

07-21-1999

COVER SHEET

Patent and Trademark Office

ONLY

11/10/98

To the Honorable Com:

record the attached original documents or copy thereof.



101076646

1. Name of conveying party(ies):
PAPEL FREELANCE, INC.

2. Name and address of receiving party(ies)

Name: PAPEL GIFTWARE, INC.

Internal Address: _____

Street Address: 30 Engelhard Drive

City: Cranbury State: New Jersey Zip: 08512

Country: USA

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State New Jersey
- Other _____

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

3. Nature of conveyance:

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

Execution Date: _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New Jersey
- 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)

75-340,143
75-340,138

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: BRUCE H. SALES
Internal Address: LERNER, DAVID, LITTENBERG
KRUMHOLZ & MENTLIK, LLP
Street Address: 600 South Avenue West
City: Westfield State: NJ ZIP: 07090

6. Total Number of applications and registrations involved: 14

7. Total Fee (37 CFR 3.41).....\$ 560.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

12-1095

Charge 50.00

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

11/16/1998 58000 00000029 101076 75340143

DO NOT USE THIS SPACE

01 FC:441 40.00 CH
02 FC:442 875.00 CH

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.

Bruce H. Sales
Name of Person Signing

Bruce H. Sales
Signature

11-6-98
Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231 Attention: Assignments

No. 6079 P. 10

LERNER DAVID LITTENBERG TRADEMARK

REEL: 001899 FRAME: 0986

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

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

A. Trademark Application No.(s)

75-340,136
75-536,491
75-391,918
75-442,927
75-480,865
75-506,428
75-536,074
75-545,406

B. Trademark Registration No.(s)

2,151,822
1,899,470
2,128,271
2,187,692

FILED

FEB 23 1996

**LONNA R. HOOKS
SECRETARY OF STATE**

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
PAPEL FREELANCE, INC.**

**Pursuant to Section 14A:9-4 of the
New Jersey Business Corporation Act**

The undersigned, Harry Drum, the President, and Rick Wasserman, the Secretary, of PapeL Freelance, Inc., a New Jersey corporation (the "Corporation"), hereby certify that:

1. The Corporation was incorporated under the name "PF Acquisition Corp." and the Certificate of Incorporation of the Corporation was filed with the Secretary of State of New Jersey on October 20, 1995. The name of the Corporation was changed to PapeL Freelance, Inc. pursuant to the Certificate of Amendment filed with the Secretary of State of New Jersey on February 2, 1996.

2. The first sentence of Article FIRST of the Certificate of Incorporation is hereby deleted and replaced by the following:

"The name of the Corporation is:
PapeL Giftware, Inc."

3. The above amendment to Article FIRST of the Certificate of Incorporation was duly adopted by the directors of the Corporation by written consent dated as of February 13, 1998 pursuant to Section 14A:6-7.1 of the New Jersey Business Corporation Act.

4. The above amendment to Article FIRST of the Certificate of Incorporation was duly adopted by the sole stockholder of the Corporation by written consent dated as of February 13, 1998, pursuant to Section 14A: 5-6 of the New Jersey Business Corporation Act. At the time the amendment was adopted, one hundred (100) shares of common stock, no par value per share, were outstanding and entitled to vote on the above amendment and all one hundred (100) shares voted for said adoption and none of the shares voted against said adoption.

5. The above amendment to Article FIRST of the Certificate of Incorporation was duly adopted in accordance with the applicable provisions of Section 14A:9-2 of the New Jersey

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No. 6079 P. 6

LERNER DAVID LITTEBERG

11:57AM FEB 21 1996


TRADEMARK

REEL: 001899 FRAME: 0988


Business Corporation Act.

IN WITNESS WHEREOF, it is affirmed that the statements contained in this Certificate of Amendment to the Certificate of Incorporation are true under the penalties of perjury this 13th day of February, 1998.

PAPEL FREELANCE, INC.


Harry Drum, President

ATTEST:


Frederick Wasserman
Secretary

70049

No. 6079 F.

LERNER DAVID LITENBERG

APR 21 1998 11:58AM

TRADEMARK

REEL: 001899 FRAME: 0989

RECORDATION FORM COVER SHEET

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