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FORM PTO-159  
Rev. 5-93  
OMB No. 0651-00



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

02-08-1999

Tab setting

U.S. Patent & TMO/TM Mail Rcpt Dt. #58

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To the number(s) \_\_\_\_\_ and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Main Street Marketing USA, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- 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: December 26, 1996

2. Name and address of receiving party(ies)

Name: Val-Pak Direct Marketing Systems, Inc.

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

Street Address: 8605 Largo Lakes Drive

City: Largo State: Florida ZIP: 34643

- 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)

B. Trademark Registration No.(s)

SOLO VALUES, Reg. No. 1,808,602

Additional numbers attached?  Yes  No

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

Name: Mark I. Feldman

Internal Address: Rudnick & Wolfe

Street Address: 203 N. LaSalle Street

City: Chicago State: IL ZIP: 60601

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

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Any additional fees are
- Authorized to be charged to deposit account

8. Deposit account number:

18-2284

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

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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.

Mark I. Feldman

*Mark I. Feldman*

2-4-99

Name of Person Signing

Signature

4

Date

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

TRADEMARK

REEL: 1853 FRAME: 0935



02-08-1999

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**CERTIFICATE OF MERGER  
MERCING  
MAIN STREET MARKETING USA, INC.  
INTO  
VAL-PAK DIRECT MARKETING SYSTEMS, INC.**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, Val-Pak Direct Marketing Systems, Inc., a corporation organized and existing under the laws of the State of Delaware ("Val-Pak" or the "Surviving Corporation"), does hereby certify as follows:

**FIRST:** The name of the Surviving Corporation is Val-Pak Direct Marketing Systems, Inc., a Delaware corporation. The name of the disappearing corporation is Main Street Marketing USA, Inc., a Delaware corporation ("Main Street"). The name of the corporation owning all of the outstanding shares of capital stock of each of Val-Pak and Main Street is VP Holdings, Inc., a Delaware corporation (the "Sole Stockholder").

**SECOND:** The merger shall be effected through an Agreement and Plan of Merger (the "Plan").

**THIRD:** The Plan was duly approved, adopted, certified, executed and acknowledged by the Board of Directors of Val-Pak on December 26, 1996.

**FOURTH:** The Plan was duly approved, adopted, certified, executed and acknowledged by the Board of Directors of Main Street on December 26, 1996.

**FIFTH:** There are 100 shares of capital stock of Val-Pak entitled to vote. All 100 shares of capital stock of Val-Pak that were entitled to vote approved the Plan.

**SIXTH:** There are 100 shares of capital stock of Main Street entitled to vote. All 100 shares of capital stock of Main Street that were entitled to vote approved the Plan.

**SEVENTH:** The merger shall be effective as of 11:59 p.m., December 28, 1996.

**EIGHTH:** Pursuant to Sections 228(a) and 229 of the General Corporation Law of the State of Delaware, the Sole Stockholder of Val-Pak, the Surviving Corporation, waived all notice requirements.

**NINTH:** The certificate of incorporation of Val-Pak shall be the certificate of incorporation of the Surviving Corporation.

**TENTH:** The executed Plan is on file at Val-Pak Direct Marketing Systems, Inc., c/o Cox Enterprises, Inc., 1400 Lake Hearn Drive, N.E., Atlanta, Georgia 30319.

JAN. 21, 1999 10:39AM

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NO. 244

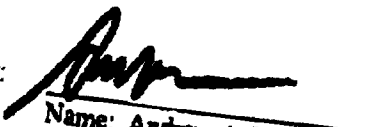
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**ELEVENTH:** A copy of the Plan may be obtained from the Secretary of Val-Pak. upon request and without cost.

IN WITNESS WHEREOF, Val-Pak Direct Marketing Systems, Inc. has caused this Certificate of Merger to be signed by Jay R. Smith, its Vice President, and Andrew A. Merdek, its Secretary, this 26th day of December, 1996.

VAL-PAK DIRECT MARKETING SYSTEMS, INC.

By:   
Name: Jay R. Smith  
Title: Vice President

By:   
Name: Andrew A. Merdek  
Title: Secretary

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*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 MERGER, WHICH MERGES:

"MAIN STREET MARKETING USA, INC.", A DELAWARE CORPORATION, WITH AND INTO "VAL-PAK DIRECT MARKETING SYSTEMS, INC." UNDER THE NAME OF "VAL-PAK DIRECT MARKETING SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1996, AT 2:30 O'CLOCK P.M.

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



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8272936

DATE:

01-06-97

TRADEMARK

RECORDED: 02/08/1999

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