

76-99

REC

07-07-1999



To the Honorable Commissioner of

original documents or copy thereof

101085883

1. Name of conveying party(ies):

Rapdel, Inc.

- Individual(s)
- General Partnership
- Corporation-Delaware
- Other
- Association
- Limited Partnership

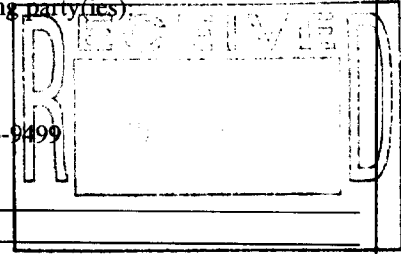
Additional name(s) of conveying party(ies) attached  Yes  No

2. Name and address of receiving party(ies):

Rapidforms, Inc.  
301 Grove Road  
Thorofare, New Jersey 08086-9499

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation: New Jersey
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached  Yes  No  
(Designation must be a separate document from Assignment)  
Additional name(s) & addresses attached?  Yes  No



3. Nature of Conveyance:

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

Execution Date: December 28, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): **SEE SCHEDULE A**

B. Trademark Reg. No.(s): **SEE SCHEDULE A**

Additional numbers attached  Yes  No

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

Stephen J. Meyers, Esq.  
Seidel, Gonda, Lavorgna & Monaco, P.C.  
Suite 1800 Two Penn Center Plaza  
Philadelphia, PA 19102

Attorney Docket No. 8346-ASN

6. Total number of applications and registrations involved:

27

7. Total fee (37 CFR 3.41)

\$690.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 19-1135

DO NOT USE THIS SPACE

9. 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.

STEPHEN J. MEYERS

Name of Person Signing

Signature

30 June 1999

Date

Total number of pages including cover sheet, attachments and document: 6

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

07/06/1999 INBUYEN 00000440 191135 529169

01 FC:481 40.00 CH  
02 FC:482 650.00 CH

**SCHEDULE A**

<b><u>MARK</u></b>	<b><u>REGISTRATION NO.</u></b>	<b><u>ISSUED</u></b>
HISTACOUNT and Design	529,169	08/15/50
BILLVELOPES	548,199	09/18/51
HISTACOUNT and Design	578,743	08/18/53
GUIDE-U	724,632	11/28/61
SCAN-A-WEEK	767,587	03/31/64
SCAN-A-MONTH	770,351	05/26/64
BE (Stylized)	750,888	06/11/63
EXCEL-PRINT	765,508	02/25/64
KEY-MASTER	832,544	07/25/67
RAPIDFORMS	822,381	01/17/67
HISTA FAX (Stylized)	831,065	06/27/67
RAPIDFORMS	963,643	07/10/73
PEGMASTER (Stylized)	1,037,444	04/06/76
PEGMANAGER	1,278,927	05/22/84
COMPRESS-A-TRAY	1,278,928	05/22/84
PEGMATIC	1,278,929	05/22/84
PEGDATA	1,276,966	05/08/84
EXTEND-A-TRAY	1,276,967	05/08/84
HISTACOUNT	1,323,175	03/05/85
EXPRESS EXPRESSIONS YOURSELF	1,387,534	03/25/86
EXPRESSIONS (Stylized)	1,404,868	08/12/86
HOUSE OF COVERS	1,913,249	08/22/95
SCAN-A-DAY	2,083,183	07/29/97
ASH	2,212,062	12/22/98
ACCOUNTANTS' SUPPLY HOUSE	2,163,110	06/09/98
NAPCO	2,151,659	04/21/98

<b><u>MARK</u></b>	<b><u>SERIAL NO.</u></b>	<b><u>FILED</u></b>
HISTAGRAVE	75/419,540	01/16/98

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
CERTIFICATE RELATIVE - MERGER

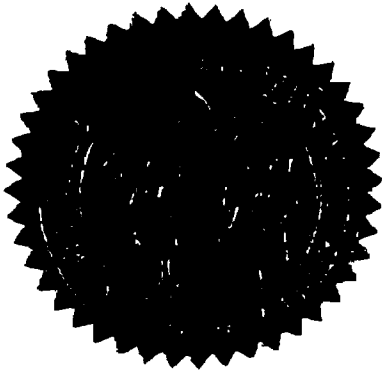
**RAPIDFORMS, INC.**

*With the Previous or Alternate Name*

**BUSINESS ENVELOPE**

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above-named  
New Jersey Domestic Profit Corporation did  
on the 28th day of December, 1998, file and record  
in this department a Certificate of Merger of  
Rapidel, Inc.  
A Delaware Corporation  
into Rapidforms, Inc.  
which is the surviving business entity. This certificate  
is herein issued as by the statutes of this State required.*

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
29th day of December, 1998



James A DiEleuterio, Jr.  
Treasurer

**FILED**

**DEC 28 1998**

**James A. DiEsterio, Jr.  
State Treasurer**

**CERTIFICATE OF MERGER  
MERGING  
RAPDEL, INC.  
INTO  
RAPIDFORMS, INC.**

**(Pursuant to Section 14A:10-7(4) of the  
Business Corporation Act of New Jersey)**

To: The Secretary of State  
State of New Jersey

Rapidforms, Inc., a corporation organized and existing under the laws of the State of New Jersey (the "Corporation"), does hereby certify that the Corporation owns 100% of the outstanding shares of each class of capital stock of Rapdel, Inc., a corporation organized and existing under the laws of the State of Delaware ("Rapdel"); and that the laws of the state of incorporation of Rapdel permit a corporation of such jurisdiction to merge with a corporation of another jurisdiction; and that the Corporation, by a resolution of its Board of Directors duly adopted by unanimous written consent on December 28, 1998, determined to merge Rapdel into the Corporation, which resolution is in the following words to wit:

**VOTED:** That a Plan of Merger, pursuant to which the Corporation shall merge with Rapdel, Inc., a Delaware corporation and a wholly owned subsidiary of the Corporation, in accordance with Section 14A:10-7(4) of the Business Corporation Act of New Jersey and Section 253 of the General Corporation Law of Delaware, is hereby approved and adopted as follows:

First: The issued and outstanding capital stock of Rapdel, Inc., a Delaware corporation ("Rapdel"), consists of 10 shares of common stock, par value \$.01 per share, all of which shares are owned by Rapidforms, Inc., a New Jersey corporation (the "Corporation").

Second: Rapdel shall be merged into the Corporation (the "Merger") with the Corporation being the surviving corporation (the "Surviving Corporation").

Third: The effective time of the Merger shall be upon the filing of the Certificate of Merger of Rapdel into the Corporation with the Secretary of State of New Jersey following the filing of the Certificate of Ownership and

Merger merging Rapdel into the Corporation with the Secretary of State of Delaware.

Fourth: The issued and outstanding shares of capital stock of Rapdel shall be cancelled at the effective time of the Merger without further action on the part of the Corporation as the holder of such shares, and the issued and outstanding shares of capital stock of the Corporation shall remain issued and outstanding without change.

Fifth: The Certificate of Incorporation of the Corporation as in effect as of the effective time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, Rapidforms, Inc. has caused this Certificate of Merger to be signed by its President on this 28th day of December, 1998.

By: Richard T. Riley  
Richard T. Riley  
President

ATTEST:

By: Craig Barrows  
Craig Barrows  
Secretary

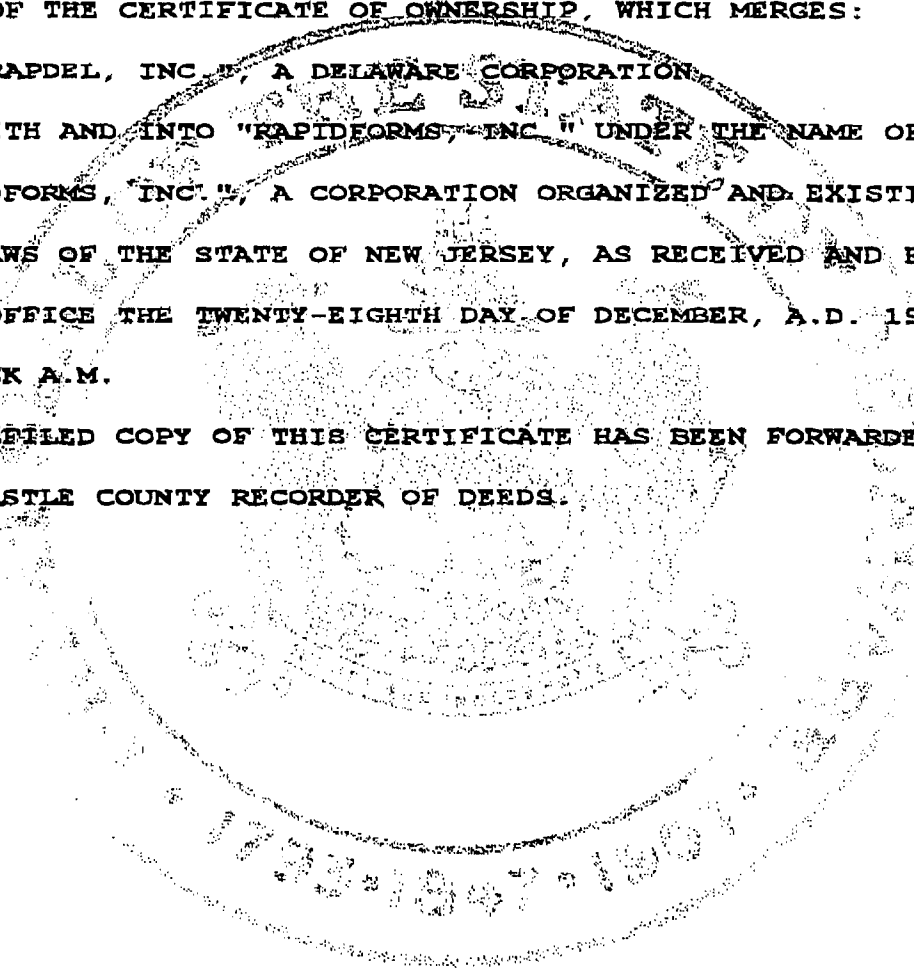
State of Delaware  
Office of the Secretary of State

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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 OWNERSHIP, WHICH MERGES:

"RAPDEL, INC.", A DELAWARE CORPORATION WITH AND INTO "RAPIDFORMS, INC." UNDER THE NAME OF "RAPIDFORMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1998, AT 10 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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981501731

AUTHENTICATION:

9487877

DATE:

12-28-98