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FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

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Conveying Party  X Mark if additional names of conveying parties attached Execution Date					
Name CPG HOLDINGS, INC.    Month Day Year   12181997					
Individual General Partnership Limited Partnership X Corporation Association					
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X Citizenship/State of Incorporation/Organization Delaware					
Receiving Party  Mark if additional names of receiving parties attached					
Name FIBERMARK FILTER AND TECHNICAL PRODUCTS, INC.					
DBA/AKA/TA					
Composed of					
Address (line 1) P.O. Box 498					
Address (line 2) 161 Wellington Road					
Address (line 3) Brattleboro Vermont 05302  City State/Country Zip Code					
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## RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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Conveying Party Enter Additional Conveying Party	Mark if additional names of conveying parties attached Execution Date
Name CPG INVESTORS, INC.	Month Day Year
Formerly	
Individual General Partnership	Limited Partnership X Corporation Association
Other	
X Citizenship State of Incorporation/Organizat	tion Delaware
Receiving Party Enter Additional Receiving Party	Mark if additional names of receiving parties attached
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Address (line 1)	
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Address (line 3)	State/Country Zip Code
Individual General Partnership	Limited Partnership If document to be recorded is an assignment and the receiving party is
Corporation Association	not domiciled in the United States, an appointment of a domestic
Other	representative should be attached (Designation must be a separate document from the Assignment.)
Citizenship/State of Incorporation/Organiza	ation
Trademark Application Number(s) or I	Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the	Registration Number (DO NOT ENTER BOTH numbers for the same property).
Trademark Application Number(s)	Registration Number(s)

#### State of Delaware

#### Office of the Secretary of State PAGE

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 OWNERSHIP, WHICH MERGES:

"CPG HOLDINGS INC.", A DELAWARE CORPORATION,

WITH AND INTO "CPG INVESTORS INC." UNDER THE NAME OF "FIBERMARK FILTER AND TECHNICAL PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1997, AT 4:40 O'CLOCK P.M.

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 8841191

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2352362

DATE: 12-30-97

# CERTIFICATE OF OWNERSHIP AND MERGER OF CPG HOLDINGS INC. WITH AND INTO CPG INVESTORS INC.

- Annexed hereto is a true and correct copy of resolutions (the "Resolutions") adopted by the Board of Directors of CPG Investors Inc., a Delaware corporation incorporated on September 24, 1993, approving the merger of CPG Holdings Inc., a Delaware corporation incorporated on September 21, 1993, a wholly owned subsidiary of CPG Investors Inc., with and into CPG Investors Inc. CPG Investors Inc. will assume all of the obligations of CPG Holdings Inc.
  - 2. The date of adoption of the Resolutions was November 11, 1997.
- 3. The surviving corporation is CPG Investors Inc., which, in accordance with Section 253(h) of the Delaware General Corporation Law, hereby changes its name to "FiberMark Filter and Technical Products, Inc." as of the effective date of the merger.
  - 4. The merger shall be effective December 31, 1997.

The undersigned, being the President and CEO and Secretary, respectively, of CPG Investors Inc., the parent corporation and owner of all the outstanding stock of CPG Holdings Inc., for the purpose of merging CPG Holdings Inc. with and into CPG Investors Inc. and upon the effective date of the merger to change the name of CPG Investors Inc., as the surviving corporation, to "FiberMark Filter and Technical Products, Inc.," hereby declare and certify that this is our act and deed and the facts herein stated are true, and we do hereunto set our hands and seal this 15 day of December, 1997.

CPG INVESTORS INC.

(SEAL)

y: had Alex Kwader, President and CEO

ATTEST:

Paul S. Street, Secretary

**CERTIFICATE - 1** 

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 04:40 PM 12/29/1997 971450704 - 2352362

STATE OF VERMONT	)
	) \$\$.
County of Windham	)

Be it remembered that on this Aday of December, 1997, personally came before me, a notary public in and for the county and state aforesaid. Alex Kwader, President and CEO of a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he the said President and CEO as such President and CEO, duly executed the said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; that the signature of the said President and CEO of said corporation to said foregoing certificate is in the handwriting of the said President and CEO of said corporation, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid

Notary Public

CERTIFICATE - 2

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#### CERTIFICATE OF CORPORATE RESOLUTION

I, Paul S. Street, do hereby certify that I am the duly elected and qualified Secretary and custodian of the official records of CPG Investors Inc., a corporation organized and existing under the laws of the State of Delaware.

That the following is a true and correct copy of resolutions of the Board of Directors adopted on the 11th day of November, 1997 and that said resolutions have not been amended, altered or repealed and remain in full force and effect on the date hereof:

RESOLVED, that the Board of Directors of CPG Investors Inc. ("Company"), as the parent of CPG Holdings Inc., hereby authorizes and approves the merger of CPG Holdings Inc., a wholly owned subsidiary of the Company, with and into the Company, pursuant to the State of Delaware short-form merger statute, Del. Code Ann., Title 8, Section 253, and that upon the effective date of the merger CPG Holdings Inc. will assume all of the obligations of CPG Holdings Inc., and the name of CPG Investors Inc. shall be changed to FiberMark Filter and Technical Products, Inc.; and be it

FURTHER RESOLVED, that the President and CEO and the Secretary of the Company are hereby authorized to execute and file a Certificate of Ownership and Merger with the appropriate indication that the name of the surviving corporation will be FiberMark Filter and Technical Products, Inc.; and be it

FURTHER RESOLVED, that the officers of the Company are directed and empowered to execute and deliver on behalf of the Company, and over its seal, any and all instruments necessary to effectuate this transaction.

DATED this 18 day of December, 1997.

Secretary

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