

08-24-1998

COVER SHEET  
ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



Tab settings     ▼

To the Honorable Commissioner 100802400 the attached original documents or copy thereof.

1. Name of conveying party(ies): MAG 8-17-98

Greetings USA, 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: December 21, 1993

2. Name and address of receiving party(ies)

Name: The Paper Factory of Wisconsin, Inc.

Internal Address: \_\_\_\_\_

Street Address: 4455 W. Lawrence Street

City: Appleton State: WI ZIP: 54914

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Wisconsin
- 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)

1,755,915  
1,784,615

Additional numbers attached?  Yes  No

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

Name: Donald F. Frei

Internal Address: Wood, Heron & Evans, L.L.P.

Street Address: 2700 Carew Tower

441 Vine Street

City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Deficiencies ONLY
- Authorized to be charged to deposit account

8. Deposit account number:

23-3000

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

08/21/1998 BNGUYEN 00000227 1755915

DO NOT USE THIS SPACE

01 FC:441  
02 FC:442

40.00 BP  
25.00 BP

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.

Donald F. Frei

Name of Person Signing

Signature

August 13, 1998

Date

6

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

THE PAPER FACTORY OF WISCONSIN, INC.  
WRITTEN CONSENT IN LIEU OF THE  
SPECIAL MEETING OF THE  
SOLE STOCKHOLDER

December 11, 1993

Pursuant to Sections 180.0704 and 180.1103 of the Business Corporation Law of the State of Wisconsin, the undersigned, being a duly elected and authorized officer of the sole stockholder of The Paper Factory of Wisconsin, Inc. (the "Corporation") hereby consents, on behalf of said sole stockholder, to the adoption of the following resolution:

RESOLVED, that the Merger Agreement, in the form attached hereto as Exhibit A, to be entered into by and between the Corporation and Greetings USA, Inc., a Delaware corporation, together with the related Articles of Merger, in the form attached hereto as Exhibit B, be, and they hereby are, approved in all respects.

IN WITNESS WHEREOF, this written consent has been signed by the undersigned as of the date first above written.

GIBSON GREETINGS, INC.

By: 

Benjamin J. Sottile, Chairman  
of the Board, President and  
Chief Executive Officer

CG150114.PFH

ARTICLES OF MERGER

OF

GREETINGS USA, INC.

INTO

THE PAPER FACTORY OF WISCONSIN, INC.

The undersigned corporations, pursuant to Chapter 180, Wisconsin Business Corporation Law (the "WBCL") and Section 252 of the Delaware General Corporation Law (the "DGCL"), hereby execute the following Articles of Merger:

ARTICLE I

The name and state of incorporation of the merging (non-surviving) corporation is:

<u>Name</u>	<u>State of Incorporation</u>
GREETINGS USA, INC.	Delaware

ARTICLE II

The name and state of incorporation of the surviving corporation is:

<u>Name</u>	<u>State of Incorporation</u>
THE PAPER FACTORY OF OF WISCONSIN, INC.	Wisconsin

ARTICLE III

The plan of merger required by the WBCL and the DGCL is as set forth in the Merger Agreement annexed hereto, and incorporated herein by reference with the same force and effect as if herein set forth in full.

ARTICLE IV

As to the corporations which are parties to this merger, the number of shares of capital stock issued and outstanding are as follows:

GREETINGS USA, INC.  
A Delaware Corporation

THE PAPER FACTORY OF  
WISCONSIN, INC.,  
A Wisconsin Corporation

Common Stock - \$.01 Par Value  
100 Shares Issued

Common Stock - \$1.00 Par Value  
985 Shares Issued

5% Nonvoting Cumulative  
Preferred Stock - No Par Value  
400 Shares Issued

5% Nonvoting Cumulative  
Preferred Stock - No Par Value  
1,600 Shares Issued

ARTICLE V

By unanimous action, the holder of the \$.01 par value common stock of GREETINGS USA, INC., pursuant to Section 251 of the DGCL, and the holder of the \$1.00 par value common of THE PAPER FACTORY OF WISCONSIN, INC., pursuant to Section 180.1103 of the WBCL, have approved said Merger Agreement.

ARTICLE VI

By unanimous action, the directors of GREETINGS USA, INC., pursuant to Section 251 of the DGCL, and THE PAPER FACTORY OF WISCONSIN, INC., pursuant to Section 180.1101 of the WBCL, have approved said Merger Agreement.

ARTICLE VII

GREETINGS USA, INC. and THE PAPER FACTORY OF WISCONSIN, INC., the surviving Corporation, have caused these Articles of Merger to be executed by their respective Presidents and their corporate seals, if any, to be hereunto affixed, and executed by their respective Secretaries as of the 22nd Day of December 1993.

ARTICLE VIII

The merger of GREETINGS USA, INC. (the merging or non-surviving corporation) with and into THE PAPER FACTORY OF WISCONSIN, INC. (the surviving corporation) shall become effective for accounting purposes following the close of business on the 31st day of December, 1993, and the legal filing requirements shall be completed within the state law statutory requirements of the State of Wisconsin and the State of Delaware.

GREETINGS USA, INC.

By: [Signature]  
Ralph J. Olson, President

By: [Signature]  
Harold L. Caldwell, Secretary

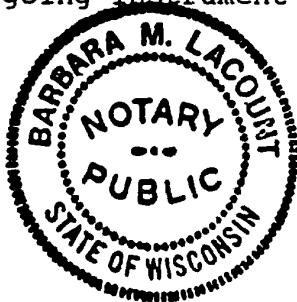
THE PAPER FACTORY OF WISCONSIN, INC.

By: [Signature]  
Nelson J. Rohrbach, President

By: [Signature]  
Thomas Thompson, Secretary

State of Wisconsin )  
County of Outagamie ) SS.

The above named, Nelson J. Rohrbach and Thomas Thompson known to me to be the officers of The Paper Factory of Wisconsin, Inc. as stated above personally came before me on this 21 day of December 1993, to me known to be the persons who executed the foregoing instrument and acknowledged the same.



[Signature]  
Barbara M. Lacourt

State of Wisconsin  
My commission expires 11-12-95

State of Ohio )  
 ) SS.  
County of Hamilton )

The above named, Ralph J. Olson and Harold L. Caldwell known to me to be the officers of Greetings USA, Inc. as stated above personally came before me on this 20th day of December 1993, to me known to be the persons who executed the foregoing instrument and acknowledged the same.

Donita J. Konrad  
Notary Public

ARTICLES.GIB

**DONITA J. KONRAD**  
Notary Public, State of Ohio  
My Commission Expires May 6, 1995