective corporations and for the benefit of the stockholders thereof to merge the Acquired Corporation into the Surviving Corporation, in accordance with Section 11.35 of the Illinois Business Corporation Act of 1983 (the "Illinois Act") and Section 252 of the General Corporation Law of Delaware (the "Delaware Act") (collectively, the "Acts"), and such other provisions of the Acts which are applicable hereto.

NOW, THEREFORE, the Constituent Corporations, by and through their respective boards of directors, have agreed, each with the other, that the Acquired Corporation shall be merged into the

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Surviving Corporation, and do further agree upon and approve the following plan of merger, the mode of carrying same into effect and such other pertinent matters as may be required or permitted by law, all of which are set forth herein as follows:

ARTICLE I

PLAN OF MERGER

Section 1.1. The Acquired Corporation shall be merged with and into the Surviving Corporation, pursuant to Section 11.35 of the Illinois Act and Section 252 of the Delaware Act and Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

Section 1.2. The separate existence of the Acquired Corporation shall cease and such Acquired Corporation shall be merged into the Surviving Corporation in accordance with the provisions of this Agreement.

Section 1.3. The name of the Surviving Corporation shall be KELLY SCOTT AND MADISON, INC. The Surviving Corporation shall continue to exist and be governed by the Illinois Act.

Section 1.4. The effective date of the merger (the "Effective Date") shall be the date upon which the Secretary of State of the State of Illinois issues a Certificate of Merger.

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ARTICLE II

ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation shall be amended as follows:

The name of the corporation shall be "Kelly Scott and Madison, Inc."

ARTICLE III

OUTSTANDING SHARES AND MANNER AND BASIS FOR CONVERSION

Section 3.1. Each share of the capital stock of the Acquired Corporation outstanding on the Effective Date of the merger shall, upon the issuance of a Certificate of Merger, be extinguished.

Section 3.2. The issued and outstanding shares of the Surviving Corporation, on the Effective Date of the merger, shall, upon the issuance of a Certificate of Merger, remain issued and outstanding.

Section 3.3. The shareholders of the Acquired Corporation and the shareholders of the Surviving Corporation are identical.

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ARTICLE IVDIRECTORS

The directors in office of the Surviving Corporation as of the Effective Date of the merger are Leonard R. Cohen, Herbert Isaacs and Charles H. Braun. Said directors shall continue as the directors of the Surviving Corporation until the annual meeting of the shareholders or until their respective successors are elected and shall have qualified.

ARTICLE VOFFICERS

The officers in office of the Surviving Corporation as of the Effective Date of the merger are as follows:

Leonard R. Cohen	President
Herbert Isaacs	Vice President
Alan Schlossberg	Vice President - Media Development
Jerry Shneider	Treasurer
Charles H. Braun	Secretary

Said officers shall continue in their respective offices until further action of the Board of Directors.

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ARTICLE VIEFFECT OF MERGER

From and after the Effective Date of the merger, the separate existence of the Acquired Corporation shall cease and the Surviving Corporation shall conduct the business theretofore conducted by the Acquired Corporation, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of the Acquired Corporation; and all property, real, personal and mixed, and all debts on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Acquired Corporation shall be transferred to and vested in the Surviving Corporation without further act or deed; and the title of any real estate, or any interest therein, vested in the Acquired Corporation shall not revert or be in any way impaired by reason of the merger provided for herein. From and after the Effective Date of the merger, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Acquired Corporation and any claim existing or action or proceeding by or against the Acquired Corporation may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in place of the Acquired Corporation. Neither the rights of creditors nor any liens upon the property of the Acquired Corporation shall be impaired by the consummation of the merger provided for herein.

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ARTICLE VIIDIVIDENDS

The aggregate amount of the net assets of the Constituent Corporations which are available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to capital by the issuance of shares or otherwise, shall continue to be available for payment of dividends by the Surviving Corporation.

ARTICLE VIIISHAREHOLDER APPROVAL

This Agreement shall be submitted to the shareholders of each of the Constituent Corporations as provided by Sections 11.20 and 7.10 of the Illinois Act and Sections 252 and 228 of the Delaware Act, and shall take effect, and be taken to be the Agreement and Plan of Merger of said Constituent Corporations upon the approval or adoption thereof by the stockholders of each of the Constituent Corporations in accordance with the requirements of Sections 11.20 and 7.10 of the Illinois Act and Sections 252 and 228 of the Delaware Act, and upon the execution, filing and recording of such documents and upon taking such other actions that shall be required for accomplishing the merger under

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the provisions of the Acts and such other laws of the States of Illinois and Delaware, as heretofore amended and supplemented.

ARTICLE IX

CORPORATE AUTHORITY

The Board of Directors and the proper officers of the Acquired Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

ARTICLE X

ENTIRE AGREEMENT

This Agreement contains the entire agreement between the parties with respect to the transactions contemplated hereby. The Agreement may be executed in counterparts, each of which shall be deemed an original, but such counterparts taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement and Plan of Merger to be executed in its

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name and on its behalf by its Chairman of the Board and attested
to by its Secretary all as of the date and the year first above
written.

KSM PURCHASE CORPORATION

By: _____
Leonard R. Cohen, President

ATTEST:

Charles H. Braun, Secretary

KELLY SCOTT AND MADISON, INC.

By: _____
Leonard R. Cohen, President

ATTEST:

Charles H. Braun, Secretary

DEPT-01 RECORDING \$25.50
T#2222 TRAN 3888 04/25/90 11:21:00
#9410 # B *-70-188294
COOK COUNTY RECORDER

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25.50

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State of Delaware

RECEIVED FOR RECORD

'90 MAR -7 P3:38

EVELYN T. ALEMAR
RECORDEROffice of Secretary of State

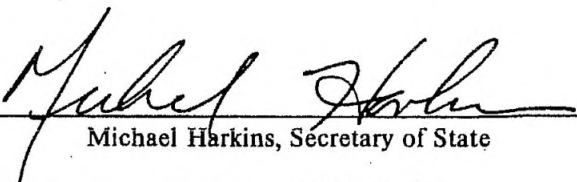
I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "KELLY, SCOTT AND MADISON, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING WITH AND INTO "KSM PURCHASE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ILLINOIS UNDER THE NAME OF "KSM PURCHASE CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1990, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY LAWS OF THE STATE OF ILLINOIS.

| | | | | | | | | |



900585159


Michael Harkins, Secretary of State

AUTHENTICATION: 12557617

DATE: 02/28/1990

PLAN AND AGREEMENT OF MERGER
OF
KELLY, SCOTT AND MADISON, INC.
(a Delaware corporation)

AND

KSM PURCHASE CORPORATION
(an Illinois corporation)

PLAN AND AGREEMENT OF MERGER entered into on February 15, 1990 by Kelly Scott and Madison, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date, and entered into on February 15, 1990 by KSM Purchase Corporation, a business corporation of the State of Illinois, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Kelly, Scott and Madison, Inc. is a business corporation of the State of Delaware with its registered office therein located at Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of Kent; and

WHEREAS, the total number of shares of stock which Kelly, Scott and Madison, Inc. has authority to issue is 50,000 shares of Series A common stock and 50,000 shares of Series B common stock, all of which are of one class and without par value; and

WHEREAS, KSM Purchase Corporation is a business corporation of the State of Illinois with its principal office therein located at 35 East Wacker Drive, City of Chicago, County of Cook; and

WHEREAS, the total number of shares of stock which KSM Purchase Corporation has authority to issue is 50,000 shares of Series A common stock and 50,000 shares of Series B common stock, all of which are of one class and without par value; and

WHEREAS, the General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, the Illinois Business Corporation Act of 1983 permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Illinois; and

WHEREAS, Kelly, Scott and Madison, Inc. and KSM Purchase Corporation and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Kelly, Scott and Madison, Inc. with and into KSM Purchase Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant to the provisions of the Illinois Business Corporation Act of 1983 upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Kelly, Scott and Madison, Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by KSM Purchase Corporation and approved by a resolution adopted by its Board of Directors, this Plan and Agreement of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Kelly, Scott and Madison, Inc. and KSM Purchase Corporation shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and to the provisions of the Illinois Business Corporation Act of 1983, be merged with and into a single corporation, to wit, KSM Purchase Corporation, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Kelly, Scott and Madison, Inc. pursuant to the provisions of the Illinois Business Corporation Act of 1983. The separate existence of Kelly, Scott and Madison, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Delaware.

2. The present Certificate of Incorporation of the surviving corporation will be the Certificate of Incorporation of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Illinois Business Corporation Act of 1983.

3. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise

terminated in accordance with the by-laws of the surviving corporation.

4. Each issued share of the terminating corporation shall, from and after the effective time of the merger, be retired. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time of the merger shall continue to represent one issued share of the surviving corporation.

5. The surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the terminating corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporation as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the above stated address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and upon behalf of the surviving corporation in accordance with the provisions of the Illinois Business Corporation Act of 1983, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of Illinois, and that they will cause to be performed all necessary acts within the State of Delaware and the State of Illinois and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: February 15, 1990.

KELLY SCOTT AND MADISON, INC.

By: Cornell Cohen
Its: President

Attest:

[Signature]
Its Secretary

KSM PURCHASE CORPORATION

By: Cornell Cohen
Its: President

Attest:

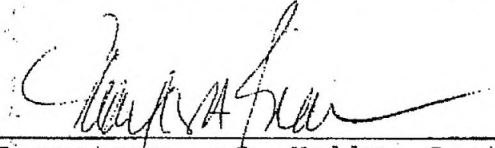
[Signature]
Its Secretary

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JAN 30 1990
CERTIFICATE OF SECRETARY OF KELLY, SCOTT AND MADISON, INC. 301

The undersigned, being the Secretary of Kelly, Scott and Madison, Inc., does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with all meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: February 15, 1990.


Secretary of Kelly, Scott and
Madison, Inc.

PRENTICE - HALL

JOB # 39-20-0035-8

Nicholas D. - Chgo

RECORDED COPY

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EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date

Printed Name

Signature

<u>5/2/24</u>	<u>David S. Wargo</u>	<u>David S. Wargo</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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Date

Printed Name

Signature

5/2/24

Jonathan S. Lichter

A handwritten signature in black ink, appearing to read 'Jonathan S. Lichter', written over a horizontal line. The signature is stylized with a large loop at the end.