



100789544

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

1. Name of conveying party(ies): MRW 8-5-98

J.R. Moon Pencil Co. Inc.

- Individual(s)
 - General Partnership
 - Corporation-State
 - 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: April 30, 1998

2. Name and address of receiving party(ies)

Name: Moon Products, Inc.

Internal Address: _____

Street Address: 1150 Fifth Avenue North

City: Lewisburg State: TN ZIP: 37091

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

659,361	1,736,481	2,015,006	2,165,665
1,106,088	1,911,393	2,041,345	
1,408,470	1,970,037	2,080,592	

Additional numbers attached? Yes No

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

Name: A. Yates Dowell, III

Internal Address: Suite 705

Street Address: 2001 Jefferson Davis Highway

City: Arlington State: Va ZIP: 22202

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$ 265.00

Enclosed check no. 1294

Authorized to be charged to deposit account T- 168

8. Deposit account number:

04-1577

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

08/07/1998 DNGUYEN 00000119 659361

DO NOT USE THIS SPACE

01 FC 401 40.00 OF
03 FE 402 225.00 OF

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.

A. Yates Dowell, III

Name of Person Signing

[Signature]
Signature

[Date]
Date

Total number of pages including cover sheet, attachments, and document: 10

"b. The separate existence of Pencil Merging shall cease at the effective time and date of the merger pursuant to the provisions of the Tennessee Business Corporation Act; and Pencil shall continue its existence as the surviving corporation pursuant to the provisions of the Tennessee Business Corporation Act.

"c. Each share of the common stock of Pencil Merging issued and outstanding immediately prior to the merger, by virtue of the merger and without any further action on the part of the holder thereof, shall be converted into one share of common stock of Pencil, and each share of the common stock of Pencil issued and outstanding immediately prior to the merger, by virtue of the merger and without any further action on the part of the holders thereof, shall cease to exist and be deemed canceled.

"d. The Board of Directors and the proper officers of Pencil Merging are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

"e. Pencil Merging is the sole shareholder of record of all of the issued shares of Pencil, and Pencil Merging waives the mailing of a copy of the Plan of Merger."


"f. Article 1 of the Charter of Pencil, the surviving corporation, is hereby amended to read as follows: "The name of the corporation shall be 'Moon Products, Inc.'"

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*g. The effective time and date of the merger herein provided for shall be the date set forth below.

Executed on April 30, 1998

PENCIL MERGING CORP.

By 
Name: Thomas S. Ablum
Capacity: President

64-1096-NHC-10008-004/TORMS-209149-1

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TRADEMARK
REEL: 1766 FRAME: 0045

"g. The effective time and date of the merger herein provided for shall be the date set forth below."

Executed on Aug. 30, 1998.

J.R. MOON PENCIL CO., INC.

By [Signature]
Name: Ronnie Erwin
Capacity: President

ARTICLES OF MERGER
OF
MOON PRODUCTS, INC.
AND
ERASER PRODUCTS CO., INC.
AND
TENNESSEE BOX CO., INC.

To the Secretary of State
State of Tennessee

Pursuant to the provisions of the Tennessee Business Corporation Act governing the merger of a domestic wholly owned subsidiary business corporation into its domestic parent business corporation, the domestic parent business corporation hereinafter named does hereby submit the following articles of merger:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Tennessee, and which is subject to provisions of the Tennessee Business Corporation Act, is Eraser Products Co., Inc. ("Eraser").

2. The name of Eraser's subsidiary corporation, which is a business corporation organized under the laws of the State of Tennessee, and which is subject to provisions of the Tennessee Business Corporation Act, is Tennessee Box Co., Inc. ("Box").

3. The name of the parent corporation, which is a business corporation organized under the laws of the State of Tennessee, and which is subject to the provisions of the Tennessee Business Corporation Act, is Moon Products, Inc. ("Moon").

4. All outstanding shares of capital stock of Eraser are owned by Moon. All outstanding shares of capital stock of Box are owned by Eraser.

5. Pursuant to §48-21-107(a)(3) of the Tennessee Business Corporation Act, no vote of the shareholders of Pencil, Eraser or Box is required for this merger, and the following Plan of Merger set forth below was approved by the Board of Directors of Moon, Eraser and Box on April 30, 1998.

04/30/98 (TIC) (0006) (004) (FORMS) 289624.1

6. The following is the Plan of Merger for merging Eraser and Box into Moon as approved by resolution of the Board of Directors of Moon.

"a. Moon, which is a business corporation of the State of Tennessee and is the parent corporation and the owner of all of the outstanding shares of Eraser which is a business corporation of the State of Tennessee and the subsidiary corporation, hereby merges Eraser and Box (Eraser's subsidiary) into Moon pursuant to the provisions of the Tennessee Business Corporation Act.

"b. The separate existence of Eraser and Box shall cease at the effective time and date of the merger pursuant to the provisions of the Tennessee Business Corporation Act; and Moon shall continue its existence as the surviving corporation pursuant to the provisions of the Tennessee Business Corporation Act.

"c. Each share of the common stock of Eraser and Box issued and outstanding immediately prior to the merger shall, by virtue of the merger and without any further action on the part of the holder thereof, cease to exist and be deemed canceled, and each share of the common stock of Moon issued and outstanding immediately prior to the merger, shall, by virtue of the merger and without any further action on the part of the holders thereof, continue outstanding and remain unaffected.

"d. The Board of Directors and the proper officers of Moon are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

"e. Moon is the sole shareholder of record of all of the issued shares of Eraser and Moon waived the mailing of a copy of the Plan of Merger. Eraser is the sole shareholder of record of all of the issued shares of Box and Eraser waived the mailing of a copy of the Plan of Merger."

"f. The effective time and date of the merger herein provided for shall be the date set forth below."

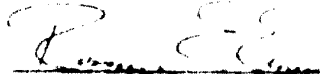
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REEL: 1766 FRAME: 0048

Executed on *April 30*, 1998.


MOON PRODUCTS, INC.

By: 
Name: Ronnie Erwin
Capacity: President and
Chief Executive Officer

ERASER PRODUCTS CO., INC.

By: 
Name: Ronnie Erwin
Capacity: President and
Chief Executive Officer

TENNESSEE BOX CO., INC.

By: 
Name: Ronnie Erwin
Capacity: President and
Chief Executive Officer

04/30/98/NTEC/TIMOK/004-T OR KIS 269624 1

TRADEMARK
REEL: 1766 FRAME: 0049

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 07/29/1998
REQUEST NUMBER: 98210104

CHARTER/QUALIFICATION DATE: 10/19/1961
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0021620
JURISDICTION: TENNESSEE

TO:
THE SEARCH IS ON
PO BOX 120598
NASHVILLE, TN 37212

REQUESTED BY:
THE SEARCH IS ON
PO BOX 120598
NASHVILLE, TN 37212

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"MOON PRODUCTS, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION									
			NAM	DUR	STK	PRN	OFC	AGT	INC	MAL	FYC	
3503-2324	05/01/1998	MERGER										
3503-2329	05/01/1998	MERGER										

FOR: REQUEST FOR COPIES

ON DATE: 07/29/98

FEEs

FROM:
TSIO (BOX 120598)
P. O. BOX 120598

RECEIVED: \$240.00 \$0.00
TOTAL PAYMENT RECEIVED: \$240.00

NASHVILLE, TN 37212-0000

RECEIPT NUMBER: 00002344107
ACCOUNT NUMBER: 00000499



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE