

Escrow No. 291115BR

WHEN RECORDED, MAIL TO:
John H. Harland Company

26^a

5670120
30 NOVEMBER 93 02:33 PM
KATIE L. DIXON
RECORDER, SALT LAKE COUNTY, UTAH
FIRST AMERICAN TITLE
REC BY: REBECCA GRAY, DEPUTY

Space above this line for recorder's use

WARRANTY DEED

5670120

R.M. Leasing Co. a Colorado General Partnership, Grantor(s) of the city of Denver, State of Colorado, hereby CONVEYS AND WARRANTS to John H. Harland Company, a Georgia Corporation, as Grantee of the city of Decatur, State of Georgia for the sum of TEN DOLLARS and other good and valuable consideration the following described property situated in the County of Utah, State of Utah to wit,

PARCEL NO. 1:

All of Lot 3, Salt Lake International Center No. 7, according to the plat thereof, as recorded in the office of the County Recorder of said County.

PARCEL NO. 2:

A Parcel of land, the Eastern 341.43 feet of Lot 2, Plat 7, Salt Lake International Center, an industrial subdivision located in Section 36, Township 1 North, Range 2 West, Salt Lake Base & Meridian; and being more particularly described as follows:

BEGINNING at the Northeast corner of said Lot 2 and running thence South 0'02'00" East, 301.00 feet; thence South 89'58'00" West, 341.43 feet; thence North 0'02'00" West 301.00 feet; thence North 89'58'00" East, 341.43 feet to the point of BEGINNING.

SUBJECT TO AND TOGETHER WITH a non-exclusive easement for access being more particularly described as follows:

BEGINNING at the Northwest corner of said parcel, said point being South 89'58'00" West 341.43 feet from the Northeast corner of said Lot 2, Plat 7; and running thence North 89'58'00" East, 15.00 feet; thence South 0'02'00" East, 130.00 feet; thence South 89'58'00" West, 15.00 feet; thence North 0'02'00" West, 130.00 feet to the point of BEGINNING.

ALSO SUBJECT TO a railroad easement across the Southerly 16.00 feet of said parcel being more particularly described as follows:

BEGINNING at the Southeast corner of said parcel, said point also being the Southeast corner of said Lot 2, Plat 7; and running thence South 89'58'00" West, 341.43 feet; thence North 0'02'00" West, 16.00 feet; thence North 89'58'00" East, 341.43 feet; thence South 0'02'00" East, 16.00 feet to the point of BEGINNING.

~~only those matters appearing on Exhibit A attached hereto and by this~~
~~SUBJECT TO all easements, covenants, restrictions, rights-of-way and reservations appearing of record,~~
~~and taxes for the year 1993; and thereafter.~~ reference made a part hereof.

WITNESS the hand of said Grantor this 30th day of November 1993.

R.M.
R.M.
Leasing
Co.

R.M. LEASING CO., a Colorado General Partnership
By Scott Capital Corp., a Colorado Corporation,
Partner

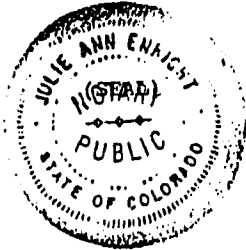
H. Rox Martin
By: H. Rox Martin

Vice President
Its:

BK 6814 PG 1571

STATE OF COLORADO)
)
CITY AND COUNTY)
OF DENVER)

The foregoing instrument was acknowledged before me this
30th day of November, 1993, by H. Rex Martin, as Vice
President of Scott Capital Corp., managing general partner of
R.M. Leasing Co., a Colorado general partnership.



Julie Ann Egan
Notary

My commission expires 4-26-94

Residing at 1700 Lincoln St.
Suite 3950 Denver CO 80212

BK 6814 PG 1572

EXHIBIT A

1. Taxes for the year 1994 and subsequent years.
2. (Affects Parcel No. 1 and the West 150 feet of the East 170 feet of Lot 3 and other property)
An easement for pole lines and incidental purposes, as created in favor of Utah Power & Light Company, a Corporation, by instrument recorded November 12, 1968 as Entry No. 2266644 in Book 2706 at page 342 of Official Records, over a tract of land 150 feet wide, described as follows:

Beginning at a point 19 feet West and North 0°45' West, a distance of 50 feet, more or less, from the Southeast corner of Section 36, Township 1 North, Range 2 West, Salt Lake Base and Meridian, and running thence West, a distance of 150 feet, more or less, thence East a distance of 150 feet, more or less, thence South 0°45' East, a distance of 2560 feet, more or less to the place of beginning, all in the East one-half of the Southeast Quarter of said Section 36.
3. (Affects Parcel No. 1 and the West 150 feet of the East 170 feet of Lot 3 and other property)
Easement for pole lines and incidental purposes, as created in favor of Utah Power and Light Company, a Corporation, by instrument recorded December 22, 1972 as Entry No. 2507859 in Book 3326 at page 94 of Official Records, over a tract of land 150 feet wide, described as follows:

Beginning on the North boundary line of the Grantor's land at a point 20 feet West, more or less, from the Northeast corner of Section 36, Township 1 North, Range 2 West, Salt Lake Base and Meridian, thence West 150 feet, more or less, thence South 0°45' East 2641 feet, more or less, to the South boundary fence on said land; thence East 150 feet, more or less, along said South Boundary fence; thence North 0°45' West 2641 feet, more or less, to the point of beginning, and being in the East half of the Northeast Quarter of said Section 36.
4. Reservations of an undivided one-half (1/2) interest in and to any and all present rights of Grantors (T.E. Jeremy, also known as Thomas E. Jeremy and Rebecca D. Jeremy, his wife, and Grace J. Casaday) to oil and gas and other minerals in and under said real property and subject to the conditions that any minerals in and under said real property subject to the conditions that any exploration of or development of oil, and gas, or other minerals insofar as the rights of Grantors and Grantees are concerned shall require prior written consent and approval of Grantees, as reserved by various instruments of record.

BR6814961573

By that certain Declaration of Intent Concerning Consent to Surface Entry recorded May 24, 1978 as Entry No. 3112880 in Book 4678 at page 225 of Official Records, and executed by T.E. Jeremy, aka Thomas Jeremy, Rebecca D. Jeremy, his wife, and Grace J. Cassaday.

It is hereby declared to have been on the date of conveyance and is not the express intent of the grantors that the right to consent to surface entry for exploration for a development of oil, gas and other minerals on and under the hereinabove described real property, as set forth in that Special Warranty Deed referred to in Exhibit "A", is a restriction, condition and covenant that runs with the land and is binding upon the Grantors and the Grantee under the

Special Warranty Deed referred to in Exhibit "A", and their heirs, successors, assigns, transferees and grantees taking by or through or under them.

The interest of Thomas E. Jeremy, in and to the above described mineral reservation has since passed to First Interstate Bank of Utah, Trustee of the Thomas E. Jeremy Family Trust executed on the 24th day of October, 1974, as disclosed by that certain Co-Personal Representatives' Assignment, recorded March 16, 1982 as Entry No. 3657443 in Book 5351 at page 1328 of Official Records, and that certain Co-Personal Representatives' Deed recorded March 16, 1992 as Entry No. 3657444 in Book 5351 at page 1334 of Official Records.

5. The limitations, covenants, restrictions, conditions, reservations, exceptions, easements, terms and liens, but deleting reservations, if any, based on race, color, religion or national origin, contained in the Master Declaration of Establishment of Easements, Covenants, Conditions and Restrictions, executed by A.K. Utah Properties, Inc., a Utah Corporation, recorded April 30, 1975 as Entry No. 2709864 in Book 3846 at page 372 of Official Records; and the Amendment to Master Declaration of Establishment of Easements, Covenants, Conditions and Restrictions of Salt Lake International Center, recorded July 21, 1976 as Entry No. 2836791 in Book 4273 at page 316 of Official Records; and the Supplemental Declaration of Establishment of Easements, Covenants, Conditions and Restrictions, of Salt Lake International Center, Unit 7, recorded December 14, 1979 as Entry No. 3378063 in Book 5006 at page 993 of Official Records.

The interest of A.K. Utah Properties in and to the above covenants and restrictions was assigned to the Salt Lake International Center by Instrument recorded December 28, 1979 as Entry No. 3216604 in Book 4792 at page 692 of Official Records, and that certain instrument recorded December 29, 1978 as Entry No. 3217677 in Book 4793 at page 967 of Official Records.

EM 6314 PG 1574

The interest of Salt Lake International Center in and to the above covenants and restrictions was assigned to the SLICCAMA, a Utah Corporation by Instrument recorded February 8, 1989 as Entry No. 4733963 in Book 6102 at page 1999 of Official Records.

6. An easement for drainage, public utilities and incidental purposes over and across the North 20 feet of the herein described property, as shown upon the recorded plat.
7. (Affects Parcel No. 1)
A perpetual easement and right of way for the erection, operation and continued maintenance, repair, alteration, inspection, relocation and replacement of the electric transmission and distribution circuits of the Grantee, with the necessary poles, towers, bays, stubs, crossarms, braces and other attachments affixed thereto, for the support of said circuits on, over and across a tract of land located in Salt Lake County, Utah.

A right of way 50 feet in width being 25 feet on each side of the following described center line:

West side of Wright Bros. Drive.

Beginning on the North boundary line of the Grantor's land at a point 0.02 feet North and 15.08 feet East of the Northwest corner of Section 31, Township 1 North, Range 1 West, Salt Lake Base and Meridian; thence South 0°16'02" East (UP&L Co. bearing South 0°45' East) 1740 feet, more or less, thence South 0°59'05" West (UP&L Co. bearing South 0°01' East) 549.40 feet to the South boundary line of said land and being in Lots 3 and 4 of Plat 2A, and Lot 2 of Plat 2, Salt Lake International Center and Lots 1 and 2 of said Section 31, and the Northeast Quarter of the Northeast Quarter of Section 36, Township 1 North, Range 2 West, Salt Lake Base and Meridian.

SUBJECT TO:

- A. All matters appearing of record in the offices of the Salt Lake County Utah Recorder; and
- B. The terms and conditions of that certain Easement Agreement between the parties hereto and dated the 18th day of December 1978.

As granted to Utah Power & Light Company, by Easement, recorded January 5, 1979 as Entry No. 3219679 in Book 4795 at page 1138 of Official Records.

SK6814F61575

8. (Affects Parcel No. 1)
An easement for drainage, public utilities and incidental purposes over and across the North 20 feet of Lot 2, and an easement for telephone facilities over and across the East 10 feet of Lot 2, all of which is shown upon the recorded plat.
9. A canal easement (Goggin Drain) as shown on the recorded plat.
10. Notice of Assessments pursuant to Master Declaration recorded December 20, 1991 as Entry No. 5171609 in Book 6389 at page 2231 of Official Records and recorded August 4, 1993 as Entry No. 5570415 in Book 6724 at page 118 of Official Records.
11. Any unrecorded leases and/or assignments thereof.

EK6814FC1576

After recording, please return to:
Latham & Watkins LLP
885 3rd Avenue
New York, NY 10022
ATTN: Casey Calhoun, Esq.

11519137
11/21/2012 11:32:00 AM \$104.00
Book - 10079 Pg - 6267-6314
Gary W. Ott
Recorder, Salt Lake County, UT
FIRST AMERICAN NCS
BY: eCASH, DEPUTY - EF 48 P.

STATE OF TEXAS

COUNTY OF BEXAR

CROSS-REFERENCE TO DEED
BOOK 6814, PAGE 157.

AFFIDAVIT OF MERGER

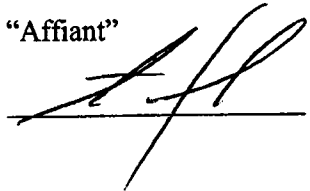
Personally appeared before the undersigned, a Notary Public in and for the State of Texas, authorized to take and administer oaths, Martin Wexler ("Affiant") who, after being duly sworn, deposes and says that:

1. Affiant is sui juris and is laboring under no physical or mental disability or compunction to make this Affidavit other than the discharge of his normal business duties. Affiant has neither received nor been offered any special or extraordinary compensation for these averments.
2. Affiant is the Vice President and Treasurer of Harland Clarke Corp., a Delaware corporation, and has personal knowledge of these facts averred to herein.
3. Attached hereto as Exhibit "A", is a true, complete and correct copy of the Certificate of Merger of John H. Harland Company into Harland Clarke Corp.
4. Affiant's attention has been directed to the fact that attorneys, title insurance companies and parties to future transactions involving said corporation will rely on the facts herein.

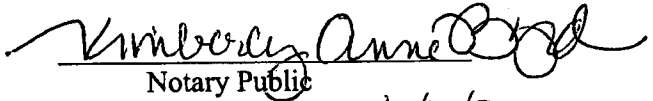
54S297UT3

Further, Affiant sayeth not.

"Affiant"



Sworn to and subscribed before me
This 16th day of November, 2012



Notary Public

My Commission Expires: 6/17/2015
(AFFIX NOTARY SEAL)

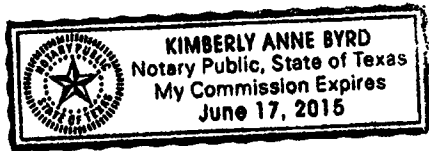


Exhibit A

[See attached.]

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "HARLAND CLARKE CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2007, AT 3:29 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SECOND DAY OF MAY, A.D. 2007, AT 9:32 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-THIRD DAY OF MAY, A.D. 2007, AT 7:01 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE NINETEENTH DAY OF DECEMBER, A.D. 2007, AT 4:01 O'CLOCK P.M.

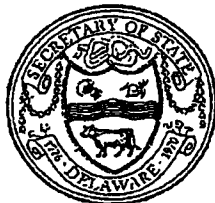
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:55 O'CLOCK P.M.


CERTIFICATE OF OWNERSHIP, FILED THE NINETEENTH DAY OF DECEMBER, A.D. 2007, AT 4:04 O'CLOCK P.M.

4335598 8310

120525569

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9556116

DATE: 05-08-12

Delaware

PAGE 2

The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:50 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE NINETEENTH DAY OF DECEMBER, A.D. 2007, AT 4:07 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:59 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 4:08 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2010, AT 11:17 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2010, AT 11:55 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2011, AT 12:21 O'CLOCK P.M.

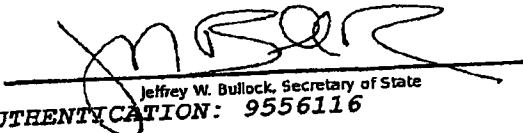
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4335598 8310

120525569

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at corp.delaware.gov/uthvex.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9556116

DATE: 05-08-12

Delaware

PAGE 3

The First State

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-EIGHTH DAY OF
DECEMBER, A.D. 2011, AT 12:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY
OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "HARLAND CLARKE CORP."

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.

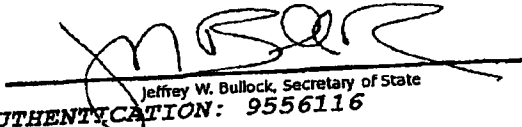
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.

4335598 8310

120525569

You may verify this certificate online
at corp.delaware.gov/authvar.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9556116

DATE: 05-08-12

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "HARLAND CLARKE CORP." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2007, AT 3:29 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SECOND DAY OF MAY, A.D. 2007, AT 9:32 O'CLOCK A.M.

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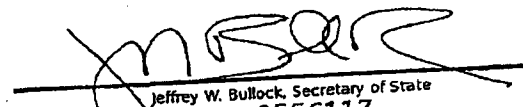
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4335598 8100H

120525569

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at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9556117

DATE: 05-08-12

Delaware

PAGE 2

The First State

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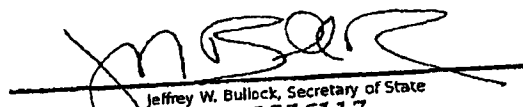
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Jeffrey W. Bullock, Secretary of State
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DATE: 05-08-12

Delaware

PAGE 3

The First State

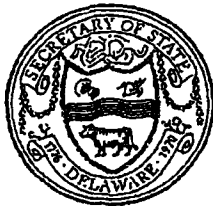
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4335598 8100H

120525569

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9556117

DATE: 05-08-12

04/27/2007

15:28

SKARDEL LLC → 16003470913027393673

NO. 254

002

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:29 PM 04/27/2007
FILED 03:29 PM 04/27/2007
SRV 070489590 - 4335598 FILE

CERTIFICATE OF INCORPORATION
OF
HARLAND CLARKE CORP.

FIRST: The name of the Corporation is Harland Clarke Corp.
(hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, each having a par value of one dollar (\$1.00).

FIFTH: The name and mailing address of the Sole Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Deborah M. Reusch	P.O. Box 636 Wilmington, DE 19899

SIXTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of 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) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 27th day of April, 2007.



Deborah M. Reusch
Sole Incorporator

05/02/2007

09:31

SKARDEL LLC → 16965840913027393673

NU, 000 VUE

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:32 AM 05/02/2007
FILED 09:32 AM 05/02/2007
SRV 070504732 - 4335598 FILE

CERTIFICATE OF MERGER
OF
JOHN H. HARLAND COMPANY
INTO
HARLAND CLARKE CORP.

Pursuant to Section 252 of the General
Corporation Law of the State of Delaware

Harland Clarke Corp., a Delaware corporation, does
hereby certify:

FIRST: The names and states of incorporation of
the constituent corporations to this merger are as follows:

John H. Harland Company	Georgia
Harland Clarke Corp.	Delaware

SECOND: An Agreement of Merger has been approved,
adopted, certified, executed and acknowledged by each of the
constituent corporations in accordance with Section 252(c)
of the General Corporation Law of the State of Delaware.

THIRD: The name of the corporation surviving the
merger is Harland Clarke Corp.

FOURTH: The Certificate of Incorporation of
Harland Clarke Corp. shall be the Certificate of Incorporation
of the surviving corporation.

FIFTH: The executed agreement of merger is on file
at an office of the surviving corporation, 10931 Laureate
Drive, San Antonio, Texas 78249. A copy will be provided,
upon request and without cost, to any stockholder of either
constituent corporation.

SIXTH: The authorized capital stock of John H.
Harland Company consists of one thousand (1,000) shares of
common stock each having a par value of \$0.01.

05/02/2007

09:31

SKARDEL LLC → 16965840913027393673

NU. 000

WJ

IN WITNESS WHEREOF, Harland Clarke Corp. has caused this Certificate of Merger to be executed in its corporate name this 2nd day of May, 2007.

HARLAND CLARKE CORP.

By:

Name:

Title:



Edward Taibi

Assistant Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:12 PM 05/23/2007
FILED 07:01 PM 05/23/2007
SRV 070610884 - 4335598 FILE

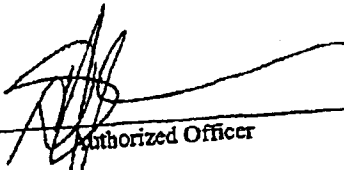
**STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE**

The Board of Directors of HARLAND CLARKE CORP.
a Delaware Corporation, on this 23 day of
May 2007, A.D. 2007, do hereby resolve and order that the
location of the Registered Office of this Corporation within this State be, and the
same hereby is Corporation Trust Center
1209 Orange Street, in the City of Wilmington,
County of New Castle Zip Code 19801.

The name of the Registered Agent therein and in charge thereof upon whom
process against this Corporation may be served, is THE CORPORATION
TRUST COMPANY

The Corporation does hereby certify that the foregoing is a true copy of a
resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be
signed by an authorized officer, the 23 day of May,
A.D., 2007.

By: 
Authorized Officer
Name: Debra J. Keener
Print or Type
Title: Vice President

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:09 PM 12/19/2007
FILED 04:01 PM 12/19/2007
SRV 071342964 - 4335598 FILE

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
B2DIRECT, INC.
INTO
HARLAND CLARKE CORP.

(Pursuant to § 253 of the General Corporation Law of the State of Delaware)

Harland Clarke Corp., a corporation duly organized and existing under and by the virtue of the Delaware General Corporation Law, does hereby certify:

1. Harland Clarke Corp. is a business corporation incorporated in the State of Delaware on April 27, 2007.
2. Harland Clarke Corp. is the owner of all of the issued and outstanding shares of common stock, no par value per share (the "Common Stock") of B2Direct, Inc., a Delaware corporation incorporated on October 20, 2000. Common Stock is the only class of shares B2Direct, Inc. is authorized to issue.
3. The Board of Directors of Harland Clarke Corp. has duly adopted certain resolutions which among other things, authorized the merger of B2Direct, Inc. with and into Harland Clarke Corp. as of December 31, 2007 (a true copy of the foregoing resolutions have been annexed hereto as Exhibit A). Said resolutions have not been modified or rescinded and are in full force and effect as of the date hereof.
4. The Certificate of Ownership and Merger shall be deemed effective as of December 31, 2007, at 11:55 PM.

IN WITNESS WHEREOF, Harland Clarke Corp. has caused this Certificate of Ownership and Merger to be executed in its corporate name on the date set forth below.

Dated: December 12, 2007

HARLAND CLARKE CORP.

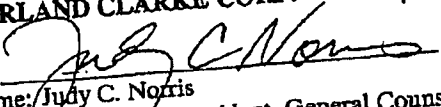
By: 
Name: Judy C. Norris
Title: Senior Vice President, General Counsel and Secretary

Exhibit A
Resolutions as to the Merger of B2Direct, Inc.
with and into Harland Clarke Corp.

The B2D Merger:

A. Merger of B2Direct, Inc. into Harland Clarke Corp.

RESOLVED, that upon the effectiveness of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, substantially in the form of Exhibit D-1, B2Direct, Inc. (the "Subsidiary") shall be merged with and into Harland Clarke Corp., a Delaware corporation (the "Corporation") (the "B2D Merger"), with the Corporation remaining as the surviving corporation (the "Surviving Corporation") in the merger pursuant to the provisions provided for under Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"); and it is further

RESOLVED, that in the B2D Merger all of the estate, property, rights, privileges, powers and franchises of the Subsidiary be vested in and held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary; and it is further

RESOLVED, the Surviving Corporation shall assume all of the obligations of the Subsidiary; and it is further

RESOLVED, that the President or any Vice President of the Corporation, acting individually, and any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute and acknowledge in the name of and on behalf of the Corporation, a Certificate of Ownership and Merger setting forth, among other things, a copy of the these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, all in accordance with Sections 103 and 253 of the DGCL; and it is further

RESOLVED, that the B2D Merger shall be deemed to have become effective and the corporate existence of the Subsidiary shall cease immediately at 11:55 PM on December 31, 2007, as provided for in the Certificate of Ownership and Merger, in accordance with Sections 103 and 253 of the DGCL (the "Effective Time").

B. Treatment of Shares.

RESOLVED, that in the B2D Merger, each issued and outstanding share of each class of capital stock of the Subsidiary held by the Corporation shall be cancelled and shall cease to exist and no consideration shall be delivered in exchange therefor; and it is further

RESOLVED, that each issued and outstanding share of each class of capital stock of the Corporation shall, following the B2D Merger, remain outstanding and shall be unaffected by the B2D Merger.

C. Certificate of Incorporation and Bylaws of the Surviving Corporation.

RESOLVED, that the certificate of incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the Surviving Corporation until thereafter amended, as provided by law; and the Bylaws of the Corporation as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law; and the certificate of incorporation and Bylaws of the Surviving Corporation, and the B2D Merger shall have the effects set forth in the DGCL.

D. Directors and Officers of the Surviving Corporation.

RESOLVED, that the directors of the Corporation, immediately prior to the Effective Time, shall be the directors of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL; and it is further

RESOLVED, that the officers of the Corporation, immediately prior to the Effective Time, shall be the officers of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL.

E. General Authorization.

RESOLVED, that all actions previously taken by any director, officer, employee or agent of the Corporation in connection with or related to the matters set forth in or reasonably contemplated by the foregoing resolutions, be, and each of them hereby is adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED, that the officers be and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take any action (including without limitation, the payment of fees and expenses) and to execute (by manual or facsimiles signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary, appropriate or desirable to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby, including the B2D Merger, and that the authority of such officers to execute and deliver such documents and instruments including, without limitation, any modification, extensions or expansions, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof; and it is further

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the officers be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to certify any more formal or detailed resolutions as such officers may deem necessary or appropriate to effectuate the intent of the foregoing resolutions and that such officers be, and each of them hereby is, authorized and directed to annex such resolutions to these resolutions, thereupon such

resolutions shall be deemed adopted as and for the resolution of the Board of Directors as if set forth at length in these resolution; and it is further

RESOLVED, that the authority heretofore granted to, and any and all actions contemplated heretofore taken by, the officers in connections with these resolutions be, and the same hereby are ratified, confirmed and approved in all respects.

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:04 PM 12/19/2007
FILED 04:04 PM 12/19/2007
SRV 071342996 - 4335598 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CLARKE AMERICAN CHECKS, INC.

INTO

HARLAND CLARKE CORP.

(Pursuant to § 253 of the General Corporation Law of the State of Delaware)

Harland Clarke Corp., a corporation duly organized and existing under and by the virtue of the Delaware General Corporation Law, does hereby certify:

1. Harland Clarke Corp. is a business corporation incorporated in the State of Delaware on April 27, 2007.
2. Harland Clarke Corp. is the owner of all of the issued and outstanding shares of common stock, no par value per share (the "Common Stock") of Clarke American Checks, Inc., a Delaware corporation incorporated on December 19, 1991. Common Stock is the only class of shares Clarke American Checks, Inc. is authorized to issue.
3. The Board of Directors of Harland Clarke Corp. has duly adopted certain resolutions which among other things, authorized the merger of Clarke American Checks, Inc. with and into Harland Clarke Corp. as of December 31, 2007 (a true copy of the foregoing resolutions have been annexed hereto as Exhibit A). Said resolutions have not been modified or rescinded and are in full force and effect as of the date hereof.
4. The Certificate of Ownership and Merger shall be deemed effective as of December 31, 2007, at 11:59 PM.

IN WITNESS WHEREOF, Harland Clarke Corp. has caused this Certificate of Ownership and Merger to be executed in its corporate name on the date set forth below.

Dated: December 17, 2007

HARLAND CLARKE CORP.

By: 

Name: Judy C. Norris

Title: Senior Vice President, General Counsel and Secretary

Exhibit A
**Resolutions as to the Merger of Clarke American Checks, Inc.
with and into Harland Clarke Corp.**

The Clarke Merger:

A. Merger of Clarke American Checks, Inc. into Harland Clarke Corp.

RESOLVED, that upon the effectiveness of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, substantially in the form of Exhibit C-1, Clarke American Checks, Inc. (the "Subsidiary") shall be merged with and into Harland Clarke Corp., a Delaware corporation (the "Corporation") (the "Clarke Merger"), with the Corporation remaining as the surviving corporation (the "Surviving Corporation") in the merger pursuant to the provisions provided for under Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"); and it is further

RESOLVED, that in the Clarke Merger all of the estate, property, rights, privileges, powers and franchises of the Subsidiary be vested in and held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary; and it is further

RESOLVED, the Surviving Corporation shall assume all of the obligations of the Subsidiary; and it is further

RESOLVED, that the President, any Vice President, or Secretary of the Corporation, acting individually, be, and each of them hereby is, authorized and directed to prepare, execute and acknowledge in the name of and on behalf of the Corporation, a Certificate of Ownership and Merger setting forth, among other things, a copy of the these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, all in accordance with Sections 103 and 253 of the DGCL; and it is further

RESOLVED, that the Clarke Merger shall be deemed to have become effective and the corporate existence of the Subsidiary shall cease immediately at 11:55 PM on December 31, 2007, as provided for in the Certificate of Ownership and Merger, in accordance with Sections 103 and 253 of the DGCL (the "Effective Time").

B. Treatment of Shares.

RESOLVED, that in the Clarke Merger, each issued and outstanding share of each class of capital stock of the Subsidiary held by the Corporation shall be cancelled and shall cease to exist and no consideration shall be delivered in exchange therefor; and it is further

RESOLVED, that each issued and outstanding share of each class of capital stock of the Corporation shall, following the Clarke Merger, remain outstanding and shall be unaffected by the Clarke Merger.

C. Certificate of Incorporation and Bylaws of the Surviving Corporation.

RESOLVED, that the certificate of incorporation of the Corporation in effect immediately prior to the Effective Time shall be the certificate of incorporation of the Surviving Corporation until thereafter amended, as provided by law, and the Bylaws of the Corporation in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law; and the certificate of incorporation and Bylaws of the Surviving Corporation, and the Clarke Merger shall have the effects set forth in the DGCL.

D. Directors and Officers of the Surviving Corporation.

RESOLVED, that the directors of the Corporation, immediately prior to the Effective Time, shall be the directors of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL; and it is further

RESOLVED, that the officers of the Corporation, immediately prior to the Effective Time, shall be the officers of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL.

E. General Authorization.

RESOLVED, that all actions previously taken by any director, officer, employee or agent of the Corporation in connection with or related to the matters set forth in or reasonably contemplated by the foregoing resolutions, be, and each of them hereby is adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED, that the officers be and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take any action (including without limitation, the payment of fees and expenses) and to execute (by manual or facsimiles signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary, appropriate or desirable to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby, including the Clarke Merger, and that the authority of such officers to execute and deliver such documents and instruments including, without limitation, any modification, extensions or expansions, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof; and it is further

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the officers be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to certify any more formal or detailed resolutions as such officers may deem necessary or appropriate to effectuate the intent of the

foregoing resolutions and that such officers be, and each of them hereby is, authorized and directed to annex such resolutions to these resolutions, thereupon such resolutions shall be deemed adopted as and for the resolution of the Board of Directors as if set forth at length in these resolution; and it is further

RESOLVED, that the authority heretofore granted to, and any and all actions contemplated heretofore taken by, the officers in connections with these resolutions be, and the same hereby are ratified, confirmed and approved in all respects.

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:07 PM 12/19/2007
FILED 04:07 PM 12/19/2007
SRV 071343020 - 4335598 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
HARLAND CHECKS AND SERVICES, INC.
INTO
HARLAND CLARKE CORP.**

(Pursuant to § 253 of the General Corporation Law of the State of Delaware)

Harland Clarke Corp., a corporation duly organized and existing under and by the virtue of the Delaware General Corporation Law, does hereby certify:

1. Harland Clarke Corp. is a business corporation incorporated in the State of Delaware on April 27, 2007.
2. Harland Clarke Corp. is the owner of all of the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock") of Harland Checks and Services, Inc., a Georgia corporation incorporated on August 29, 1995. Common Stock is the only class of shares Harland Checks and Services, Inc. is authorized to issue.
3. The Board of Directors of Harland Clarke Corp. has duly adopted certain resolutions which among other things, authorized the merger of Harland Checks and Services, Inc. with and into Harland Clarke Corp. as of December 31, 2007 (a true copy of the foregoing resolutions have been annexed hereto as Exhibit A). Said resolutions have not been modified or rescinded and are in full force and effect as of the date hereof.
4. The Certificate of Ownership and Merger shall be deemed effective as of December 31, 2007, at 11:59 PM.

IN WITNESS WHEREOF, Harland Clarke Corp. has caused this Certificate of Ownership and Merger to be executed in its corporate name on the date set forth below.

Dated: December 17, 2007

HARLAND CLARKE CORP.

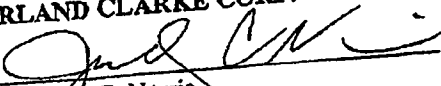
By: 
Name: Judy C. Norris
Title: Senior Vice President, General Counsel and Secretary

Exhibit A
**Resolutions as to the Merger of Harland Checks and Services, Inc.
with and into Harland Clarke Corp.**

The HCS Merger:

A. Merger of Harland Checks and Services, Inc. into Harland Clarke Corp.

RESOLVED, that it is advisable and in the best interests of the Corporation to enter into the Agreement and Plan of Merger between Harland Checks and Services, Inc., a Georgia corporation (the "Subsidiary") and Harland Clarke Corp., a Delaware corporation (the "Corporation") (the "HCS Merger Agreement"), whereby the Corporation remains as the surviving corporation (the "Surviving Corporation") (the "HCS Merger"); and it is further,

RESOLVED, that the form, terms and provisions of, and transactions contemplated by the HCS Merger Agreement, substantially in the form of Exhibit E-1, be, and are hereby approved; and it is further

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and cause the following instruments to be filed as provided for therein (the instrument defined below shall be collectively hereinafter referred to as the "HCS Merger Certificates"):

- a) a Certificate of Merger to be filed with the Secretary of State of the State of Georgia in accordance with Section 14-2-1105 of the Georgia Business Corporation Code (the "GBCC"), substantially in the form of Exhibit E-2; and
- b) a Certificate of Merger and Ownership to be filed with the Secretary of State of the State of Delaware in accordance with Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), substantially in the form of Exhibit E-3.

RESOLVED, that the upon the contemporaneous filing and effectiveness of the HCS Merger Certificates, the Subsidiary shall be merged with and into the Corporation as provided for under Section 14-2-1106 of the GBCC and Sections 103 and 253 of the DGCL; and it is further

RESOLVED, that in the HCS Merger all of the estate, property, rights, privileges, powers and franchises of the Subsidiary be vested in and held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary; and it is further

RESOLVED, the Surviving Corporation shall assume all of the obligations of the Subsidiary; and it is further

RESOLVED, that the President, any Vice President, or Secretary of the Corporation, acting individually, be, and each of them hereby is, authorized and directed to prepare, execute and acknowledge in the name of and on behalf of the Corporation,

the HCS Merger Agreement and the HCS Merger Certificates, setting forth, among other things, a copy of the these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause such executed HCS Merger Certificates with the appropriate authorities, all in accordance with the proper and applicable provisions of the GBCC and the DGCL; and it is further

RESOLVED, that the HCS Merger shall be deemed to have become effective and the corporate existence of the Subsidiary shall cease immediately at 11:59 PM on December 31, 2007, as provided for in the HCS Merger Certificates in accordance with the proper and applicable provisions of the GBCC and the DGCL (the "Effective Time").

B. Treatment of Shares.

RESOLVED, that in the HCS Merger, each issued and outstanding share of each class of capital stock of the Subsidiary held by the Corporation shall be cancelled and shall cease to exist and no consideration shall be delivered in exchange therefor; and it is further

RESOLVED, that each issued and outstanding share of each class of capital stock of the Corporation shall, following the HCS Merger, remain outstanding and shall be unaffected by the HCS Merger.

C. Certificate of Incorporation and Bylaws of the Surviving Corporation.

RESOLVED, that the certificate of incorporation of the Corporation in effect immediately prior to the Effective Time shall be the certificate of incorporation of the Surviving Corporation until thereafter amended, as provided by law; and the Bylaws of the Corporation in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law; and the certificate of incorporation and Bylaws of the Surviving Corporation, and the HCS Merger shall have the effects set forth in the DGCL.

D. Directors and Officers of the Surviving Corporation.

RESOLVED, that the directors of the Corporation, immediately prior to the Effective Time, shall be the directors of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL; and it is further

RESOLVED, that the officers of the Corporation, immediately prior to the Effective Time, shall be the officers of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL.

E. General Authorization.

RESOLVED, that all actions previously taken by any director, officer, employee or agent of the Corporation in connection with or related to the matters set forth in or reasonably contemplated by the foregoing resolutions, be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED, that the officers be and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take any action (including without limitation, the payment of fees and expenses) and to execute (by manual or facsimiles signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary, appropriate or desirable to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby, including the HCS Merger, and that the authority of such officers to execute and deliver such documents and instruments including, without limitation, any modification, extensions or expansions, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof; and it is further

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the officers be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to certify any more formal or detailed resolutions as such officers may deem necessary or appropriate to effectuate the intent of the foregoing resolutions and that such officers be, and each of them hereby is, authorized and directed to annex such resolutions to these resolutions, thereupon such resolutions shall be deemed adopted as and for the resolution of the Board of Directors as if set forth at length in these resolution; and it is further

RESOLVED, that the authority heretofore granted to, and any and all actions contemplated heretofore taken by, the officers in connections with these resolutions be, and the same hereby are ratified, confirmed and approved in all respects.

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:08 PM 12/28/2007
FILED 04:08 PM 12/28/2007
SRV 071372916 - 4335598 FILE

**CERTIFICATE OF CORRECTION
OF
HARLAND CLARKE CORP.**

(Pursuant to § 103 of the General Corporation Law of the State of Delaware)

Harland Clarke Corp., a corporation duly organized and existing under and by the virtue of the Delaware General Corporation Law, does hereby certify:

1. Harland Clarke Corp. is a business corporation incorporated in the State of Delaware on April 27, 2007.
2. That a Certificate of Ownership and Merger Merging Clarke American Checks, Inc. into Harland Clarke Corp (the "Certificate") was filed on the 19th of December 2007, and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate is that the time at which the merger shall be effective December 31, 2007 is erroneously written as 11:59 PM, when in fact it should have been 11:50 PM.
4. Article 4 of the Certificate is corrected to read as follows:

"4. The Certificate of Ownership and Merger shall be deemed effective as of December 31, 2007, at 11:50 PM."

IN WITNESS WHEREOF, Harland Clarke Corp. has caused this Certificate of Correction to be executed in its corporate name on the date set forth below.

Dated: December 28, 2007

HARLAND CLARKE CORP.

By: /s/ Judy C. Norris
Name: Judy C. Norris
Title: Senior Vice President, General Counsel and Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:40 AM 02/25/2010
FILED 11:17 AM 02/25/2010
SRV 100205136 - 4335598 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

TRANSACTION HOLDINGS, INC.
(a Tennessee corporation)

INTO

HARLAND CLARKE CORP.
(a Delaware corporation)

(Pursuant to § 253 of the General Corporation Law of the State of Delaware)

HARLAND CLARKE CORP., a corporation duly organized and existing under and by the virtue of the Delaware General Corporation Law, does hereby certify:

1. Harland Clarke Corp. is a business corporation incorporated in the State of Delaware on April 27, 2007.
2. Harland Clarke Corp. is the owner of all of the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock") and Series A Preferred Stock, par value \$0.01 per share (the "Preferred Stock") of Transaction Holdings, Inc., a Tennessee corporation incorporated on October 21, 1998. The Common Stock and the Preferred Stock are the only classes of shares Transaction Holdings, Inc. is authorized to issue.
3. The Board of Directors of Harland Clarke Corp. has duly adopted certain resolutions which, among other things authorized the merger of Transaction Holdings, Inc. with and into Harland Clarke Corp. A true and correct copy of the foregoing resolutions are annexed hereto as Exhibit A. Said resolutions have not been modified or rescinded and are in full force and effect as of the date hereof.
4. The Certificate of Ownership and Merger shall be deemed effective as of February 28, 2010 at 11:55 p.m. Eastern Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Harland Clarke Corp. has caused this Certificate of Ownership and Merger to be executed in its corporate name on the date set forth below.

Dated: February, 22, 2010.

HARLAND CLARKE CORP

By: 

Name: Edward P. Taibi

Title: Assistant Secretary

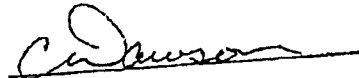
Exhibit A

UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
IN LIEU OF A MEETING

The undersigned being all the members of the Board of Directors of Harland Clarke Corp., a Delaware corporation (the "Corporation"), hereby unanimously consent to and adopt, pursuant to Section 141 (f) of the General Corporation Law of the State of Delaware, the resolutions attached hereto as Exhibit 1 with the same force and effect as if such resolutions were approved and adopted at a duly constituted meeting of the Board of Directors of the Corporation.

This consent may be executed in counterparts and all so executed shall constitute one consent, notwithstanding that all of the members of Board of Directors are not signatories to the same or the same counterpart.

Effective as of the 29th day of February, 2010.


Charles T. Dawson

Barry F. Schwartz

Paul G. Savas

Exhibit A

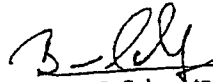
UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
IN LIEU OF A MEETING

The undersigned being all the members of the Board of Directors of Harland Clarke Corp., a Delaware corporation (the "Corporation"), hereby unanimously consent to and adopt, pursuant to Section 141 (f) of the General Corporation Law of the State of Delaware, the resolutions attached hereto as Exhibit I with the same force and effect as if such resolutions were approved and adopted at a duly constituted meeting of the Board of Directors of the Corporation.

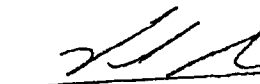
This consent may be executed in counterparts and all so executed shall constitute one consent, notwithstanding that all of the members of Board of Directors are not signatories to the same or the same counterpart.

Effective as of the 22nd day of February, 2010.

Charles T. Dawson



Barry F. Schwartz



Paul G. Savas

Exhibit 1

The THI Merger

A. Merger of Transaction Holdings, Inc. into Harland Clarke Corp.

RESOLVED, that it is advisable and in the best interests of the Corporation to enter into the Agreement and Plan of Merger between Transaction Holdings, Inc., a Tennessee corporation (the "Subsidiary"), and Harland Clarke Corp., a Delaware corporation (the "Corporation") (the "THI Merger Agreement"), whereby the Corporation shall remain as the surviving corporation (the "Surviving Corporation") (the "THI Merger"); and it is further

RESOLVED, that the form, terms and provisions of, and transactions contemplated by the THI Merger Agreement, substantially in the form of Exhibit 1-A, be and are hereby approved; and it is further

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and cause a Certificate of Merger and Ownership (the "THI Merger Certificate") to be filed with the Secretary of State of the State of Delaware in accordance with Section 253 of the General Corporation Law of the State of Delaware (the "DGCL."), substantially in the form of Exhibit 1-B; and it is further

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and Articles of Merger (the "THI Articles of Merger") to be filed with the Secretary of State of the State of Tennessee in accordance with Section 48-21-107 of the Tennessee Business Corporations Act, substantially in the form of Exhibit 1-C; and it is further

RESOLVED, that upon the contemporaneous filing and effectiveness of the THI Merger Certificate with Secretary of State of the State of Delaware and filing of a certified copy of the THI Merger Certificate with the Secretary of State of the State of Tennessee, the Subsidiary shall be merged with and into Corporation as provided for under Section 48-21-107 of the TBCA and Sections 103 and 253 of the DGCL; and it is further

RESOLVED, that in the THI Merger all of the estate, property, rights, privileges, powers and franchises of the Subsidiary will be vested in and held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary; and it is further

RESOLVED, that the Surviving Corporation shall assume all obligations of the Subsidiary; and it is further

RESOLVED, that the President, any Vice President, Secretary or Assistant Secretary of the Corporation, acting individually, be, and each of them hereby is, authorized and directed to prepare, execute and acknowledge in the name of and on behalf of the Corporation, the THI Merger Agreement, the THI Merger Certificate and the THI Articles of Merger, setting forth, *inter alia*, a copy of these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause such executed THI Merger Certificate and the THI Articles of Merger to be filed with the appropriate authorities, all in accordance with the proper and applicable provisions of the TBCA and the DGCL; and it is further

RESOLVED, that the THI Merger shall be deemed to have become effective and the corporate existence of the Subsidiary shall cease immediately on February 28, 2010 at 11:55 p.m. Eastern Time, as provided for in the THI Merger Certificate and the THI Articles of Merger in accordance with proper and applicable provisions of the TBCA and the DGCL.

B. Treatment of Shares

RESOLVED, that in the THI Merger, each issued and outstanding share of each class of capital stock of the Subsidiary held by the Corporation shall be cancelled and shall cease to exist and no consideration shall be issued in respect thereof; and it is further

RESOLVED, that each issued and outstanding share of each class of capital stock of the Corporation shall, following the THI Merger, remain outstanding and shall be unaffected by the THI Merger.

C. Certificate of Incorporation and Bylaws of Surviving Corporation.

RESOLVED, that the certificate of incorporation and the Bylaws of the Corporation in effect immediately prior to the Effective Time shall be the certificate of incorporation and the Bylaws of the Surviving Corporation, unless and until altered, amended or replaced in accordance with applicable law; and the THI Merger shall have the effects set forth in the DGCL.

D. Directors and Officers of the Surviving Corporation.

RESOLVED, that the directors of the Corporation, immediately prior to the Effective Time, shall be the directors of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL; and it is further

RESOLVED, that the officers of the Corporation, immediately prior to the Effective Time, shall be the officers of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL.

E. General Authorization.

RESOLVED, that all actions previously taken by any director, officer, employee or agent of the Corporation in connection with or related to the matters set forth in or reasonably contemplated

by the foregoing resolutions, be, and each of them hereby is adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take any action (including, without limitation, the payment of fees and expenses) and to execute (by manual or facsimile signatures) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary, appropriate or desirable to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby, including the TIIJ Merger, and that the authority of such officers to execute and deliver such documents and instruments including, without limitation, any modification, extensions or expansions, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof; and it is further

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to certify any more formal or detailed resolutions as such officers may deem necessary or appropriate to effectuate the intent of the foregoing resolutions and that such officers be, and each of them hereby is, authorized and directed to annex such resolutions to these resolutions, thereupon such resolutions shall be deemed adopted as and for the resolution of the Board of Directors as if set forth at length in these resolutions; and it is further

RESOLVED, that the authority heretofore granted to, and any and all actions contemplated heretofore taken by, the officers in connection with these resolutions be, and the same hereby are ratified, confirmed and approved in all respects.

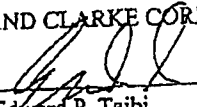
IN WITNESS WHEREOF, the undersigned have caused this Plan to be executed in its corporate name as of the date set forth below.

Dated: February 22, 2010

TRANSACTION HOLDINGS, INC.

By: _____
Name: Judy C. Norris
Title: Secretary and Senior Vice President


HARLAND CLARKE CORP.

By: 
Name: Edward P. Taibi
Title: Assistant Secretary

IN WITNESS WHEREOF, the undersigned have caused this Plan to be executed in its corporate name as of the date set forth below.

Dated: February 22, 2010.

TRANSACTION HOLDINGS, INC.

By: 
Name: Judy C. Norris
Title: Secretary and Senior Vice President

HARLAND CLARKE CORP.

By: _____
Name: Edward P. Taibi
Title: Assistant Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:44 PM 12/28/2011
FILED 12:21 PM 12/28/2011
SRV 111344089 - 4335598 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

CREATE-IT! INC.
(an Illinois corporation)

INTO

HARLAND CLARKE CORP.
(a Delaware corporation)

(Pursuant to § 253 of the General Corporation Law of the State of Delaware)

HARLAND CLARKE CORP., a corporation duly organized and existing under and by the virtue of the Delaware General Corporation Law, does hereby certify:

1. Harland Clarke Corp. is a business corporation incorporated in the State of Delaware on April 27, 2007.
2. Harland Clarke Corp. is the owner of all of the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock") of Create-It! Inc., an Illinois corporation incorporated on April 16, 1993. The Common Stock is the only class of shares Create-It! Inc. is authorized to issue.
3. On December 21, 2011, the Board of Directors of Harland Clarke Corp. has duly adopted certain resolutions which, among other things, authorizes the merger of Create-It! Inc. with and into Harland Clarke Corp. A true and correct copy of the foregoing resolutions are annexed hereto as Exhibit A. Said resolutions have not been modified or rescinded and are in full force and effect as of the date hereof.
4. The Certificate of Ownership and Merger shall be deemed effective as of December 31, 2011 at 11:59 p.m. Eastern Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Harland Clarke Corp. has caused this Certificate of Ownership and Merger to be executed in its corporate name on the date set forth below.

Dated: December 27, 2011.

HARLAND CLARKE CORP.

By: 

Name: Judy C. Norris

Title: Senior Vice President and Secretary

EXHIBIT A
Resolutions adopted as to the merger of
Create-It! Inc. with and into Harland Clarke Corp.

The Create-It! Merger:

A. Merger of Create-It! Inc. into Harland Clarke Corp.

RESOLVED, that it is advisable and in the best interests of the Corporation to enter into the Agreement and Plan of Merger between Create-It! Inc., an Illinois corporation (the "Subsidiary"), and Harland Clarke Corp., a Delaware corporation (the "Corporation") (the "Create-It! Merger Agreement"), whereby the Corporation shall remain as the surviving corporation (the "Surviving Corporation") (the "Create-It! Merger"); and it is further

RESOLVED, that the form, terms and provisions of, and transactions contemplated by the Create-It! Merger Agreement, substantially in the form of Exhibit 2-A, be and are hereby approved; and it is further

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and cause a Certificate of Merger and Ownership (the "Create-It! Merger Certificate") to be filed with the Secretary of State of the State of Delaware in accordance with Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), substantially in the form of Exhibit 2-B; and it is further

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and cause the Articles of Merger (the "Create-It! Articles of Merger") to be filed with the Secretary of State of the State of Illinois in accordance with Sections 11.30 and 11.35 of the Illinois Business Corporations Act ("IBCA"), substantially in the form of Exhibit 2-C; and it is further

RESOLVED, that in the Create-It! Merger all of the estate, property, rights, privileges, powers and franchises of the Subsidiary will be vested in and held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary; and it is further

RESOLVED, that the Surviving Corporation shall assume all obligations of the Subsidiary; and it is further

RESOLVED, that the President, any Vice President, Secretary or Assistant Secretary of the Corporation, acting individually, be, and each of them hereby is, authorized and directed to prepare, execute and acknowledge in the name of and on behalf of the Corporation, the Create-It! Merger Agreement, the Create-It! Merger Certificate and the Create-It! Articles of Merger, setting forth, *inter alia*, a copy of these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause such executed Create-It! Merger Certificate

and the Create-It! Articles of Merger to be filed with the appropriate authorities, all in accordance with the proper and applicable provisions of the IBCA and the DGCL; and it is further

RESOLVED, that the Create-It! Merger shall be deemed to have become effective and the corporate existence of the Subsidiary shall cease immediately on December 31, 2011 at 11:59 p.m. Eastern Time (the "Effective Time"), as provided for in the Create-It! Merger Certificate and the Create-It! Articles of Merger in accordance with proper and applicable provisions of the IBCA and the DGCL.

B. Treatment of Shares.

RESOLVED, that in the Create-It! Merger, each issued and outstanding share of each class of capital stock of the Subsidiary held by the Corporation shall be cancelled and shall cease to exist and no consideration shall be issued in respect thereof; and it is further

RESOLVED, that each issued and outstanding share of each class of capital stock of the Corporation shall, following the Create-It! Merger, remain outstanding and shall be unaffected by the Create-It! Merger.

C. Certificate of Incorporation and Bylaws of Surviving Corporation.

RESOLVED, that the certificate of incorporation and the Bylaws of the Corporation in effect immediately prior to the Effective Time shall be the certificate of incorporation and the Bylaws of the Surviving Corporation, unless and until altered, amended or replaced in accordance with applicable law; and the Create-It! Merger shall have the effects set forth in the DGCL.

D. Directors and Officers of the Surviving Corporation.

RESOLVED, that the directors of the Corporation, immediately prior to the Effective Time, shall be the directors of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL; and it is further

RESOLVED, that the officers of the Corporation, immediately prior to the Effective Time, shall be the officers of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL.

E. General Authorization.

RESOLVED, that all actions previously taken by any director, officer, employee or agent of the Corporation in connection with or related to the matters set forth in or reasonably contemplated by the foregoing resolutions, be, and each of them hereby is adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take any action (including, without limitation, the

payment of fees and expenses) and to execute (by manual or facsimile signatures) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary, appropriate or desirable to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby, including the Create-It! Merger, and that the authority of such officers to execute and deliver such documents and instruments including, without limitation, any modification, extensions or expansions, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof; and it is further

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to certify any more formal or detailed resolutions as such officers may deem necessary or appropriate to effectuate the intent of the foregoing resolutions and that such officers be, and each of them hereby is, authorized and directed to annex such resolutions to these resolutions, thereupon such resolutions shall be deemed adopted as and for the resolution of the Board of Directors as if set forth at length in these resolutions; and it is further

RESOLVED, that the authority heretofore granted to, and any and all actions contemplated heretofore taken by, the officers in connection with these resolutions be, and the same hereby are ratified, confirmed and approved in all respects.

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CENTRALIA HOLDING CORP.

(a Georgia corporation)

INTO

HARLAND CLARKE CORP.

(a Delaware corporation)

(Pursuant to § 253 of the General Corporation Law of the State of Delaware)

HARLAND CLARKE CORP., a corporation duly organized and existing under and by the virtue of the Delaware General Corporation Law, does hereby certify:

1. Harland Clarke Corp. is a business corporation incorporated in the State of Delaware on April 27, 2007.
2. Harland Clarke Corp. is the owner of all of the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock") of Centralia Holding Corp., a Georgia corporation incorporated on February 18, 1992. The Common Stock is the only class of shares Centralia Holding Corp. is authorized to issue.
3. On December 21, 2011, the Board of Directors of Harland Clarke Corp. duly adopted certain resolutions which, among other things, authorizes the merger of Centralia Holding Corp. with and into Harland Clarke Corp. A true and correct copy of the foregoing resolutions are annexed hereto as Exhibit A. Said resolutions have not been modified or rescinded and are in full force and effect as of the date hereof.
4. The Certificate of Ownership and Merger shall be deemed effective as of December 31, 2011 at 11:59 p.m. Eastern Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Harland Clarke Corp. has caused this Certificate of Ownership and Merger to be executed in its corporate name on the date set forth below.

Dated: December 21, 2011.

HARLAND CLARKE CORP.

By: 

Name: Judy C. Norris

Title: Senior Vice President and Secretary

EXHIBIT A
Resolutions adopted as to the merger of
Centralia Holding Corp. with and into Harland Clarke Corp.

The Centralia Merger

A. **Merger of Centralia Holding Corp. into Harland Clarke Corp.**

RESOLVED, that it is advisable and in the best interests of the Corporation to enter into the Agreement and Plan of Merger between Centralia Holding Corp., a Georgia corporation (the "Subsidiary"), and Harland Clarke Corp., a Delaware corporation (the "Corporation") (the "Centralia Merger Agreement"), whereby the Corporation shall remain as the surviving corporation (the "Surviving Corporation") (the "Centralia Merger"); and it is further

RESOLVED, that the form, terms and provisions of, and transactions contemplated by the Centralia Merger Agreement, substantially in the form of Exhibit 1-A, be and are hereby approved; and it is further

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and cause the following instruments to be filed as provided therein (the instrument defined below shall be collectively hereinafter referred to as the "HCS Merger Certificates"):

- (i) a Certificate of Merger to be filed with the Secretary of the State of Georgia in accordance with Section 14-2-1105 of the Georgia Business Corporation Code (the "GBCC"), substantially in the form of Exhibit 1-B; and
- (ii) a Certificate of Merger and Ownership to be filed with the Secretary of the State of Delaware in accordance with Section 253 of the General Corporation Law of the State of Delaware), substantially in the form of Exhibit 1-C; and

RESOLVED, that upon the contemporaneous filing and effectiveness of the Certificate of Merger and Ownership with Secretary of State of the State of Delaware and the Certificate Merger Certificate with the Secretary of State of the State of Georgia, the Subsidiary shall be merged with and into Corporation as provided for under Section 14-2-1106 of the GBCC and Sections 103 and 253 of the DGCL; and it is further

RESOLVED, that in the Centralia Merger all of the estate, property, rights, privileges, powers and franchises of the Subsidiary will be vested in and held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary; and it is further

RESOLVED, that the Surviving Corporation shall assume all obligations of the Subsidiary; and it is further

RESOLVED, that the President, any Vice President, Secretary or Assistant Secretary of the Corporation, acting individually, be, and each of them hereby is, authorized and directed to prepare, execute and acknowledge in the name of and on behalf of the Corporation, the Centralia Merger Agreement, the Certificate of Merger and the Certificate of Merger and Ownership, setting forth, *inter alia*, a copy of these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause such executed Certificate of Merger and the Certificate of Merger and Ownership to be filed with the appropriate authorities, all in accordance with the proper and applicable provisions of the GBCC and the DGCL; and it is further

RESOLVED, that the Centralia Merger shall be deemed to have become effective and the corporate existence of the Subsidiary shall cease immediately on December 31, 2011 at 11:59 p.m. Eastern Time (the "Effective Time"), as provided for in the Certificate of Merger and the Certificate of Merger and Ownership in accordance with proper and applicable provisions of the GBCC and the DGCL.

B. Treatment of Shares.

RESOLVED, that in the Centralia Merger, each issued and outstanding share of each class of capital stock of the Subsidiary held by the Corporation shall be cancelled and shall cease to exist and no consideration shall be issued in respect thereof; and it is further

RESOLVED, that each issued and outstanding share of each class of capital stock of the Corporation shall, following the Centralia Merger, remain outstanding and shall be unaffected by the Centralia Merger.

C. Certificate of Incorporation and Bylaws of Surviving Corporation.

RESOLVED, that the certificate of incorporation and the Bylaws of the Corporation in effect immediately prior to the Effective Time shall be the certificate of incorporation and the Bylaws of the Surviving Corporation, unless and until altered, amended or replaced in accordance with applicable law; and the Centralia Merger shall have the effects set forth in the DGCL.

D. Directors and Officers of the Surviving Corporation.

RESOLVED, that the directors of the Corporation, immediately prior to the Effective Time, shall be the directors of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL; and it is further

RESOLVED, that the officers of the Corporation, immediately prior to the Effective Time, shall be the officers of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL.

E. General Authorization.

RESOLVED, that all actions previously taken by any director, officer, employee or agent of the Corporation in connection with or related to the matters set forth in or reasonably contemplated by the foregoing resolutions, be, and each of them hereby is adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and its is further

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take any action (including, without limitation, the payment of fees and expenses) and to execute (by manual or facsimile signatures) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary, appropriate or desirable to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby, including the Centralia Merger, and that the authority of such officers to execute and deliver such documents and instruments including, without limitation, any modification, extensions or expansions, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof; and it is further

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to certify any more formal or detailed resolutions as such officers may deem necessary or appropriate to effectuate the intent of the foregoing resolutions and that such officers be, and each of them hereby is, authorized and directed to annex such resolutions to these resolutions, thereupon such resolutions shall be deemed adopted as and for the resolution of the Board of Directors as if set forth at length in these resolutions; and it is further

RESOLVED, that the authority heretofore granted to, and any and all actions contemplated heretofore taken by, the officers in connection with these resolutions be, and the same hereby are ratified, confirmed and approved in all respects.