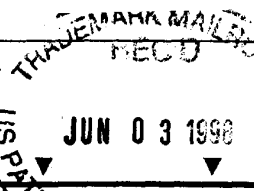


KNOWLEDGE

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
Copyright 1994-97 LegalStar
TMOS/REV03



RECORD

TRAD

06-23-1998



100713017

Docket No.:

2286-108

Tab settings

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

1. Name of conveying party(ies):
Brideshore Limited
1085 Jamesburg South River Road
Jamesburg, New Jersey 08831

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other United Kingdom corporation

Additional names(s) of conveying party(ies) Yes No

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

Name: Daler-Rowney USA Limited

Internal Address: _____

Street Address: 2 Corporate Drive

City: Cranbury State: NJ ZIP: 08512

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other United Kingdom corporation

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

MAR 6-3-98

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: Oct. 17, 1994

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

A. Trademark Application No.(s)
DOCUMENT ID NUMBER
100670114

Additional numbers Yes No

B. Trademark Registration No.(s)

1668164	1091821	1266356	1426556
1671109	1124014	1298786	1427449
1674725	1191212	1414217	1448470
			1472273

Additional numbers Yes No

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

Name: Susanna C. Monseau

Internal Address: Woodbridge & Associates, P.C.
P.O. Box 592
Princeton, New Jersey 08542-0592

Street Address: _____

City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved:..... **13**

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-3040

DO NOT USE THIS SPACE

340E
NOSPEC
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9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Susanna C. Monseau Susanna Monseau 6/1/98
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, TRADEMARK

CORPORATE STATUS REPORT

DATE: 013097

CORP. NAME: DALER-ROWNEY USA LIMITED

CORP TYPE: FR

STATUS: ACTIVE

STATUS DATE: 000000

INCORPORATION DATE: 0222988

STATE: FR

FOLDER NO: 00000

CORPORATION NO.: 0100370993 LAST ANNUAL REPORT: 96

REGISTERED AGENT: THE CORPORATION TRUST CO

REGISTERED OFFICE: 820 BEAR TAVERN ROAD

WEST TRENTON

, NJ 08628



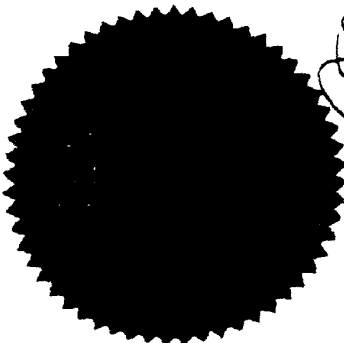
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2195762

The Registrar of Companies for England and Wales hereby certifies
BRAIDESHORE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
DALER-ROWNEY USA LIMITED

Given at Companies House, Cardiff, the 17th October 1994



Gordon C Strauss
Notary Public

For the Registrar of Companies



COMPANIES HOUSE
TRADEMARK

REEL: 1734 FRAME: 0392

**re DALER-ROWNEY USA LIMITED
(company registration number 2195762)**

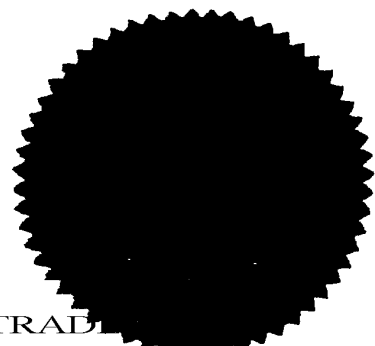
TO ALL to whom these presents shall come I **RAYMOND GEORGE BROWN** Notary Public duly authorised admitted and sworn and practising within the United Kingdom of Great Britain and Northern Ireland do hereby certify as follows:

1. On 31 July 1996 I arranged the issue from Companies House of a microfiche copy of the official register of the company now known as Daler-Rowney USA Limited (Company Registration Number 2195762) ("the Company").
2. I have obtained from the Company the original certificate of incorporation on change of name which evidences the change of name of the Company from its previous name of Bridesshore Limited to its present name of Daler-Rowney USA Limited. I have compared that certificate with the copy of it held on microfiche at Companies House and attach a photocopy of the original certificate which I have signed and impressed with my notarial seal.
3. From my inspection of the said microfiche copy of the official register of the Company I have satisfied myself and am able to confirm that the record at Companies House shows that the Company was duly incorporated in England & Wales under the then Companies Act and that the Company was still in existence on 31 July 1996 the date on which the microfiche was issued.

IN TESTIMONY whereof I have hereunto subscribed my name and affixed my seal this second day of August One thousand nine hundred and ninety-six at Bournemouth in Dorset England.

Raymond George Brown
Notary Public

**RAYMOND GEORGE BROWN
NOTARY PUBLIC IN AND FOR BOURNEMOUTH DORSET ENGLAND**



**New Jersey Department of State
Division of Commercial Recording
Application for an Amended Certificate of Authority**

N.J.S.A. 14A:13-6 New Jersey Profit Corporation Act (file in duplicate)


Pursuant to N.J.S.A. 14A:13-6 of the New Jersey Statutes, the undersigned corporation hereby applies for an Amended Certificate of Authority and for this purpose certifies the following:

- 1. **Original corporate name:** Bridesshore Limited
- 2. **New Jersey corporate number:** 0100-3709-93-FR
- 3. **New name of corporation (if applicable):** Daler-Rowney USA Limited
- 4. **Incorporated under the laws of:** England
Date of foreign incorporation: November 18, 1987
- 5. **Duration of the corporation:** Perpetual
- 6. **The address of its main office:** Southern Industrial Area
P.O. Box 10
Bracknell, Berkshire RG12 8 5
England
- 7. **The name and address of its Registered Agent in New Jersey is:** CT Corporation System
820 Bear Tavern Road
Suite 305
West Trenton, NJ 08628

Said Registered Agent is an agent of the corporation upon whom process against the corporation may be served.

- 8. **The business/activities which the corporation is authorized to conduct in New Jersey, and which it is also authorized to conduct in its home jurisdiction are:** Sale and distribution of artists' materials through the United States and other activities permitted to be done by corporations under the laws of New Jersey and England.

Dated: 27 August 1996



ANDREW HAGUE
 Director and Vice President
 of Daler-Rowney USA Limited,
 formerly Bridesshore Limited