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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

100717527

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Imperial Wallcoverings, Inc.

- Individual(s)
  - General Partnership
  - Corporate-State - Delaware
  - Other
  - Association
  - Limited Partnership
- Additional name(s) of conveying party(ies) attached Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 13, 1998

2. Name and address of receiving party(ies):

Name: Borden Decorative Products, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 23645 Mercantile Road  
 City: Cleveland State: OH Zip: 44122

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from Assignment)  
 Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No. (s)  
SN 75/246,721

B. Trademark registration No. (s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: F. Michael Sajovec, Esq.

Internal Address: Myers, Bigel, Sibley & Sajovec, L.L.P.

Street Address: P.O. Box 37428

City: Raleigh State: NC Zip: 27627

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): ..... \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

F. Michael Sajovec, Esq.

Name of Person Signing

Signature

May 4, 1998

Date

Total number of pages comprising cover sheet:

1

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"IMPERIAL WALLCOVERINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "BORDEN DECORATIVE PRODUCTS, INC." UNDER THE NAME OF "BORDEN DECORATIVE PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF MARCH, A.D. 1998, AT 2:20 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

*Edward J. Freel, Secretary of State*

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AUTHENTICATION: 9002759

DATE: 03-31-98

TRADEMARK

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:20 PM 03/13/1998  
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**CERTIFICATE OF MERGER**

OF

**IMPERIAL WALLCOVERINGS, INC.**

INTO

**BORDEN DECORATIVE PRODUCTS, INC.**

Pursuant to Section 251 of the Delaware General Corporation Law of the State of Delaware, BORDEN DECORATIVE PRODUCTS, INC. ("BDPI"), a Delaware corporation, hereby certifies the following information relating to the merger (the "Merger") of IMPERIAL WALLCOVERINGS, INC., a Delaware corporation, with and into BDPI (the "Constituent Corporations"):

FIRST: The names and states of incorporation of each of the Constituent Corporations of the merger are:

| <u>NAME</u>                     | <u>STATE OF INCORPORATION</u> |
|---------------------------------|-------------------------------|
| BORDEN DECORATIVE PRODUCTS, INC | DELAWARE                      |
| IMPERIAL WALLCOVERINGS, INC.    | DELAWARE                      |

SECOND: The Agreement of Merger, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation of the merger is Borden Decorative Products, Inc.

FOURTH: The Certificate of Incorporation of Borden Decorative Products, Inc., a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 23645 Mercantile Road, Cleveland, OH 44122.

SIXTH: A copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective on March 13, 1998.

Dated as of March 13, 1998

BORDEN DECORATIVE PRODUCTS, INC.

By: 

Name: DAVID BLITZEK  
Title: VICE PRESIDENT

10/1/1998 11:11 AM