

10-28-98

11-25-1998



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COVER SHEET ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Rev. 6-93 COM No. 0631-0011 etc. 4-94

Tab settings

To the Honorable Commissioner of Patents and Trademarks: please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Huntsman Film Products Corporation

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

Additional name(s) of Conveying party(ies) attached? Yes  No

2. Name and address of receiving party(ies):  
Name: HUNTSMAN PACKAGING CORPORATION  
Internal Address: 500 Huntsman Way  
Street Address: (SAME AS ABOVE)  
Salt Lake City, Utah 84108  
City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

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

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: September 26, 1997

Application number(s) or Registration number(s):

A. Trademark Application No.(s)  
75/372,639

B. Trademark Registration No.(s)  
1,100,744

Additional numbers attached?  Yes  No

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

Name: Evelyn M. Sommer, Esq.  
Skadden, Arps, Slate,  
Internal Address: Meagher & Flom LLP  
919 Third Avenue  
New York, New York 10022

Street Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41)..... \$ 80.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Erica D. Mitchell  
\_\_\_\_\_  
Name of Person Signing                              Signature                              Date 10/28/97

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

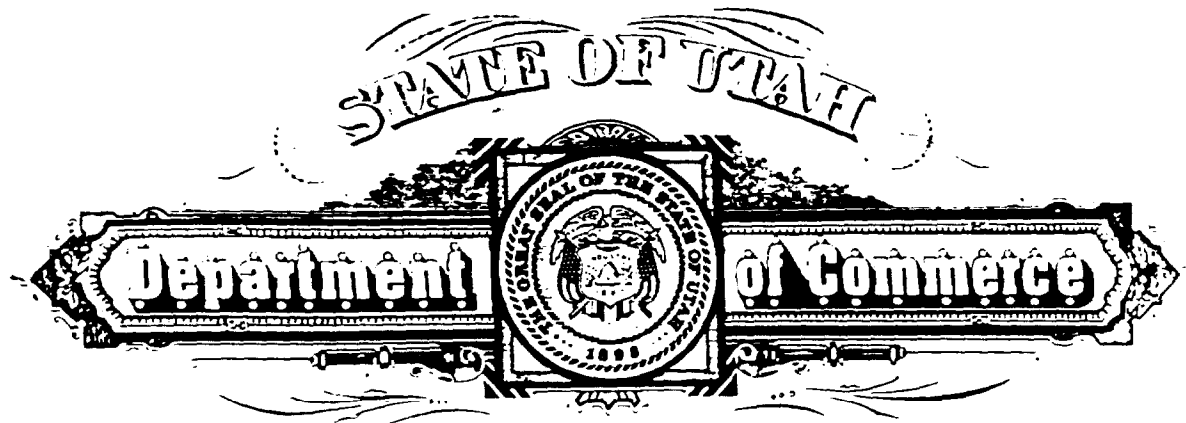
Mail documents to be recorded with required cover sheet information to:

TRADEMARK

REEL: 1819 FRAME: 0127

10/28/1998 JATKINS 0000124 1100744

FC:461



**CERTIFICATION  
OF ARTICLES OF MERGER**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT THE ATTACHED is a true, correct and complete copy of the Articles of Merger were filed with this office on SEPTEMBER 29, 1997 merging HUNTSMAN FILM PRODUCTS CORPORATION, a corporation of the state of UTAH, into HUNTSMAN PACKAGING CORPORATION, the surviving corporation which is of the state of UTAH,

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *CO 160586*



Dated this 26TH day  
of November 1997

*Karla S. Woods*

Karla T. Woods  
Director, Division of  
Corporations and Commercial Code

**TRADEMARK**

**REEL: 1819 FRAME: 0128**

#128427

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed and approved on the 29 day of September 1997 in the office of this Division and hereby issue this Certificate thereof.

RECEIVED

SEP 29 1997

Examiner BS Date 9/30/97

ARTICLES OF MERGER

OF

#128427

Utah Div. of Corp. & Comm. Code



Karla S. Woods

KORLA T. WOODS  
Division Director

HUNTSMAN FILM PRODUCTS CORPORATION

INTO

HUNTSMAN PACKAGING CORPORATION #160586

(BJS)

Effective September 29, 1997 at 4:31 p.m.

In accordance with Section 16-10a-1104 of the Utah Revised Business Corporation Act (the "URBCA"), Huntsman Packaging Corporation, a Utah corporation (the "Company"), hereby declares and certifies as follows:

ARTICLE ONE

Plan of Merger

The Plan of Merger, dated September 26, 1997 (the "Plan of Merger"), with respect to the merger of Huntsman Film Products Corporation, a Utah corporation ("Film Products"), into the Company is attached hereto as Exhibit A and is incorporated herein by this reference.

7273410018

ARTICLE TWO

No Shareholder Approval Required

Pursuant to Section 16-10a-1104(3) of the URBCA, no shareholder of either the Company or Film Products is required to approve the Plan of Merger.

ARTICLE THREE

Share Ownership

The merger of Film Products into the Company (the "Merger") is being effected pursuant to Section 16-10a-1104 of the URBCA. Immediately prior to the Merger, the Company owned all of the outstanding shares of each class of stock of Film Products.

ARTICLE FOUR

Effective Date

The effective date of the Merger is September 29, 1997 at 4:31 p.m. local time, and the effective date complies with Section 16-10a-1104(5) of the URBCA.

IN WITNESS WHEREOF, the Company hereby certifies to the truth of the facts stated herein and executes and delivers these Articles of Merger this 26th day of September, 1997.

Huntsman Packaging Corporation,  
a Utah corporation



Richard P. Durham  
President and Chief Executive Officer

ATTEST:



Ronald G. Moffitt  
Secretary

MAILING ADDRESS

If, upon completion of the filing of the above Articles of Merger, the Division elects to send a copy of the Articles of Merger to the Company by mail, the address to which the copy should be mailed is:

Huntsman Packaging Corporation  
500 Huntsman Way  
Salt Lake City, Utah 84108  
Attention: Legal Department