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10-08-1998

Docket No.:

09-28-1998



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1 documents or copy thereof.

To the Honorable

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #33

1. Name of conveying party(ies):

Continental Extrusion Corporation

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

Additional names(s) of conveying party(ies) Yes No

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

Name: **Genpak Corporation**

Internal Address:

Street Address: **68 Warren Street**

City: **Glens Falls** State: **NY** ZIP: **12801**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **New York**
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: **December 28, 1993**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Attached List

Additional numbers Yes No

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

Name: **DAVID B. KIRSCHSTEIN, ESQ.**

Internal Address: **KIRSCHSTEIN, ET AL**

Street Address: **489 Fifth Avenue, 17th Floor**

City: **New York** State: **NY** ZIP: **10017**

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

9

7. Total fee (37 CFR 3.41):.....\$ **\$240.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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40.00 OP
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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.

DAVID B. KIRSCHSTEIN

Name of Person Signing

Signature

September 23, 1998

Date

Total number of pages including cover sheet, attachments, and

5

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Dt.</u>
EUROPA-TOTE	877,259	September 23, 1969
RAP-N'-BAG	1,221,655	December 28, 1982
CHECK-SAK	1,276,960	May 8, 1984
SIZZLE SAK	1,279,015	May 22, 1984
TWISTLOCK	1,325,880	March 19, 1985
Design of Bag w/Double Grid	1,408,427	September 9, 1986
SUPERBAG JR.	1,765,821	April 20, 1993
SUPERBAG	1,768,604	May 4, 1993
MEALS TO GO & Design	2,098,895	September 23, 1997

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**CERTIFICATE OF MERGER OF CONTINENTAL EXTRUSION CORPORATION,
A DELAWARE CORPORATION, WITH AND INTO GENPAK CORPORATION,
A NEW YORK CORPORATION**

UNDER SECTION 904 OF THE NEW YORK BUSINESS CORPORATION LAW

We, the undersigned, being respectively the President and the Secretary of Continental Extrusion Corporation, a Delaware corporation, and the President and the Secretary of Genpak Corporation, a New York corporation, hereby certify.

1. (a) The name of each constituent corporation is as follows:

Continental Extrusion Corporation, a Delaware corporation

Genpak Corporation, a New York corporation

(b) The name of the surviving corporation is Genpak Corporation and following the merger its name shall remain Genpak Corporation.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and No. of Shares in Class or Series Outstanding</u>	<u>Class or Series of Share Entitled to Vote</u>	<u>Shares Entitled to Vote as a Class or Series</u>
Continental Extrusion Corporation	500 Common Shares	Common Shares	None
Genpak Corporation	8,501 Common Shares	Common Shares	None

3. Upon the effective time of the merger, the Certificate of Incorporation of Genpak Corporation shall be the Certificate of Incorporation of the surviving corporation.

4. The date when the Certification of Incorporation of each constituent corporation was filed is as follows:

Genpak Corporation - incorporated in New York on February 16, 1971 under the name Polysar Plastics, Inc.

Continental Extrusion Corporation - incorporated in Delaware on July 14, 1988. The application for authority was filed in New York on October 3, 1988.

5. The merger was adopted by each constituent corporation in the following manner:

(a) As to Genpak Corporation, by the unanimous written consent of the shareholders.

(b) Continental Extrusion Corporation has complied with the applicable provisions of the laws of the State of Delaware in which it is incorporated and this merger is permitted by such laws. The manner in which the merger was authorized with respect to said corporation was by the unanimous written consent of the shareholders.

6. The merger shall be effective on the 31st day of December, 1993.

IN WITNESS WHEREOF, we have signed this certificate on the 21st day of December, 1993 and we affirm the statements contained herein as true under penalties of perjury.

GENPAK CORPORATION

By: /s/ James J. Reilly
James J. Reilly, President

/s/ Nick Desmarais
Nick Desmarais, Secretary

CONTINENTAL EXTRUSION
CORPORATION

By: /s/ Michael Cooke
Michael Cooke, President

/s/ Nick Desmarais
Nick Desmarais, Secretary

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CERTIFICATE OF MERGER

OF

CONTINENTAL EXTRUSION CORPORATION
A Delaware Corporation

with and into

GENPAK CORPORATION
A New York Corporation

Under Section 904 of the New York Business Corporation Law.

Skadden Arps, Slate Meagher & Flom
One Rodney Square
Wilmington, Del. 19899

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 28 1993

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