

RECORDATION FORM COVER SHEET

01-26-1999

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FORM PTO-1594

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)



U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Assistant Commi

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ed original documents or copy thereof.

M/G 1-25-99

1. Name of conveying party:
Staples Properties, Inc.

- individual(s)
- General Partnership
- Corporation-State: **California**
- 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: **January 15, 1998**

2. Name and address of receiving party:

Name: **Staples the Office Superstore, Inc.**
 Internal Address:
 Street Address: **100 Pennsylvania Avenue
 Framingham, MA 01701-9328**

- 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 **N/A**
 (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)
75/306951, 75/307195

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: **Edward F. Perlman**
 Address: **Wolf, Greenfield & Sacks, P.c.
 Federal Reserve Plaza
 600 Atlantic Avenue
 Boston, MA 02210**

6. Total number of applications and registrations involved:..... [**2**]

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

- Enclosed
 - Authorized to be charged to deposit account
- If enclosed fee is insufficient*

The Commissioner is authorized to charge:

8. Deposit Account No: 23/2825

DO NOT USE THIS SPACE

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.

Edward F. Perlman
Name of Person Signing

Signature

January 15, 1999
Date

Total number of pages including cover sheet, attachments, and document: [**9**]

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

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231, on January 14, 1999
Nanette M. Caldwell

TRADEMARK 01 FC:481 02 FC:482

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Office of the Secretary of State

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 MERGER, WHICH MERGES:

"STAPLES PROPERTIES, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "STAPLES THE OFFICE SUPERSTORE, INC." UNDER THE NAME OF "STAPLES THE OFFICE SUPERSTORE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JANUARY, A.D. 1998, AT 4 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9306570

DATE:

09-17-98

TRADEMARK

REEL: 1845 FRAME: 0754

1-21-98

CERTIFICATE OF MERGER

MERGING

STAPLES PROPERTIES, INC.
(a California corporation)

INTO

STAPLES THE OFFICE SUPERSTORE, INC.
(a Delaware corporation)

Staples the Office Superstore, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on the 25th day of October, 1990, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Staples Properties, Inc. ("SPI") was incorporated on the 29th day of July, 1993, pursuant to the Corporations Code of the State of California.

THIRD: That an Agreement and Plan of Merger (the "Merger Agreement") merging SPI with and into the Company, attached hereto as Exhibit A was duly approved, adopted, certified, executed and acknowledged by the Company and SPI in accordance with Section 252 of the General Corporation Law of the State of Delaware and in accordance with the laws of the State of California.

FOURTH: The name of the surviving corporation in the merger shall be "Staples the Office Superstore, Inc.", which shall be a Delaware corporation.

FIFTH: The Certificate of Incorporation of Staples the Office Superstore, Inc. shall not be amended or otherwise affected by the merger.

SIXTH: The authorized capital stock of SPI immediately prior to the merger is 3,000 shares of Common Stock, par value \$1.00 per share.

SEVENTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 100 Pennsylvania Avenue, Framingham, MA 01701.

EIGHTH: That a copy of the Merger Agreement will be furnished by the surviving corporation upon request and without cost to any stockholder of any constituent corporation.

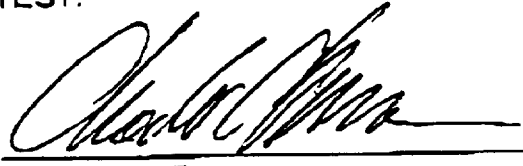
NINTH: The merger shall be effective as of the close of business on January 31, 1998.

IN WITNESS WHEREOF, said Staples the Office Superstore, Inc. has caused this Certificate to be signed by Peter M. Schwarzenbach, its President, this 15~~th~~ day of January, 1998.

STAPLES THE OFFICE SUPERSTORE, INC.

By: 
Peter M. Schwarzenbach, President

ATTEST:

By: 
Charles C. Freeman,
Assistant Secretary

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is made and entered into as of the 5th of January, 1998 pursuant to Section 252 of the Delaware General Corporation Law and Section 1108 of the California Corporations Code, by and between Staples the Office Superstore, Inc., a Delaware corporation with a registered office at c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware ("SOS"), and Staples Properties, Inc., a California corporation with a registered office at c/o CT Corporation System, 818 West Seventh Street, Los Angeles, California 90017 ("SPI").

WITNESSETH:

WHEREAS, SOS and SPI (individually a "Constituent Corporation" and together the "Constituent Corporations") desire that SPI be merged into SOS;

WHEREAS, SOS is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock of 1,000 shares of Common Stock, par value \$.01 per share ("SOS Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, SPI is a corporation duly organized and existing under the laws of the State of California and has authorized capital stock of 3,000 shares of Common Stock, par value \$1.00 per share ("SPI Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, the respective Boards of Directors of the Constituent Corporations and the sole stockholder of SPI have adopted resolutions approving this Agreement; and

WHEREAS, the Constituent Corporations desire that the merger provided for herein be a tax-free reorganization pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended.

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

FIRST: SPI shall be merged into SOS, which shall be the surviving corporation (the "Surviving Corporation"), pursuant to Section 252 of the Delaware General Corporation Law and Section 1108 of the California Corporations Code. The Surviving Company shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Delaware. The separate corporate existence of SPI shall cease forthwith upon the Effective Date (as defined in Paragraph (d) of ARTICLE THIRD). The merger of SPI into the Surviving Company shall herein be referred to as the "Merger".

SECOND: The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares or other securities of the Surviving Corporation shall be as follows:

(a) Common Stock of SPI. Each share of SPI Common Stock that is issued and outstanding on the **Effective Date** of the Merger shall, on the **Effective Date**, by virtue of the Merger and without further action, cease to exist and all certificates representing such shares shall be canceled.

(b) Common Stock of SOS. SOS Common Stock shall be unaffected by the Merger.

THIRD: The terms and conditions of the Merger are as follows:

(a) Certificate of Incorporation. The Certificate of Incorporation of SOS as in effect on the **Effective Date** of the Merger, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation, until further amended in accordance with the provisions thereof and applicable law.

(b) By-Laws. The By-laws of SOS as they shall exist on the **Effective Date** of the Merger shall be and remain the By-laws of the Surviving Corporation until further amended in accordance with the provisions thereof and applicable law.

(c) Directors and Officers. The directors and officers of SOS as of the **Effective Date** of the Merger shall be the directors and officers of the Surviving Corporation and shall continue in office until the next annual meeting of stockholders of the Surviving Corporation and until their successors shall have been elected and qualified.

(d) Effective Date. The Constituent Corporations shall file with the Secretary of State of Delaware and the Secretary of State of California a Certificate of Merger pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 1108 of the California Corporations Code. The Merger shall become effective as of the close of business on January 31, 1998 (the "**Effective Date**").

(e) Succession. On the **Effective Date**, the Surviving Company shall succeed to all of the rights, privileges, debts, liabilities, powers and property of SPI in the manner of and as more fully set forth in Section 259 of the Delaware General Corporation Law. Upon the **Effective Date** of the Merger, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of SPI shall be transferred to, vested in and, devolved upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of SOS and SPI shall be as effectively the property of the Surviving Corporation as they were of SOS and SPI, respectively. All rights of creditors of SPI and all liens upon any property of SPI shall be preserved unimpaired, and all debts, liabilities and duties of SPI, including, without limitation, all liabilities and duties of SPI under its employee benefit plans, shall attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the **Effective Date** of the Merger, the last acting officers of SPI, or the corresponding officers of the Surviving Corporation, may, in the name of SPI, execute and deliver or cause to be executed and delivered all such deeds and

instruments and take or cause to be taken such further or other action as the Surviving Corporation or its successors and assigns may deem necessary or desirable in order to vest in the Surviving Corporation or its successors and assigns title to and possession of any property of SPI acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intents and purposes hereof, and the proper officers and directors of the Surviving Corporation are fully authorized in the name of SPI or otherwise to take any and all such action.

(f) Service of Process. The Surviving Corporation hereby agrees that it may be served with process in the State of California in any proceeding for the enforcement of any obligation of SPI and irrevocably appoints the Secretary of State of California as its agent to accept service of process in any such proceeding.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Boards of Directors of the Constituent Corporations at any time prior to the Effective Date. This Agreement may be amended by the Boards of Directors of the Constituent Corporations at any time prior to the Effective Date, provided that an amendment made subsequent to the approval of this Agreement by the stockholders of SPI shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such Constituent Corporation.

FIFTH: The following provisions shall apply to this Agreement and the Merger:


(a) Governing Law. This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Delaware.

(b) Further Assurances. SOS and SPI each agrees to execute and deliver such other documents, certificates, agreements and other writings and to take such other actions as may be necessary or desirable in order to consummate or implement the transactions contemplated by this Agreement.

(c) Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement to be executed by the President of each party and attested to by the Assistant Secretary of SOS and Secretary of SPI each party hereto as the respective act, deed and agreement of each of said corporations, as of the 15th day of January, 1998.

STAPLES THE OFFICE SUPERSTORE, INC.
(a Delaware corporation)

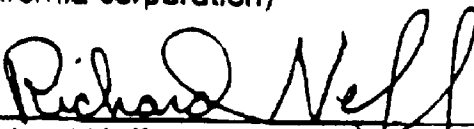
By: 
Peter M. Schwarzenbach,
President

ATTEST:

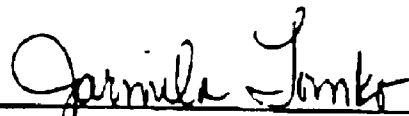
By: 
Charles C. Freeman, Assistant Secretary

[CORPORATE SEAL]

STAPLES PROPERTIES, INC.
(a California corporation)

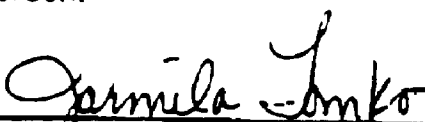
By: 
Richard Neff, President

ATTEST:

By: 
Jarmila Tomko

[CORPORATE SEAL]

Jarmila Tomko, Secretary of Staples Properties, Inc. hereby certifies that this Agreement and Plan of Merger by and between Staples Properties, Inc. and Staples the Office Superstore, Inc. has been duly adopted and approved by the holders of all of the outstanding stock of the Staples Properties, Inc. entitled to vote thereon.


Jarmila Tomko, Secretary

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