

09-08-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

SEP 2

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year
05 28 1997

Name AM International, Inc.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Multigraphics, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 431 Lakeview Court

Address (line 2) _____

Address (line 3) Mount Prospect

Illinois

60056

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

09/04/1998 BCDRTES 00000049 906285

01 FC:401
02 FC:402

40.00 OP
25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="986285"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="986891"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

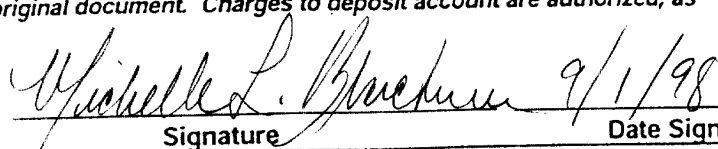
Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Michelle L. Blackmon  9/1/98

Name of Person Signing Signature Date Signed

**CERTIFICATE OF AMENDMENT
TO THE
SECOND RESTATED CERTIFICATE OF INCORPORATION
OF
AM INTERNATIONAL, INC.**

The undersigned, Thomas D. Rooney and Steven R. Andrews, do hereby certify that they are the President and Chief Executive Officer and Secretary, respectively, of AM International, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), and they do further certify:

1. That the Board of Directors of the Corporation, by a unanimous vote at a meeting duly called and held on May 1, 1997, adopted a resolution declaring advisable and approving amendments to the Second Restated Certificate of Incorporation of the Corporation, as amended, a copy of such amendments is attached hereto as Exhibit A.

2. Such amendments were duly approved and adopted on May 28, 1997 by the requisite vote of the stockholders of the corporation in accordance with the applicable provisions of §242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, AM International, Inc. has caused this Certificate of Amendment to be signed by Thomas D. Rooney, its duly authorized President and Chief Executive Officer, and attested to by Steven R. Andrews, its duly authorized Secretary, this 28th day of May 1997.

AM INTERNATIONAL, INC.

By: Thomas D. Rooney
Name: Thomas D. Rooney
Title: President and
Chief Executive Officer

ATTEST:

By: Steven R. Andrews
Name: Steven R. Andrews
Title: Secretary

Exhibit A

1. Article First of the Second Restated Certificate of Incorporation is amended to read in its entirety as follows:

"The name of the corporation is MULTIGRAPHICS, INC."

2. Article Fourth of the Second Restated Certificate of Incorporation is amended to read in its entirety as follows:

The total number of shares of all classes of capital stock which the Company shall have the authority to issue is ten million (10,000,000) shares, of which nine million five hundred thousand (9,500,000) shares shall be shares of Common Stock of the par value of \$0.025 per share (the "Common Stock") and five hundred thousand (500,000) shares shall be shares of Preferred Stock of the par value of \$0.01 per share (the "Preferred Stock"). Every share of Common Stock of the Corporation issued as of the date and time that this Amendment becomes effective (including any shares held by the Corporation as treasury shares) shall automatically be converted into two-fifths of a validly issued, fully paid and nonassessable share of Common Stock and each share of Common Stock into which shares are converted shall have a par value of \$.025. Upon the effectiveness of this Amendment, each certificate representing one or more shares of Common Stock immediately prior to such effectiveness shall represent a number of shares of Common Stock (subject to the treatment of fractional share interests as described below) equal to the shares evidenced thereby prior to such effectiveness multiplied by two-fifths. Holders of certificates representing shares of Common Stock immediately prior to such effectiveness shall be entitled to receive, upon delivery of such certificates to the Corporation or to its agent a certificate or certificates representing the number of shares of Common Stock (subject to the treatment of fractional share interests as described below) previously evidenced by the certificates so tendered multiplied by two-fifths. No fractional shares of Common Stock shall be issued. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash (without interest) equal to the product of such fraction (determined based on the aggregate number of shares held by such holder) multiplied by the average of the closing sale price of a share of Common Stock as reported on the American Stock Exchange on the effective date hereof and rounding the result to the nearest \$.01.

All shares to be issued must be voting securities and, as to all classes of such voting securities, voting power shall be appropriately distributed among such classes by the Board of Directors of the Company on a proportional one vote per share basis. With respect to any class of securities having a preference superior to another class of securities with respect to dividends or other rights, such superior class of securities must contain adequate provision for the election of directors representing such preferred class of securities in the event of failure to pay such dividends. No stockholder shall have any preemptive right to purchase or subscribe for any or all

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additional issues of stock with the Company or any or all classes or series thereof, whether now or hereafter authorized, or for any securities of the Company convertible into such stock.

Subject to the limitations prescribed by law and the provisions of this Article Fourth, any number of series of Preferred Stock may be issued from time to time with such voting powers and in such series and in such amounts, with such designations, dividend rates, dividend rights, redemption rights, conversion rights, rights upon dissolution or liquidation, other preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, as shall for each series thereof be fixed by resolution of the Board of Directors adopted prior to the time shares of any such series are first issued. The Board of Directors is hereby expressly granted the authority to fix any one or more of such matters by resolution so adopted and to cause a Certificate of Designations to be filed reflecting the terms thereof.

SIDLEY & AUSTIN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

DALLAS
LOS ANGELES
NEW YORK

ONE FIRST NATIONAL PLAZA
CHICAGO, ILLINOIS 60603
TELEPHONE 312 853 7000
FACSIMILE 312 853 7036

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WASHINGTON, D.C.
LONDON
SINGAPORE
TOKYO

WRITER'S DIRECT NUMBER

(312) 853-4090

September 1, 1998

VIA EXPRESS MAIL

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

Re: Trademarks - Change of Name

Dear Sir:

We enclose herewith a Recordation Form Cover Sheet and a Certificate of Amendment to the Second Restated Certificate of Incorporation of AM International stating the Change of Name from AM International, Inc. to Multigraphics, Inc. Please record this document and return the it to us.

Our check for \$65.00 covering the recording fee is also enclosed. Thank you for your assistance.

Very truly yours,



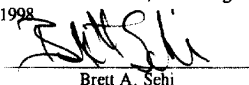
Michelle L. Blackmon
Legal Assistant

Enclosures

cc: Erick C. Howard

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service by Express Mail No. EM295575056US in an envelope addressed to The Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231 on September 1, 1998.



Brett A. Schi

:::ODMA\PCDOCS\CHICAGO4\691415\1 September 1, 1998 (12:58pm)

RECORDED: 09/01/1998

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