

ADD  
7-1-98

07-13-1998



To the Honorable Commissioner of Pat.

**100762084**

Box Assignment, Washington, DC 20231

and original documents or copy thereof.

1. Name of conveying party(ies):  
AGP/Gentech, Inc.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State of New York  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
Name: AGP/Gentech Inc.

Internal Address: \_\_\_\_\_

Street Address: 531 North Stiles Street

City Linden State New Jersey ZIP 07036

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

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: May 5, 1986

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designation 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): None

B. Trademark registration No.(s) : PADLOCK, Reg. No. 663,954

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
  
 PENNIE & EDMONDS LLP  
 1667 K Street, N.W.  
 Washington, D.C. 20006  
  
 Attn.: Nancy H. Lutz  
  
 File No.: 8278-007-999

6. Total number of applications and registrations involved: One (1)

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

Please charge to the deposit account listed in Section 8, as well as any other fees which may be due.

8. Deposit account number:  
16-1150

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.*

Nancy H. Lutz                      Nancy H Lutz                      July 1, 1998  
 Name of Person Signing      Reg. No.                      Signature                      Date

Total number of pages comprising cover sheet: 4

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*90/100*  
*M. S. of [unclear]*

CERTIFICATE OF OWNERSHIP AND MERGER

OF

AGP/GENTech, INC.  
(a New York Corporation)

INTO

AGP/GENTech INC.  
(A Delaware Corporation)

(Pursuant to Section 253 of the  
General Corporation Law of the  
State of Delaware)

ASSIGNMENT  
98 JUN - 11 11 4 53

RECEIVED

AGP/GENTech, Inc. a corporation formed under the laws of the State of New York ("N.Y. Corp.") desiring to merge into and with AGP/GENTech INC., a Delaware corporation ("DelCorp.") pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: "N.Y. Corp." is a corporation formed under the laws of the State of New York and its Certificate of Incorporation under the name of Atlantic Gummed Paper Corporation was filed in the office of the Secretary of State of New York on April 6, 1931. A Certificate of Amendment changing its name to AGP Industries, Inc. was filed October 26, 1977. A Certificate of Amendmen. changing its name to AGP/GENTech, Inc. was filed January 26, 1983.

SECOND: "DelCorp." is a corporation formed under the

TRADEMARK

REEL: 1751 FRAME: 0555

laws of the State of Delaware and its Certificate of Incorporation was filed in the office of the Secretary of State of Delaware on February 14, 1986.

THIRD: On May 5, 1986 "N. Y. Corp." owned 100% of the outstanding shares of Common Stock of "DelCorp." and on that day the Board of Directors of "N. Y. Corp.", by resolutions duly adopted, determined to merge "N. Y. Corp." into and with "DelCorp." and for "DelCorp." to assume all of "N. Y. Corp.'s" obligations; said resolutions being as follows:

"WHEREAS, this Corporation now lawfully owns all of the outstanding Common Stock of AGP/GENTech INC., a Delaware corporation ("DelCorp.") and desires to merge the Corporation into and with "DelCorp.";

NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge with and into "DelCorp.", that upon such merger, "DelCorp." assume all of the liabilities and obligations of the Corporation; that upon such merger, the stockholders of this Corporation shall receive 1000 shares of Common Stock of "DelCorp." for all of the shares of this Corporation's Common and Preferred Stock held by them, upon surrender of their certificates therefor; and

RESOLVED, that the proper officers of this Corporation be, and they hereby are, authorized and directed to execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of these resolutions; and

RESOLVED, that the officers of this Corporation be, and hereby are, authorized and directed to take such further action as in their judgment may be necessary or proper to consummate the merger provided for by these resolutions."

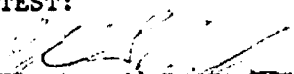
FOURTH: The proposed merger has been approved by unanimous consent in writing signed by the holders of all the

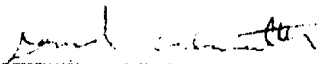
outstanding shares of AGP/GENTech, Inc., a New York Corporation  
("N.Y. Corp.").

IN WITNESS WHEREOF, said AGP/GENTech, Inc., a New York  
Corporation has caused this Certificate to be executed by its  
officers thereunto duly authorized and its corporate seal to be  
hereunto fixed this 5th day of May, 1986.

AGP/GENTech, Inc.  
(a New York corporation)

ATTEST:

  
\_\_\_\_\_  
Carl K. Glickman,  
Secretary

By:   
\_\_\_\_\_  
DAVID PERLMUTTER,  
President