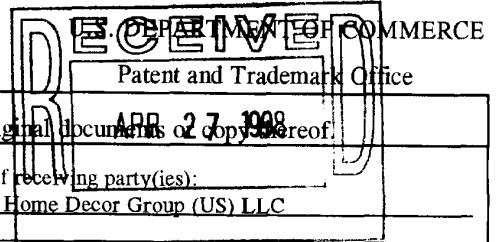


07-07-1998

Re Sub.



BET



To the Honorable Commissioner of F

100754988
MRD
6-29-98

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Borden Decorative Products, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporate-State - Delaware
- Other

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

3. Nature of conveyance:

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

Execution Date: March 13, 1998

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

Name: The Imperial Home Decor Group (US) LLC

Internal Address:

Street Address: 23645 Mercantile Road

City: Cleveland State: OH Zip: 44122

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Delaware limited liability company

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 75/269,113 SN 75/361,356
 SN 75/092,656 SN 75/246,721
 SN 75/399,545 SN 75/399,544

B. Trademark registration No.(s)

RN 2,132,124

Cont'd on Attached Sheet With 5 Additional Application Numbers

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: 12

7. Total fee (37 CFR 3.41): \$315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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 is true and correct and any attached copy is a true copy of the original document.

F. Michael Sajovec, Esq.

4-22-98

Name of Person Signing

Signature

Date

05/04/1998 SSMITH 00000091 75269113

01 FC:481

40.00 0P

Total number of pages comprising cover sheet:

2

02 FC:482

275.00 0P

03 DA:03MRWCS107B.KKP

RECORDATION FORM COVER SHEET CON'T

Conveying Party:

Borden Decorative Products, Inc.
23645 Mercantile Road
Cleveland, OH 44122

Receiving Party:

The Imperial Home Decor Group (US) LLC
23645 Mercantile Road
Cleveland, OH 44122

4.A Additional Trademark Application Nos.

SN 75/325,012

SN 75/399,546

SN 75/269,141

SN 75/269,112 (RN 2,149,350)

SN 75/268,208

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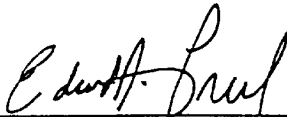
State of Delaware
Office of the Secretary of State

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:

"BORDEN DECORATIVE PRODUCTS, INC.", A DELAWARE CORPORATION, WITH AND INTO "THE IMPERIAL HOME DECOR GROUP (US) LLC" UNDER THE NAME OF "THE IMPERIAL HOME DECOR GROUP (US) LLC", A LIMITED LIABILITY COMPANY 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 2:22 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2558985 8100M

981122990

AUTHENTICATION: 9002756

DATE: 03-31-98
TRADEMARK

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CERTIFICATE OF MERGER
OF
BORDEN DECORATIVE PRODUCTS, INC.

INTO

THE IMPERIAL HOME DECOR GROUP (US) LLC

The undersigned limited liability company formed and existing under and by virtue of the Delaware Limited Liability Company Act, does hereby certify:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Borden Decorative Products, Inc.	Delaware
The Imperial Home Decor Group (US) LLC	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified and executed and acknowledged in accordance with Section 264(c) and Section 228 of the General Corporation Law of the State of Delaware and in accordance with Section 18 - 209 of the Delaware Limited Liability Company Act by Borden Decorative Products, Inc. and The Imperial Home Decor Group (US) LLC.


THIRD: The name of the surviving Delaware limited liability company is The Imperial Home Decor Group (US) LLC.

FOURTH: The merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is 23645 Mercantile Road, Cleveland, Ohio, 44122.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost to any member of The Imperial Home Decor Group (US) LLC.

THE IMPERIAL HOME DECOR GROUP (US) LLC

By: 
Name: DAVID BLITZER
Title: VICE PRESIDENT

NYMAD02: 228233_1 WPD

RECORDED: 06/29/1998

TRADEMARK
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