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09-14-1998

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

MPD 6-22-98  
Tab settings



To the Honorable Commissioner of Patents

100826431

original documents or copy thereof.

1. Name of conveying party(ies):

SFI Corp.  
276 Park Avenue South  
New York, NY 10010

- Individual(s)
- General Partnership
- Corporation-State New York
- 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: June 10, 1998

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

Name: Workforce Management, Inc. **RECEIVED**  
 Internal Address: \_\_\_\_\_  
 Street Address: 230 Royal Palm Way, Suite 408  
 City: Palm Beach State: FL ZIP: 33480

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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 registration number(s):

A. Trademark Application No.(s)

75/157127 sfi.net  
75/157126 GetSmart

B. Trademark registration No.(s)

2,085,366 STANDARD FORMS  
2,020,703 SFI

Additional numbers attached?  Yes  No

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

Name: Alfred M. Randolph, Jr.

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

Kaufman & Canoles

Street Address: One Commercial Place, Suite 2000

City: Norfolk State: VA ZIP: 23510

6. Total number of applications and registrations involved: \_\_\_\_\_

4

7. Total fee (37 CFR 3.41): \$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

11-0220

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

DO NOT USE THIS SPACE

06/23/1998 DNGUYEN 00000071 75157127

01 FC:401 40.00 DP  
02 FC:402 Statement and signature.75.00 DP

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.

Alfred M. Randolph, Jr.

Name of Person Signing

*Alfred M. Randolph, Jr.*  
Signature

June 10, 1998

Date

Total number of pages comprising cover sheet: 8/10 Am

TRADEMARK

REEL: 1786 FRAME: 0587

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"SFI CORP.", A NEW YORK CORPORATION,

"UNITED ENVELOPE CO., INC.", A NEW YORK CORPORATION,

WITH AND INTO "WORKFLOW MANAGEMENT, INC." UNDER THE NAME OF "WORKFLOW MANAGEMENT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JUNE, A.D. 1998, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2860052 8100M

AUTHENTICATION: 9117331

981213326

DATE: 06-03-98

TO: DELAWARE DEPT. OF STATE

### AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 2nd day of June, 1998, pursuant to Section 252 of the General Corporation Law of Delaware, between WORKFLOW MANAGEMENT, INC., a Delaware corporation (hereinafter referred to as "Surviving Corporation"), SFI CORP., a New York corporation, and UNITED ENVELOPE CO., INC., a New York corporation (hereinafter collectively referred to as "Merging Corporations").

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, the corporations parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Workflow Management, Inc., hereby merges into itself the Merging Corporations and the Merging Corporations shall be and hereby are merged into and with Workflow Management, Inc., which shall be the Surviving Corporation.

SECOND: The Certificate of Incorporation of the Surviving Corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of the constituent corporations shall be as follows:

Since all of the issued and outstanding shares of the Surviving Corporation and all of the issued and outstanding shares of the Merging Corporations are owned by U.S. Office Products Company, a Delaware corporation, on the effective date of the merger all of the issued and outstanding shares of the Merging Corporations shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.

FOURTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

FIFTH: (a) This merger shall become effective on June 3, 1998.

(b) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the Merging Corporations shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporations shall be as effectively the


property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporations. The Merging Corporations hereby agree from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporations and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporations or otherwise to take any and all such action.

**SIXTH:** This Agreement of Merger may be executed in one or more counterparts, all of which together shall constitute one and the same.

**IN WITNESS WHEREOF,** the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations, on this 2<sup>nd</sup> day of June, 1998.

[The remainder of this page intentionally left blank.]

**WORKFLOW MANAGEMENT, INC.,**  
a Delaware corporation

By   
Thomas B. D'Agostino, President  
and Chief Executive Officer

**SFI CORP.,**  
a New York corporation

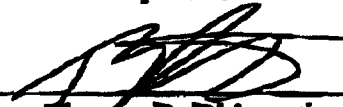
By \_\_\_\_\_  
Thomas B. D'Agostino, Jr., President

**UNITED ENVELOPE CO., INC.**  
a New York corporation

By \_\_\_\_\_  
Richard M. Schlanger  
Vice President, Co-Chief  
Executive Officer

By \_\_\_\_\_  
Robert M. Fishbein  
Vice President, Co-Chief Executive  
Officer, Secretary

**WORKFLOW MANAGEMENT, INC.,**  
a Delaware corporation

By   
Thomas B. D'Agostino, President  
and Chief Executive Officer

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a New York corporation

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Thomas B. D'Agostino, Jr., President

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Officer, Secretary

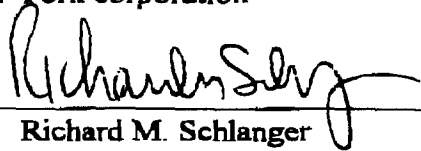
**WORKFLOW MANAGEMENT, INC.,**  
a Delaware corporation

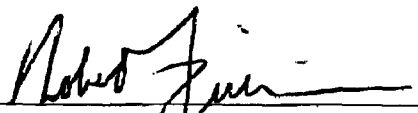
By \_\_\_\_\_  
**Thomas B. D'Agostino, President  
and Chief Executive Officer**

**SFI CORP.,**  
a New York corporation

By \_\_\_\_\_  
**Thomas B. D'Agostino, Jr., President**

**UNITED ENVELOPE CO., INC.**  
a New York corporation

By  \_\_\_\_\_  
**Richard M. Schlanger  
Vice President, Co-Chief  
Executive Officer**

By  \_\_\_\_\_  
**Robert M. Fishbein  
Vice President, Co-Chief Executive  
Officer, Secretary**

I, Michael B. Feldman, Secretary of Workflow Management, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of SFI Corp., a New York corporation, and United Envelope Co., Inc., a New York corporation, was duly adopted pursuant to Section 228 of the General Corporation Law of Delaware, by the unanimous written consent of the stockholders holding 1000 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said Workflow Management, Inc. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 2nd day of June, 1998.



Michael B. Feldman, Secretary

0475074.01



## ASSIGNMENT

WHEREAS, SFI Corp. ("SFI"), a New York corporation, has adopted and used in its business and is the owner of certain trademarks ("Trademarks") which are registered or pending in the United States Patent and Trademark Office as follows:

<u>Registration</u>	<u>Date Filed/ Granted</u>	<u>Trademark</u>
2,085,366	08/05/97	STANDARD FORMS
2,020,703	12/03/96	SFI
75/157127	08/28/96	sfi.net
75/157126	08/28/96	GetSmart

WHEREAS, SFI has been merged ("Merger") with and into Workflow Management, Inc., a Delaware corporation ("Assignor"); and

WHEREAS, Assignor was the surviving corporation in the Merger and, as such, assumed all of the assets and liabilities of SFI by operation of law.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor does hereby sell, assign and transfer unto SFI of Delaware, LLC, a Delaware limited liability company, its entire right, title and interest in and to the Trademarks and the registrations thereof, the goodwill associated therewith, all common law rights, and all claims for damage by reason of past infringement of said mark, with the right to sue and collect therefor.

Executed as of the 3<sup>rd</sup> day of June, 1998.

ASSIGNOR:

WORKFLOW MANAGEMENT, INC.

By: 

Michael B. Feldman

Its: Assistant Secretary

DISTRICT OF COLUMBIA  
STATE OF

CITY OF WASHINGTON }, TO WIT:

The foregoing instrument was acknowledged before me in Washington,  
DC, this 9<sup>th</sup> day of June, 1998, by Michael B. Feldman, Assistant Secretary, of  
Workflow Management, Inc.

  
Notary Public

My Commission Expires ~~My Commission Expires~~  
~~July 14, 2002~~

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