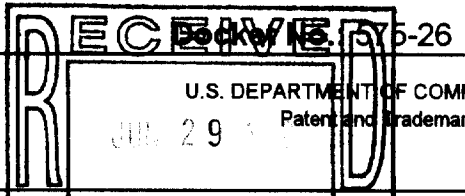


07-02-1999



FORM PTO-1594 (Rev. 6-93)



Sheet 1 of 1

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

101083499

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

MPD 6.29.99

1. Name of conveying party(ies): Nadiscorp Limited
Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):
Name: Associated Brands Inc.
Internal Address:
Street Address: 335 Judson Street
City: Toronto, Ontario State: Canada Zip: M8Z 1B2
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional names(s) & address(es)? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
 Other Articles of Amalgamation
Execution Date: December 15, 1998

4. Application number(s) or patent numbers:
A. Trademark Application No.(s): 75/196,174
B. Trademark Registration No.(s):
Additional numbers attached: Yes No

6. Total number of applications and patents involved: 1
7. Total Fee (37 CFR 3.41): \$ 40.00
 Enclosed - Any excess or insufficiency should be credited or debited to deposit account.
 Authorized to be charged to deposit account.
8. Deposit account no: 08-2461

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Charles R. Hoffmann
Internal Address: Hoffmann & Baron, LLP
6900 Jericho Turnpike
Syosset, New York 11791

07/01/1999 00000185 75196174
FC-481 40.00 00

DO NOT USE THIS SPACE

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.
A. Thomas Kammer
Name of Person Signing Attorney for Applicant (Receiving Party)
Signature: [Handwritten Signature] Date: June 29, 1999

Total number of pages including cover sheet, attachments, and document: 12

Date 6/29/99 Label No. E1451629797us
I hereby certify that on the date indicated above, I deposited this paper or fee with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, D.C. 20231 by "EXPRESS MAIL Post Office to Addressee" Service.
C. Galletta C. Galletta
Name (Print) Signature

TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Application of: Associated Brands Inc.
 Serial No.: 75/196,174
 Filed: November 8, 1996
 International Class: 024
 Mark: J CLOTH
 Docket: 423.298

EXPRESS MAIL CERTIFICATE
 Date 4/29/99 Label No. EL 341659008 US
 I hereby certify that on the date indicated
 above I deposited this paper or fee with the
 U.S. Postal Service & that it was addressed
 for delivery to the Assistant Commissioner
 For Trademarks, Arlington, Virginia 22202-3013
 by 'EXPRESS MAIL Post Office to Addressee' service
C. Gallardo C. Gallardo
 Name (Print) (Signature)

Assistant Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, VA 22202-3513

DESIGNATION OF DOMESTIC REPRESENTATIVE

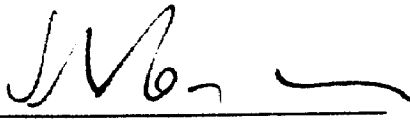
Associated Brands Inc. hereby designates

Charles R. Hoffmann, Esq.
 Hoffmann & Baron, LLP
 6900 Jericho Turnpike
 Syosset, New York 11791
 (516) 822-3550

as its representative on whom may be served notices or process in proceedings
 affecting the above referenced mark.

Associated Brands Inc.

Date: June 21, 1999

By: 
 John Foster
 Executive Vice President
 and C.O.O.

1332071



Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

CERTIFICATE

This is to certify that these
articles are effective on

CERTIFICAT

Ceci certifie que les présents
statuts entrent en vigueur le

JANUARY 01 JANVIER, 1999

Paul D. Hill

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

1. The name of the amalgamated corporation is: *Dénomination sociale de la société issue de la fusion:*

A	S	S	O	C	I	A	T	E	D	B	R	A	N	D	S	I	N	C	.

2. The address of the registered office is: *Adresse du siège social:*

335 Judson Street

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Toronto, Ontario

M	8	Z	1	B	2
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(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code)
(Code postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

Minimum of 1 - Maximum of 7

4. The director(s) is/are:

Administrateur(s):

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Residence address, giving Street & No. or R.R. No., municipality and postal code <i>Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No Résident canadien Oui/Non
John R. Currie	29 Edgar Avenue, Toronto Ontario M4W 2B1	Yes
Donald A. Crombie	10 Littlebrook Court, Thornhill, Ontario L3T 7J6	Yes

5. (A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

(A) Les actionnaires de chaque société qui fusionne ont dû adopter la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

Check A or B Cocher A ou B

(B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below. The articles of amalgamation in substance contain the provisions of the articles of incorporation of

(B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Nadiscorp Limited	1050365	December 15, 1998
634653 Ontario Inc.	634653	December 15, 1998
652225 Ontario Inc.	652225	December 15, 1998
Northern Plastics Ltd.	375888	December 15, 1998
Clubstore Packaging Inc.	947244	December 15, 1998

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:

The Corporation is authorized to issue an unlimited number of Class D participating shares, an unlimited number of Class F participating shares, an unlimited number of Class G participating shares, an unlimited number of Class I participating shares, an unlimited number of Class J participating shares, an unlimited number of Class N participating shares, an unlimited number of Class S participating shares and an unlimited number of non-voting Class A preference shares.

a. rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which is to be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachées à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

1. Participating Shares

The rights, privileges, restrictions and conditions attaching to the participating shares of the Corporation are:

- (a) The holders of each class of participating shares in the capital of the Corporation shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation property applicable to the payment of dividends in such amount and payable at such time or times as the Board of Directors may from time to time determine. The Board of Directors of the Corporation is expressly authorized in their sole discretion to declare dividends on any one class of participating shares to the exclusion of any other class of participating shares of the Corporation.
- (b) The Corporation may, at any time and from time to time, purchase for cancellation the whole or any part of any class of participating shares without purchasing any other class of participating shares, at the fair value of such shares as determined by the Board of Directors.
- (c) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of all classes of participating shares shall be entitled to receive the remaining property of the Corporation share and share alike.
- (d) The holders of each class of participating shares shall be entitled to receive notice of and to attend at all meetings of shareholders of the Corporation and shall be entitled to one vote in respect of each participating share held at all such meetings.
- (e) In the event that any governmental taxing authority having jurisdiction shall assert by assessment, reassessment or otherwise, that the fair market value of any shares purchased for cancellation by the Corporation, or a predecessor corporation thereof, in consideration for the issuance of any participating shares by the Corporation or by a predecessor corporation thereof, is an amount different than the fair market value, in aggregate, of the participating shares so issued, then the fair market value shall be increased or decreased by the difference so determined but only to the extent that the fair market value of such shares as revised is accepted by the taxing authority and the Corporation or, failing such acceptance, is established by a court having jurisdiction in the matter after all rights of appeal have been

exhausted or all rights of appeal have expired without appeals having been taken by any party. In the event that there is an adjustment to the fair market value aforesaid, such adjustment shall be deemed to be made nunc pro tunc with effect as at the date of the purchase for cancellation of any such shares.

In the event that all or a portion of the participating shares have been purchased for cancellation prior to an adjustment in the fair market value being determined as aforesaid, then:

- (i) if the fair market value is determined to be less, the Corporation shall be entitled to receive from the holders of the shares so purchased for cancellation the amount of such overpayment and such overpayment shall be deemed to be and to have always been a debt owing to the Corporation by each such holder of the shares; or
- (ii) if the fair market value is determined to be greater, the Corporation shall be required to pay to the holders of the shares so purchased for cancellation, the amount of such underpayment and such underpayment shall be deemed to be and to have always been a debt owing by the Corporation to each holder of the shares.

2. Class A Preference Shares

- (a) The holders of the Class A preference shares shall be entitled, out of any profits or surplus available for dividends, to fixed, non-cumulative preferential cash dividends at the rate of 4% per annum on the redemption price per Class A preference share. If in any year, after providing for the full fixed, non-cumulative preferential cash dividend on the Class A preference shares for that month, there shall remain any such profits or surplus, any part thereof may, in the discretion of the board of directors be applied to dividends on the participating shares. No dividend shall be declared or paid or set apart for the payment of dividends on any class of shares ranking junior to the Class A preference shares unless all fixed, non-cumulative preferential cash dividends for the year on the Class A preference shares shall have been declared or paid or set aside for payment at the time of such declaration or payment or setting apart. The holders of the Class A preference shares shall not be entitled to dividends other than or in excess of the cash dividends hereinbefore provided for.

- (b) The Class A preference shares shall rank, both as regards dividends and repayment of capital, in priority to the participating shares of the Corporation. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A preference shares shall be entitled to receive for each such share, before any such distribution amongst the holders of participating shares, the redemption price thereof and any dividends declared thereon and unpaid and no more.
- (c) (i) The Corporation may at any time, upon giving notice as hereinafter provided, redeem the whole or any part of the Class A preference shares on payment for each such share to be redeemed of the amount of \$1.67 per Class A preference share together with all dividends declared thereon and unpaid (collectively, the "Redemption Price"). Not less than thirty (30) days notice in writing of such redemption shall be given by mailing such notice to the registered holders of the Class A preference shares to be redeemed, specifying the date and the place or places of redemption. If notice of any such redemption shall be given by the Corporation in the manner aforesaid, then unless the Redemption Price due on any Class A preference shares so to be redeemed shall not be paid when due upon surrender of the certificates representing such Class A preference shares, after the date so fixed for redemption the holders thereof shall have no rights against the Corporation in respect of such Class A preference shares except to receive payment of the Redemption Price thereof upon the surrender of the certificates representing such shares.
- (ii) At any time after the date fixed for such redemption the Corporation may deposit with any trust company or chartered bank in Canada the Redemption Price of any Class A preference shares which have not been so surrendered, under circumstances where the holder of such Class A preference shares will be entitled to receive the Redemption Price upon surrender to such trust company or chartered bank of such certificates and compliance with any other requirements established in that regard which are reasonable in all of the circumstances, and in such event as regards the Corporation such Class A preference shares shall for all purposes be treated as having been redeemed at the time of such deposit.
- (iii) If part only of the Class A preference shares are to be redeemed, the Class A preference shares to be redeemed shall be selected:
- (i) by lot, in such manner as the board of directors determine;

- (II) as nearly as may be in proportion to the number of Class A preference shares registered in the name of each holder thereof; or
- (III) in such other manner as the board of directors determine with the consent in writing of all of the holders of Class A preference shares.

- (d) A holder of Class A preference shares shall not be entitled to require the Corporation to redeem at any time or times all or any of the Class A preference shares registered in the name of such holder on the books of the Corporation.
- (e) The holders of the Class A preference shares shall not be entitled to vote at any meetings of the shareholders of the Corporation, except as permitted by the Business Corporations Act (Ontario).

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivants:*

1. No share or shares in the capital stock of the Corporation shall be transferred without the express sanction of the holders of at least a majority of the voting shares of the Corporation then outstanding expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least a majority of the voting shares then outstanding.
2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.
3. The number of Shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be Shareholders of the Corporation, is limited to not more than fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) Shareholder.

10 Other provisions, (if any):

Autres dispositions, s'il y a lieu.

1. Except in the case of shares listed on a stock exchange recognized by the Ontario Securities Commission, the Corporation shall have a lien on the shares registered in the name of a shareholder who is indebted to the Corporation to the extent of such debt.
2. The Board of Directors may from time to time, in such amounts and on such terms as it deems expedient:
 - (a) borrow money on the credit of the Corporation;
 - (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; and
 - (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, moveable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligation or any money borrowed, or other debt or liability of the Corporation.

The Board of Directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the Board all or any of the powers conferred on the Board above to such extent and in such manner as the Board shall determine at the time of each such delegation.

3. The meetings of the Board of Directors and of the Executive Committee (if any) may be held at any place within or outside Ontario.
4. The meetings of the shareholders may be held at any place within Ontario.

11. The statements required by subsection 177(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 177 (2) de la Loi sur les compagnies constituent l'annexe "A".

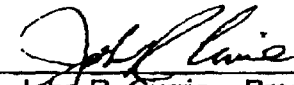
12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

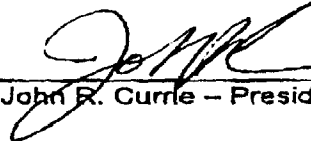
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers

Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

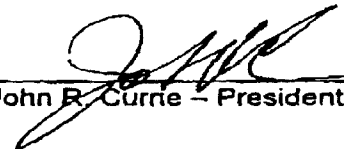
NADISCORP LIMITED

Per: 
John R. Currie - President


634653 ONTARIO INC.

Per: 
John R. Currie - President

652225 ONTARIO INC.

Per: 
John R. Currie - President

NORTHERN PLASTICS LTD.

Per: 
John R. Currie - President

CLUBSTORE PACKAGING INC.

Per: 
John R. Currie - President

SCHEDULE "A"

**STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE BUSINESS CORPORATIONS ACT**

I, John R. Currie, of the City of Toronto, in the Province of Ontario, hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the Business Corporations Act, (Ontario) (the "Act").
2. I am the President of Nadiscorp Limited, 634653 Ontario Inc., 652225 Ontario Inc., Northern Plastics Ltd. and Clubstore Packaging Inc. and as such have knowledge of their affairs.
3. I have conducted such examinations of the books and records of Nadiscorp Limited, 634653 Ontario Inc., 652225 Ontario Inc., Northern Plastics Ltd. and Clubstore Packaging Inc. (the "amalgamating corporations") as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that: (i) each of the amalgamating corporations is and the corporation to be formed by their amalgamation will be able to pay its liabilities as they become due, and (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of any of the amalgamating corporations will be prejudiced by the amalgamation.
6. No creditor of any of the amalgamating corporations has notified such corporation that he objects to the amalgamation.
7. Based on the statements made above, none of the amalgamating corporations is obliged to give notice to any creditor.

This statement is made this 15th day of December, 1998.


John R. Currie