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07-13-1998



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.
Box Assignment, Washington, DC 20231

<p>1. Name of conveying party(ies):</p> <p>AGP Industries, 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 of New York <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>AGP/Gentech Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>531 North Stiles Street</u></p> <p>City <u>Linden</u> State <u>New Jersey</u> ZIP <u>07036</u></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 of New York <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 (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 24, 1982</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): None</p> <p>B. Trademark registration No.(s) : <u>PADLOCK, Reg. No. 663,954</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>PENNIE & EDMONDS LLP 1667 K Street, N.W. Washington, D.C. 20006</p> <p>Attn.: <u>Nancy H. Lutz</u></p> <p>File No.: <u>8278-007-999</u></p>	<p>6. Total number of applications and registrations involved: <u>One (1)</u></p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>40.00</u></p> <p>Please charge to the deposit account listed in Section 8, as well as any other fees which may be due.</p> <p>8. Deposit account number: <u>16-1150</u></p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><u>Nancy H. Lutz</u> <u>Nancy H Lutz</u> <u>July 1, 1998</u> Name of Person Signing Reg. No. Signature Date</p> <p>Total number of pages comprising cover sheet: <u>4</u></p>	

ASSIGNMENT
98 JUL 13 1998
RECORDED

07/10/1998 TT011 00006320 161150 663954

01 FC:481 40.00 CH

CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
AGP INDUSTRIES, INC.

Under Section 805 of the Business Corporation Law

The undersigned, being the President and Secretary
of AGP Industries, Inc., do hereby certify and set forth:

1. The name of the corporation is AGP Industries,
Inc. The name under which the corporation was formed is
Atlantic Gunned Paper Corporation.

2. The Certificate of Incorporation of AGP Indus-
tries, Inc. was filed by the Department of State on the 6th
day of April, 1931.

3. The Certificate of Incorporation of AGP Indus-
tries, Inc. is hereby amended to effect the following changes
authorized by Section 801 of the Business Corporation Law:

Article FIRST of the Certificate of Incorpora-
tion is hereby amended to read:

"FIRST: The name of the corporation is:

AGP/GENTech Inc."

In addition, there shall be added to the Cer-
tificate of Incorporation the following language:

"The corporation designates the Secretary of State
of the State of New York as Agent of AGP/GENTech Inc, upon

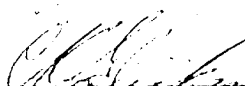
ASSIGNED
98 JUL 21 1931
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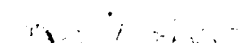
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whom process against it may be served, and the Post Office address to which the Secretary of State shall mail a copy of any process against it served upon him is: 531 North Stiles Street, Linden, New Jersey 07036.

4. The manner in which this amendment to the Certificate of Incorporation of the Corporation was authorized was by the affirmative vote of the holders of a majority of all the outstanding shares entitled to vote thereon at a meeting of the Shareholders of AGP Industries, Inc. called and held on the 24th day of December, 1982, a quorum being present.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate on the 24th day of December, 1982 and affirmed that the statements made herein are true under the penalties of perjury.


Carl K. Glickman, President


David Perlmutter, Secretary

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 28 1983

AMT OF CHECK \$ 60
FILING \$ 60
TAX \$ _____
COUNTY FEE \$ _____
COPY \$ _____
CERT \$ _____
REFUND \$ _____
SPEC HANDLE \$ _____

BY: MR
Kings

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

AGP INDUSTRIES, INC.

10/26/77
1983

2-11-1983

Company name changed from Agp Industries

10/26/77

By 3/1/83 to the 30th of March 1983

Richard King

JACK GOLDSTEIN
ATTORNEY AT LAW
322 BROADWAY
NEW YORK, N. Y. 10007