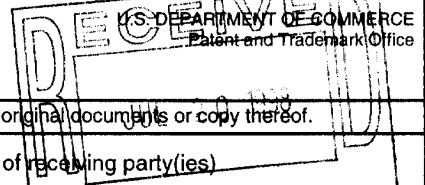


07-24-1998



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

To the Honorable Commissi

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e attached original documents or copy thereof.

1. Name of conveying party(ies):

Kroy, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Kroy, LLC

Internal Address:

Street Address: 3830 Kelly Avenue

City: Cleveland State: Ohio ZIP: 44114

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date:

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

A. Trademark Application No.(s) None

B. Trademark Registration No.(s) (See Exhibit 1)

Additional numbers attached? Yes No

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

Name: David N. Fronek

Internal Address: Dorsey & Whitney LLP

Pillsbury Center South

Street Address: 220 South Sixth Street

City: Minneapolis State: MN ZIP 55402

6. Total Number of applications and registrations involved:

16

7. Total fee (37 CFR 3.41). \$ 415.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

07/22/1998 TSH08877 00000236 2010437

01 Fc:481 40.00 DP
02 Fc:482 375.00 DP

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.

David N. Fronek
Name of person Signing

David N. Fronek
Signature

July 16, 1998
Date

Total number of pages including cover sheet: 5

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503. TRADEMARK

Exhibit 1

TRADEMARKS OF KROY, INC.

<u>Registration No.</u>	<u>Registration Date</u>	<u>Mark</u>
2,010,437	10-22-96	KROY KRAFTER
1,729,263	11-3-92	PHOTOCLIP and Design
1,616,414	10-9-90	DURATYPE
1,563,195	10-31-89	LETTERCRAFTER
1,749,850	2-2-93	COLOR PLUS and Design
1,571,659	12-19-89	SIGN STUDIO
1,278,901	5-22-84	TYPE-ON-TAPE
1,221,722	12-28-82	KROY 80K
1,221,721	12-28-82	KROY 24
1,242,035	6-14-83	KROY
1,213,263	10-19-82	KROY XL
1,183,730	12-29-81	KROY
1,175,578	10-27-81	APPLI-K
1,147,619	2-24-81	KROY 61
1,143,338	12-16-80	KROY 80
1,729,263	11-3-92	PHOTOCLIP

1H-459

State of Minnesota

0695504

SECRETARY OF STATE

CERTIFICATE OF MERGER

I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: KROY, INC.

NV: KROY, LLC

State of Formation and Name of Surviving Entity:

NV: KROY, LLC

Effective Date of Merger: December 31, 1997

Name of Surviving Entity After Effective Date of Merger:

KROY, LLC

This certificate has been issued on: December 24, 1997.



Joan Anderson Grove
Secretary of State.

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ARTICLES OF MERGER
OF
KROY, INC.
INTO
KROY LLC

Pursuant to Section 302A.651 of the Minnesota Statutes, the undersigned entities execute the following Articles of Merger:

FIRST: The names of the entities participating in the merger and the States under the laws of which they are respectively organized is as follows:

<u>NAME OF ENTITY</u>	<u>STATE</u>
Kroy LLC	A Nevada limited liability company
Kroy, Inc.	A Minnesota corporation

SECOND: The name of the Surviving Entity is KROY LLC. ✓

THIRD: The following Plan of Merger was approved by unanimous written consent of the directors of each of the constituent entities:

1. The names of the entities proposing to merge are KROY LLC, a Nevada limited liability company and KROY, INC., a Minnesota corporation.
2. The name of the surviving entity is KROY LLC, a Nevada limited liability company.
3. KROY LLC and KROY, INC. are each wholly owned subsidiaries of Pubco Corporation. Accordingly, upon the merger of KROY, INC. into KROY LLC, no shares, interests or other property will be issued by reason of the merger of KROY, INC. and each interest of KROY LLC outstanding before the merger shall remain outstanding after the merger and continue to represent the interest of the holder in the surviving entity after the merger.
4. The Articles of Organization of KROY LLC before the merger shall remain the Articles of Organization of the surviving entity.
5. The officers and managers of KROY LLC before the merger shall remain the officers and managers of the surviving entity.
6. The merger shall be effective at the close of business on December 31, 1997. ✓

FOURTH: The merger is permitted by the laws of the State of Nevada, the jurisdiction under which KROY LLC is organized and the plan of merger was adopted and approved by such entity pursuant to and in accordance with the laws of that jurisdiction.

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FIFTH: The plan of merger was approved by KROY, INC in accordance with chapter 302A of the Minnesota Statutes.

SIXTH: It is agreed that upon and after the issuance of a certificate of merger by the Secretary of State of Minnesota:

1. The surviving entity may be served with process in the State of Minnesota in any proceeding for the enforcement of an obligation of a constituent entity and in any proceeding for the enforcement of the rights of a dissenting shareholder of a constituent entity against the surviving entity.
2. The Secretary of State of Minnesota shall be and hereby is irrevocably appointed as agent of the surviving entity to accept service of process in any such proceeding; the address to which process may be forwarded is 3830 Kelley Avenue, Cleveland, Ohio 44114, Attention General Counsel.
3. The surviving entity will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Minnesota which is a party to the merger the amount, if any, to which they are entitled under Section 302A.471.

Dated this 23rd day of December, 1997.

KROY LLC
(the Surviving Entity)

By *Alvin R. Korte*
Vice President

KROY INC.
(the Merged Corporation)

By *Alvin R. Korte*
Vice President

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 24 1997 *AC*

James Andrew Simon
Secretary of State