

06-02-1999



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REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MKD 5-27-99

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

1999 MAY 27 PM 1:10
CPR/FINANCE

1. Name of conveying party(ies):

Sealed Air Corporation

- 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 effective March 31, 1998
- Merger
- Change of Name

Execution Date: April 1, 1998

2. Name and address of receiving party(ies)

Name: Sealed Air Corporation (US)

Internal Address: _____

Street Address: Park 80 East

City: Saddle Brook State: NJ ZIP: 07663

- 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 patent number(s):

A. Trademark Application No.(s)

(Appl. No. 75/391,634 - FOAM 'N FILL)

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: Floyd A. Gibson, Esq.
ALSTON & BIRD LLP
Internal Address: P.O. Drawer 34009

Street Address: 1211 E. Morehead Street

City: Charlotte State: NC ZIP: 28234

6. Total number of applications and registrations involved: _____

1

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

Enclosed

Authorized to be charged to deposit account

If additional fees are needed please use:

8. Deposit account number:

16-0605

(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.

Floyd A. Gibson
Name of Person Signing

Signature

May 24, 1999
Date

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

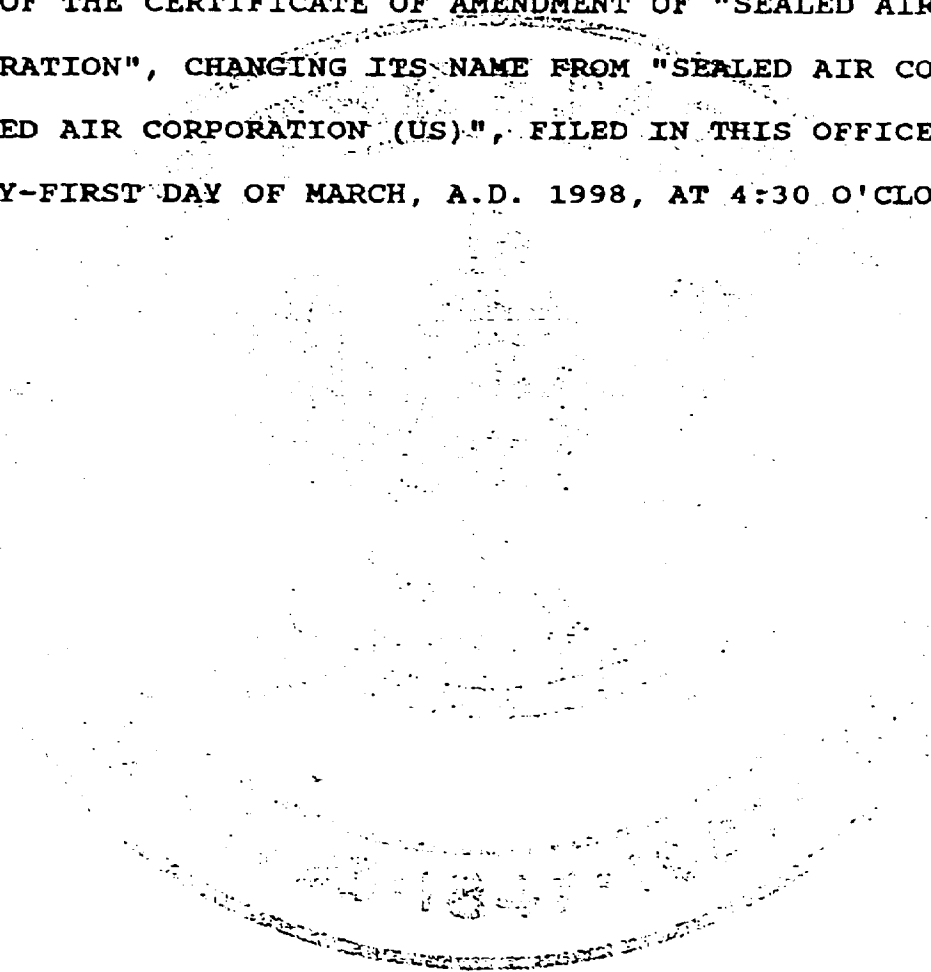
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State of Delaware

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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 AMENDMENT OF "SEALED AIR CORPORATION", CHANGING ITS NAME FROM "SEALED AIR CORPORATION" TO "SEALED AIR CORPORATION (US)", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 1998, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

0702714 8100

DATE: 9005226

981124847

04-01-98

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
SEALED AIR CORPORATION**

Sealed Air Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Corporation is a party to the Agreement and Plan of Merger dated as of August 14, 1997 among W. R. Grace & Co., the Corporation and Packco Acquisition Corp. (the "Merger Agreement").

2. The Board of Directors of the Corporation, at a meeting duly held, adopted the following resolution:

RESOLVED that this Board of Directors deems it desirable and in the best interests of the Corporation and its stockholders to effect the transactions contemplated by the Merger Agreement.

3. The Merger Agreement provides that the Certificate of Incorporation of the Corporation shall be amended to change the name of the Corporation to a different name as determined by the Corporation.

4. The Corporation has determined that the name of the Corporation should be changed to Sealed Air Corporation (US).

5. The Certificate of Incorporation of the Corporation is hereby amended by deleting the FIRST section in its entirety and replacing it with the following:

FIRST: The name of the corporation is Sealed Air Corporation (US).

6. The aforesaid amendment to the Certificate of Incorporation of the Corporation has been duly adopted by the Board of Directors and stockholders of the Corporation in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

7. The aforesaid amendment to the Certificate of Incorporation of the Corporation shall become effective at 5:01 p.m. Eastern Standard Time on March 31, 1998.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed and acknowledged by its President this 31st day of March, 1998.

SEALED AIR CORPORATION

By: *William V. Hickey*
Name: William V. ~~Hickey~~
Title: President