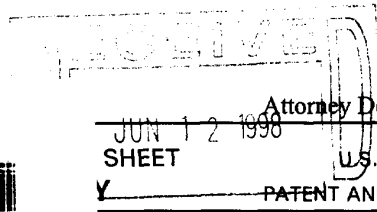


MND 6-17-98

06-24-1998



Attorney Docket No. SLRT.57343

FORM PTO-1594	100745462	U.S. DEPT. OF COMMERCE PATENT AND TRADEMARK OFFICE
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To The Honorable Commission

be attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Sealright Manufacturing - East, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation--State - Ohio <input type="checkbox"/> Other: _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <hr/> <p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: March 31, 1998</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Sealright Manufacturing - East, Inc.</p> <p>Internal Address: _____</p> <p>Street Address: 9201 Packaging Drive</p> <p>City: De Soto State: KS Zip: 66018</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation--State - Delaware <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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4. Application number(s) or registration number(s):	
A. Trademark Application No(s):	B. Trademark Registration No(s): 1,848,354; 959,145; 1,668,017; 1,794,909; 1,835,903; 1,857,699; 1,872,466
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Carter H. Kokjer</p> <p>Internal Address: Shook, Hardy & Bacon L.L.P. One Kansas City Place</p> <p>Street Address: 1200 Main Street</p> <p>City: Kansas City</p> <p>State: Missouri</p> <p>Zip: 64105-2118</p>	<p>6. Total number of applications and registrations involved 7</p> <hr/> <p>7. Total fee (37 CFR 3.41) \$190.00</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <hr/> <p>8. Deposit Account No.: 19-2112</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

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.

Carter H. Kokjer 6/19/98

Name of person signing	Signature	Date
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Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks, Box Assignments Washington, D.C. 20231

06/23/1998 TTON11 00000023 1848354

01 FC:481 40.00 OP
02 FC:482 150.00 OP

State of Delaware
Office of the Secretary of State

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:

"SEALRIGHT MANUFACTURING-EAST, INC.", A OHIO CORPORATION, WITH AND INTO "SEALRIGHT MANUFACTURING-EAST, INC." UNDER THE NAME OF "SEALRIGHT MANUFACTURING-EAST, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF APRIL, A.D. 1998, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

2875462 8100M

981130805

AUTHENTICATION:

9013228

DATE:

04-06-98

TRADEMARK

REEL: 1744 FRAME: 0117

**CERTIFICATE OF MERGER
MERCING
SEALRIGHT MANUFACTURING-EAST, INC., an Ohio Corporation
INTO
SEALRIGHT MANUFACTURING-EAST, INC., a Delaware Corporation**

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

Pursuant to the provisions of The General Corporation Law of Delaware, the undersigned corporations certify the following:

FIRST: That Sealright Manufacturing-East, Inc., an Ohio corporation ("Sealright East-Ohio), was incorporated on the 1st day of November, 1990, pursuant to the Ohio General Corporation Law.

SECOND: That Sealright Manufacturing-East, Inc., a Delaware corporation ("Sealright East-Delaware"), was incorporated on the 24th day of March, 1998, pursuant to the Delaware General Corporation Law.

THIRD: That an Agreement and Plan of Merger has been adopted, approved, certified, executed and acknowledged by each of the above-referenced corporations in accordance with Section 252(c) of the Delaware General Corporation Law;

FOURTH: That Sealright East-Delaware shall be the surviving corporation. The name of the surviving corporation shall continue to be Sealright Manufacturing-East, Inc.

FIFTH: That the Certificate of Incorporation of Sealright East-Delaware, as in effect immediately prior to the effective time of the merger, shall be the Certificate of Incorporation of the surviving corporation.

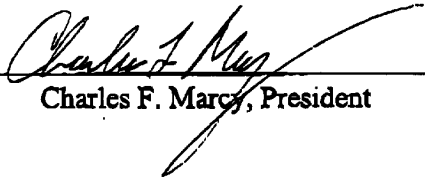
SIXTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, 192 Akron-Peninsula Road, Akron, Ohio 44313.

SEVENTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either Sealright East-Ohio or Sealright East-Delaware.


EIGHTH: That the authorized capital stock of Sealright East-Ohio is Seven Hundred Fifty (750) shares of common stock, par value \$0.10 per share.

IN WITNESS WHEREOF, this certificate has been signed in duplicate by Sealright East-Ohio and Sealright East-Delaware this 31st day of March, 1998.

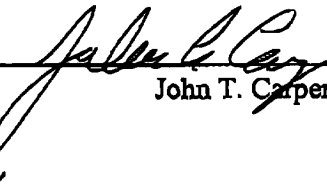
SEALRIGHT MANUFACTURING-EAST, INC., an Ohio Corporation

By: 
Charles F. Marcy, President

ATTEST:


John T. Carper, Secretary

SEALRIGHT MANUFACTURING-EAST, INC., a Delaware corporation

By: 
John T. Carper, President

ATTEST:


Thomas W. Van Dyke, Secretary