

07-16-1998



100765974

Tab settings □ □ □

To the Honorable Commissioner of Patents and Trademarks

original documents or copy the fee.

1. Name of conveying party(ies):

Keith Clark, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Cullman Ventures, Inc.

Internal Address: _____

Street Address: 101 O'Neil Rd.

City: Sidney State: NY ZIP: 13838

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- 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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,094,420

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: George R. McGuire

Internal Address: HANCOCK & ESTABROOK, LLP

Street Address: 1500 Mony Tower 1

PO Box 4976

City: Syracuse State: NY ZIP: 13221

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

Please charge any additional fees or credit any over payment to:

8. Deposit account number:

500576

(Attach duplicate copy of this page if paying by deposit account)

07/16/1998 DUESIES 00000098 500576 1094420

DO NOT USE THIS SPACE

01 FC:481

40.00 CH

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.

George R. McGuire

Name of Person Signing

Signature

6/22/98

Date

Total number of pages including cover sheet, attachments and Record Fee 16 1

State of New York }
Department of State }^{ss:}

I hereby certify that I have compared the annexed copy of the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on APR 25 1996



Allyn F. Broadwell
Secretary of State

DOS-200 (Rev. 1/95)

TRADEMARK
REEL: 1754 FRAME: 0402

USC

USC

CERTIFICATE OF MERGER

OF

CULLMAN VENTURES, INC.
(a Delaware corporation)

with and into

KEITH CLARK, INC.
(a New York corporation)

Pursuant to Section 904 of the
New York Business Corporation Law

Pursuant to the provisions of Section 904 of the
New York Business Corporation Law, the undersigned hereby
certify that:

FIRST: The name of each constituent corporation is
Cullman Ventures, Inc., a Delaware corporation ("CVI"), which
was formed under the name "Mid-West Paper Products Co.", and
Keith Clark, Inc., a New York corporation ("KCI"), which was
formed under the name "NuKeith, Inc." (hereinafter together
referred to as the "Constituent Corporations"). KCI will be
the surviving corporation (hereinafter sometimes referred to
as the "Surviving Corporation") and its name will be changed
to "Cullman Ventures, Inc."

TRADEMARK

authority to issue and to change the par value of such shares to read in its entirety as follows:

"FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 200,000 shares of Common Stock, par value \$.01 per share."

FOURTH: The Certificate of Incorporation of KCI was filed (under its former name, "NuKeith, Inc.") with the Department of State of the State of New York on October 25, 1977.

The Certificate of Incorporation of CVI was filed (under its former name, "Mid-West Paper Products Co.") with the Secretary of State of the State of Delaware on January 31, 1968.

FIFTH: An Agreement and Plan of Merger dated as of December 19, 1986, by and between CVI and KCI, setting forth the terms and conditions of the merger of CVI with and into KCI, was approved and authorized by the Constituent Corporations as follows:

(a) At a Special Meeting of the Board of Directors of KCI held on December 19, 1986, and by written consent, dated as of December 23, 1986, of CVI, the sole shareholder of KCI.

(b) At a Special Meeting of the Board of Directors of CVI held on December 19, 1986, and by written

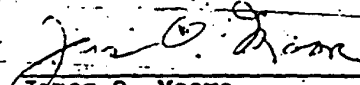
3

consent, dated as of December 23, 1986, of the sole stockholder of CVI.

SIXTH: CVI filed an application for authority to do business in the State of New York on May 11, 1971.

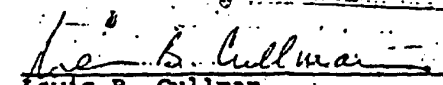
IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed and delivered this 22 day of December, 1986 by its duly authorized officers who affirm that the statements made herein are true under the penalties of perjury.

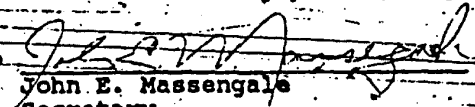
KEITH CLARK, INC.


James O. Moore
Vice President


John E. Massengale
Secretary

CULLMAN VENTURES, INC.


Lewis B. Cullman
President


John E. Massengale
Secretary

TRADEMARK

REEL: 1754 FRAME: 0405

TRADEMARK
REEL: 1754 FRAME: 0406

State of New York }
Department of State }^{ss:}

I hereby certify that I have compared the annexed copy of the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on APR 25 1996



Allyn F. Grawell
Secretary of State

DOS-200 (Rev. 1/95)

TRADEMARK
REEL: 1754 FRAME: 0407

CERTIFICATE OF MERGER

USC

OF

COMPUTER PRINTING CORPORATION
(a New York corporation)

with and into

CULLMAN VENTURES, INC.
(a New York corporation)

Pursuant to Section 905 of the
New York Business Corporation Law

5441175

Pursuant to the provisions of Section 905 of the
New York Business Corporation Law, the undersigned hereby
certify that:

5441175

FIRST: The name of the subsidiary corporation is
Computer Printing Corporation, a New York corporation
("CPC"), which was formed under the name "Computer Printing
Corporation," and the name of the surviving corporation is
Cullman Ventures, Inc., a New York corporation ("CVI"), which
was formed under the name "NuKeith, Inc."

SECOND: The only class of capital stock outstand-
ing of CPC is common stock, having no par value, 2,250 shares
of which are issued and outstanding and all of which are
owned by CVI.

TRADEMARK

2

THIRD: The Certificate of Incorporation of CVI was filed (under its former name, "NuKeith, Inc.") with the Department of State of the State of New York on October 25, 1977.

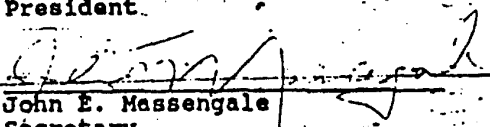
The Certificate of Incorporation of CPC was filed (under its former name "Computer Printing Corporation") with the Department of State of the State of New York on June 5, 1959.

FOURTH: A plan of merger, setting forth the terms and conditions of the merger of CPC with and into CVI, was adopted by the Board of Directors of CVI on December 19, 1986.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be executed and delivered this 22 day of December, 1986 by its duly authorized officers who affirm that the statements made herein are true under the penalties of perjury.

CULLMAN VENTURES, INC.


Lewis B. Cullman
President


John E. Massengale
Secretary

3

CERTIFICATE OF MERGER

USC

OF

USC

COMPUTER-PRINTING CORPORATION
(a New York corporation)

with and into

CULLMAN VENTURES, INC.
(a New York corporation)

0441175

Pursuant to Section 905 of the New York Business Corporation Law

85072

Dec 23 9 11 AM '60

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 30 1960

AMT. OF CHECK \$ 230.00
FILING FEE \$ 6.00
TAX \$
COUNTY FEE \$
COPY \$ 3.50
CERT \$
REFUND \$
SPEC HANDLE \$

PAUL, WEISS, RIFKIND, WHARTON
& GARRISON
1285 Avenue of the Americas
New York, New York 10019

BY

Blaine
BILLED

Murphy, Nuckitt, Inc
1065/22
1438737-7
TRADEMARK