

07-06-1998

RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE

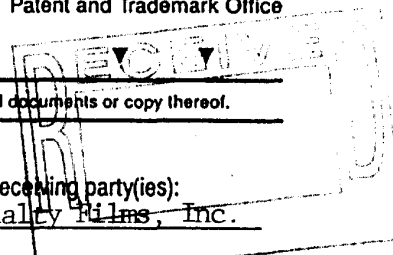


TRADEMARKS ONLY

Patent and Trademark Office

100754405

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



6-22-98

1. Name of conveying party(ies):
Deposition Technologies, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other _____

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
Name: MSC Specialty Films, Inc.
Internal Address: _____
Street Address: 4540 Viewridge Avenue
City: San Diego State: CA ZIP: 92123

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 20, 1995

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark registration No.(s)
1,859,702

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Thomas R. Juettner, Esq.
Internal Address: _____

Street Address: JUETTNER PYLE PIONTEK & UNDERWOOD, 110 West C St., #1405
City: San Diego State: CA ZIP: 92101

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:
10-1324
(Attach duplicate copy of this page if paying by deposit account)

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.

Thomas R. Juettner Thomas R. Juettner June 16, 1998
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 5

OMB No. 0651-0011 (exp. 4/94)

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

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State of California

SECRETARY OF STATE

CORPORATION DIVISION



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

3 pages

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

10/1/79



Bill Jones

Secretary of State

NETO:

830875

FILED
in the office of the Secretary of State
of the State of California

A469435

DEC 1 4 1995

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

Bill Jones
PHIL JONES, Secretary of State

DEPOSITION TECHNOLOGIES, INCORPORATED

We, Gerald Nadig, the Chief Executive Officer and William H. Vrba, Secretary, of Deposition Technologies, Incorporated corporation duly organized and existing under the laws of the State of California (the "Corporation"), do hereby certify:

1. That they are the Chief Executive Officer and the Secretary, respectively, of the Corporation.

2. That an amendment to the Articles of Incorporation of the Corporation (an "Amendment") has been approved by the board of directors.

3. That the Amendment was approved by the required vote of the shareholders in accordance with Sections 902 and 903 of the California General Corporation Law. The Corporation has two classes of stock: common and preferred. No preferred stock has been designated. The holders of the common stock are entitled to one vote. The Corporation has 165,000 shares of the common stock issued and outstanding, and, hence, the total number of shares entitled to vote with respect to the Amendment was 165,000 shares of common stock. The shareholders have adopted said Amendment by unanimous written consent, which exceeded the majority affirmative vote required to approve the Amendment.

4. That the Amendment approved by both the board of directors and the shareholders read as follows:

Resolved, that the Articles of Incorporation shall be amended by deleting Article FIRST in its entirety and substituting in lieu thereof a new Article FIRST as follows:

"The name of this corporation is MSC Specialty Films, Inc."

5. That this certificate shall become effective upon the filing of this Certificate of Amendment of Articles of Incorporation.

* * *



Each of the undersigned declares under penalty of perjury that the statement contained in the foregoing certificates are true of their own knowledge. Executed at 2300 East Pratt Blvd., Elk Grove Village, Illinois, on the 20th day of November, 1995.

A handwritten signature in cursive script, appearing to read "Gerald G. Nadig", is written over a horizontal line.

Gerald G. Nadig
Chief Executive Officer

A handwritten signature in cursive script, appearing to read "W. H. Vrba", is written over a horizontal line.

William H. Vrba
Secretary