

08-07-1998

Form PTO-1594
OMB No. 0651-0011 (exp. 4/94)



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100787392

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

MRD 8-3-98

1. Name of conveying party(ies)
Huntsman Film Products Corporation
500 Huntsman Way
Salt Lake City, UT 84108

- Individuals(s)
- General Partnership
- Corporation-State - Utah
- Other _____
- Association
- Limited Partnership

Additional name(s) and address(es) attached? Yes No

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

Name: Huntsman Packaging Corporation

Street Address: 500 Huntsman Way
Salt Lake City, UT 84108

- Individual(s) Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Utah
- 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) and address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: September 29, 1997

4. Application number(s) or Registration number(s)

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,100,744 (ELASTIFILM)

Additional numbers attached? Yes No

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

Russell R. Stolle
HUNTSMAN CORPORATION
P. O. Box 15730
Austin, TX 78761

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
- Any deficiencies or overpayments are authorized to be charged to or credited to deposit account

8. Deposit Account Number: 08-3442

08/06/1998 JSHABAZZ 00000052 083442 1100744

01 FC:481 40.00 CH

DO NOT USE THIS SPACE

9. Statement and signature.

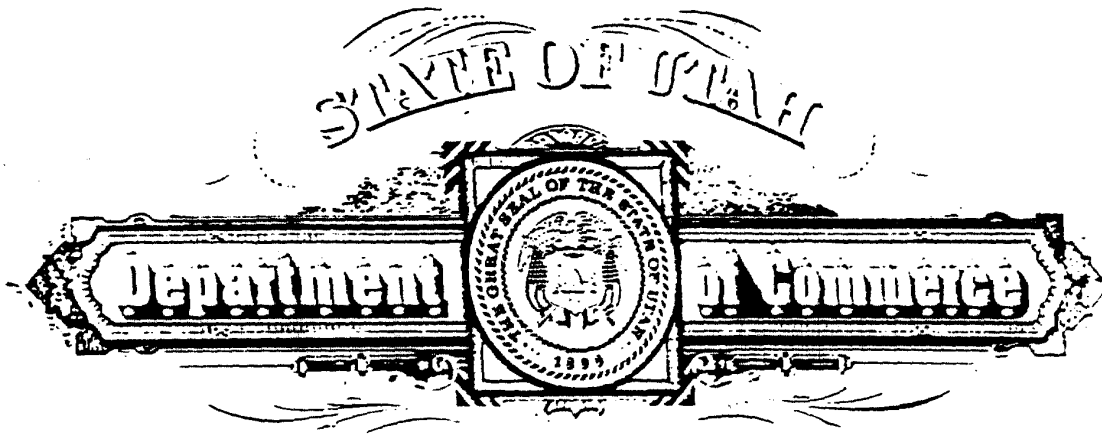
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Russell R Stolle
Name of Person Signing

Signature

July 28, 1998
Date

Total number of pages including cover sheet, attachments and document: 6



THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT the attached is a true, correct, and complete copy of *THE ARTICLES OF MERGER* of

HUNTSMAN PACKAGING CORPORATION

and the endorsements thereon, as the same is taken from and compared with the original filed in the office of the Division on *SEPTEMBER 29, 1997*, and now remaining on file and of record therein.

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *CO160586*



Dated this 21ST day
of October, 19 97.

Karla T. Woods

Karla T. Woods
Director, Division of
Corporations and Commercial Code

Co# 160586
128427

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been read and approved on this 29 day of September 1997 in the office of this Division and hereby issue this Certificate thereof.

RECEIVED

SEP 29 1997

Examiner BS Date 9/30/97

ARTICLES OF MERGER

OF

#128427

Utah Div. of Corp. & Comm. Code



Karla S. Woods
KARLA T. WOODS
Division Director

HUNTSMAN FILM PRODUCTS CORPORATION

INTO

HUNTSMAN PACKAGING CORPORATION #160586

8JS

Effective September 29, 1997 at 4:31 p.m.

In accordance with Section 16-10a-1104 of the Utah Revised Business Corporation Act (the "URBCA"), Huntsman Packaging Corporation, a Utah corporation (the "Company"), hereby declares and certifies as follows:

ARTICLE ONE

Plan of Merger

The Plan of Merger, dated September 26, 1997 (the "Plan of Merger"), with respect to the merger of Huntsman Film Products Corporation, a Utah corporation ("Film Products"), into the Company is attached hereto as Exhibit A and is incorporated herein by this reference.

12734-10-15

ARTICLE TWO

No Shareholder Approval Required

Pursuant to Section 16-10a-1104(3) of the URBCA, no shareholder of either the Company or Film Products is required to approve the Plan of Merger.

ARTICLE THREE

Share Ownership

The merger of Film Products into the Company (the "Merger") is being effected pursuant to Section 16-10a-1104 of the URBCA. Immediately prior to the Merger, the Company owned all of the outstanding shares of each class of stock of Film Products.

ARTICLE FOUR

Effective Date

The effective date of the Merger is September 29, 1997 at 4:31 p.m. local time, and the effective date complies with Section 16-10a-1104(5) of the URBCA.

IN WITNESS WHEREOF, the Company hereby certifies to the truth of the facts stated herein and executes and delivers these Articles of Merger this 26th day of September, 1997.

Huntsman Packaging Corporation,
a Utah corporation



Richard P. Durham
President and Chief Executive Officer

ATTEST:



Ronald G. Moffitt
Secretary

MAILING ADDRESS

If, upon completion of the filing of the above Articles of Merger, the Division elects to send a copy of the Articles of Merger to the Company by mail, the address to which the copy should be mailed is:

Huntsman Packaging Corporation
500 Huntsman Way
Salt Lake City, Utah 84108
Attention: Legal Department

Exhibit A

PLAN OF MERGER

(Merger of Huntsman Film Products Corporation into
Huntsman Packaging Corporation)

September 26, 1997

The Board of Directors of Huntsman Packaging Corporation (the "Company") has determined that its wholly-owned subsidiary, Huntsman Film Products Corporation, a Utah corporation ("Film Products"), should be merged with and into the Company (the "Merger") in accordance with the applicable provisions of the Utah Revised Business Corporation Act (the "URBCA") and the Internal Revenue Code of 1986, as amended (the "Code").

I. Merger

1.1 Names and States of Incorporation. The name and state of incorporation of each of the Constituent Corporations is as follows:

(a) Huntsman Packaging Corporation, a Utah corporation, and

(b) Huntsman Film Products Corporation, a Utah corporation.

1.2 Effective Time. In accordance with the URBCA, the Merger shall be effective on September 29, 1997 at 4:31 p.m. local time as specified in the Articles of Merger (the "Effective Time").

1.3 Merger. At the Effective Time, the following shall occur:

(a) Film Products shall be merged with and into the Company, and the separate existence of Film Products shall cease.

(b) The Company shall be the surviving corporation and shall continue its corporate existence in accordance with the laws of the State of Utah and under the name "Huntsman Packaging Corporation."

(c) The Merger shall have the effects set forth in Section 16-10a-1106 of the URBCA.

(d) All of the assets and liabilities of Film Products (collectively, the "Assets and Liabilities") shall become assets and liabilities of the Company.

1.4 Articles of Incorporation. The Articles of Incorporation of the Company shall continue to be the Articles of Incorporation of the Company after the Effective Time, until amended or repealed in accordance with the URBCA.

1.5 Bylaws. The Bylaws of the Company shall continue to be the Bylaws of the Company after the Effective Time, until amended or repealed in the manner provided by such Bylaws and the URBCA.

1.6 Directors. The directors of the Company immediately prior to the Effective Time shall continue to serve as the directors of the Company for the term specified in the Bylaws of the Company.

1.7 Officers. The officers of the Company immediately prior to the Effective Time shall continue to be officers of the Company until otherwise provided in accordance with the Bylaws of the Company.

II. Shares of the Constituent Corporations

2.1 Film Products Stock. As of the date of this Agreement, (a) Film Products has an authorized capital structure consisting of 50,000 shares of Class A Voting Common Stock ("Class A Stock") and 15,000 shares of Class B Nonvoting Common Stock ("Class B Stock"), and (b) 2,000 shares of the Class A Stock are issued and outstanding and no shares of the Class B Stock are issued or outstanding.

2.2 Company Stock. As of the date of this Agreement, (a) the Company has an authorized capital structure consisting of 50,000 shares of Common Stock, and (b) 1,000 shares of the Common Stock of the Company are issued and outstanding.

2.3 Conversion of Outstanding Shares. As of the Effective Time, by virtue of the Merger and without any further action, the following shall occur:

(a) The issued and outstanding shares of the capital stock of the Company shall not be affected by the Merger and each such issued and outstanding share of the capital stock of the Company shall continue to be one (1) share of fully paid and nonassessable stock of the same class.

(b) Each issued and outstanding share of Class A Stock shall be canceled (and, because Film Products is a wholly-owned subsidiary of the Company, no