

8-27-99

09-03-1999

WBAM Ref. No.: 0029044-0009

FORM PTO-1594

(Rev. 6-93)



EET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner

101133865

and original documents or copy thereof.

1. Name of conveying party(ies)

Dean's Photo Service, Inc.

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

Additional name(s) of conveying party(ies) attached?

Yes No

2. Name and address of receiving party(ies)

Name: Fuji Trucolor, Inc.

Internal Address:

Street Address:

City: State:

- Individual(s) c
- Association
- General Partne
- Limited Partne
- Corporation-S
- Other



08-27-1999

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #64

3. Nature of conveyance:

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

Execution Date: September 27, 1993

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)

B. Trademark Registration No.(s) 1,339,575

Additional numbers attached? Yes No

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

Name: Galina Kirman

Internal Address: Whitman Breed Abbott & Morgan LLP

Street Address: 200 Park Avenue

City: New York State: New York Zip: 10166

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 # 50-0297

8. Deposit account number: 50-0297

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

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.

Galina Kirman

Name of Person Signing

Galina Kirman

Signature

8/27/99

Date

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

Do not detach this portion

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

09/02/1999 DNGUYEN 00000163 1339575

01 FC:481

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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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 AGREEMENT OF MERGER, WHICH MERGES:

- "DEAN'S PHOTO SERVICE, INC.", A DELAWARE CORPORATION,
- "FUJI TRUCOLOR ALABAMA, INC.", A ALABAMA CORPORATION,
- "FUJI TRUCOLOR FLORIDA, INC.", A DELAWARE CORPORATION,
- "FUJI TRUCOLOR INDIANA, INC.", A INDIANA CORPORATION,
- "FUJI TRUCOLOR MINNESOTA, INC.", A MINNESOTA CORPORATION,
- "FUJI TRUCOLOR MISSOURI, INC.", A MISSOURI CORPORATION,
- "FUJI TRUCOLOR OHIO, INC.", A OHIO CORPORATION,
- "FUJI TRUCOLOR SOUTH DAKOTA, INC.", A SOUTH DAKOTA

CORPORATION,

"FUJI TRUCOLOR UTAH, INC.", A UTAH CORPORATION,

WITH AND INTO "FUJI TRUCOLOR, INC." UNDER THE NAME OF "FUJI TRUCOLOR, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1993, AT 9 O'CLOCK A.M.



2272616 8100M

991050264

Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION: 9565495

DATE: 02-09-99

PLAN AND AGREEMENT OF MERGER

of

Dean's Photo Service, Inc.

(a Delaware corporation)

and

Fuji TruColor Alabama, Inc.

(an Alabama corporation)

and

Fuji TruColor Florida, Inc.

(a Delaware corporation)

and

Fuji TruColor Indiana, Inc.

(an Indiana corporation)

and

Fuji TruColor Ohio, Inc.

(an Ohio corporation)

and

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Fuji TruColor Minnesota, Inc.

(a Minnesota corporation)

and

Fuji TruColor Missouri, Inc.

(a Missouri corporation)

and

Fuji TruColor South Dakota, Inc.

(a South Dakota corporation)

and

Fuji TruColor Utah, Inc.

(a Utah corporation)

into

FUJI TruColor, Inc.

(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER entered into on September 27, 1993 by Dean's Photo Service, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors and shareholders on September 27, 1993,

and entered into on September 27, 1993 by Fuji TruColor Alabama, Inc., a business corporation of the State of Alabama, and approved by resolution adopted by its Board of Directors and shareholders on said date,

and entered into on September 27, 1993, by Fuji TruColor Florida, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors and shareholders on said date,

and entered into on September 27, 1993 by Fuji TruColor Indiana, Inc., a business corporation of the State of Indiana, and approved by resolution adopted by its Board of Directors and shareholders on said date,

and entered into on September 27, 1993 by Fuji TruColor Ohio, Inc., a business corporation of the State of Ohio, and approved by resolution adopted by its Board of Directors and shareholders on said date,

and entered into on September 27, 1993 by Fuji TruColor Minnesota, Inc., a business corporation of the State of Minnesota, and approved by resolution adopted by its Board of Directors and shareholders on said date,

and entered into on September 27, 1993 by Fuji TruColor Missouri, Inc., a business corporation of the State of Missouri, and approved by resolution adopted by its Board of Directors and shareholders on said date,

and entered into on September 27, 1993 by Fuji TruColor South Dakota, Inc., a business corporation of the State of South Dakota, and approved by resolution adopted by its Board of Directors and shareholders on said date,

and entered into on September 27, 1993 by Fuji TruColor Utah, Inc., a business corporation of the State of Utah, and approved by resolution adopted by its Board of Directors and shareholders on said date,

and entered into on September 27, 1993 by FUJI TruColor, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS Dean's Photo Service, Inc. is a business corporation of the State of Delaware with its principal office located at 4686 Mission Gorge Place, San Diego, California; and

WHEREAS Fuji TruColor Alabama, is a business corporation of the State of Alabama with its principal office located at 1804 Vanderbilt Road, Birmingham, Alabama 35234; and

WHEREAS Fuji TruColor Florida, is a business corporation of the State of Delaware with an office located at 555 Taxter Road, Elmsford, New York 10523; and

WHEREAS Fuji TruColor Indiana, is a business corporation of the State of Indiana with its principal office located at 3420 North Wells Street, Fort Wayne, Indiana 46808; and

WHEREAS Fuji TruColor Ohio, is a business corporation of the State of Ohio with its principal office located at 174 South Main Street, Mansfield, Ohio 44901; and

WHEREAS Fuji TruColor Minnesota, is a business corporation of the State of Minnesota with its principal office located at 810 East Fourth Street, Duluth, Minnesota, 55805-2147; and

WHEREAS Fuji TruColor Missouri, is a business corporation of the State of Missouri with its principal office located at 3129 Main Street, Kansas City, Missouri, 64141; and

WHEREAS Fuji TruColor South Dakota, is a business corporation of the State of South Dakota with its principal office located at 912 West 41st Street, Sioux Falls, South Dakota 57105; and

WHEREAS Fuji TruColor Utah, is a business corporation of the State of Utah with its principal office located at 1146 South State Street, Salt Lake City, Utah 84111; and

WHEREAS FUJI TruColor, Inc. is a business corporation of the State of Delaware with its principal place of business located at 4868 Mission Gorge Place, San Diego, California 92120; and

WHEREAS the total number of shares of stock which each of the merging companies has authority to issue is:

<u>Company</u>	<u>Authorized Capital</u>
Dean's Photo Service, Inc.	1,000 shares of common stock, no par value
Fuji TruColor Alabama, Inc.	100 shares of common stock, par value \$20 per share
Fuji TruColor Florida, Inc.	1,000 shares of common stock, no par value
Fuji TruColor Ohio, Inc.	2,500 shares of Class A voting common stock, no par value and 5,000 shares of Class B non-voting common stock with no par value
Fuji TruColor Indiana, Inc.	1,000 shares of common stock, no par value and 1,000 shares of preferred stock with a par value of \$500.00 per share.
Fuji TruColor Minnesota, Inc.	25,000 shares of common stock, par value \$1.00 per share
Fuji TruColor Missouri, Inc.	2,650 shares of common stock with a par value of \$12.50 per share
Fuji TruColor South Dakota, Inc.	1,000 shares of common stock, no par value
Fuji TruColor Utah, Inc.	1,000 shares of common stock, no par value
Fuji TruColor, Inc.	60,000 shares of common stock, no par value and 10,000 shares of Series A preferred stock, no par value

WHEREAS the laws of Alabama, Indiana, Ohio, Minnesota, Missouri, South Dakota and Utah permit a merger of a business corporation organized under the laws of the respective state with and into a business corporation of another jurisdiction; and

WHEREAS the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS Dean's Photo Service, Inc., Fuji TruColor Alabama, Inc., Fuji TruColor Florida, Inc., Fuji TruColor Indiana, Inc., Fuji TruColor Ohio, Inc., Fuji TruColor Minnesota, Inc., Fuji TruColor Missouri, Inc., Fuji TruColor South Dakota, Inc., Fuji TruColor Utah, Inc. and FUJI TruColor, Inc. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Dean's Photo Service, Inc., Fuji TruColor Alabama, Inc., Fuji TruColor Florida, Inc., Fuji TruColor Indiana, Inc., Fuji TruColor Ohio, Inc., Fuji TruColor Minnesota, Inc., Fuji TruColor Missouri, Inc., Fuji TruColor South Dakota, Inc., Fuji TruColor Utah, Inc., with and into FUJI TruColor, Inc. pursuant to the provisions of the laws of Delaware, Alabama, Indiana, Ohio, Minnesota, Missouri, South Dakota and Utah and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by each of the parties hereto and approved by a resolution adopted their respective Board of Directors and shareholders, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Dean's Photo Service, Inc., Fuji TruColor Alabama, Inc., Fuji TruColor Florida, Inc., Fuji TruColor Indiana, Inc., Fuji TruColor Ohio, Inc., Fuji TruColor Minnesota, Inc., Fuji TruColor Missouri, Inc., Fuji TruColor South Dakota, Inc., Fuji TruColor Utah, Inc. and FUJI TruColor, Inc. shall, pursuant to the provisions of the laws of Alabama, Indiana, Ohio, Minnesota, Missouri, South Dakota and Utah and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, FUJI TruColor, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name. The separate existence of Dean's Photo Service Inc., Fuji TruColor Alabama, Inc., Fuji TruColor Florida, Inc., Fuji TruColor Indiana, Inc., Fuji TruColor Ohio, Inc., Fuji

TruColor Minnesota, Inc., Fuji TruColor Missouri, Inc., Fuji TruColor South Dakota, Inc., and Fuji TruColor Utah, Inc. which are sometimes hereinafter referred to as the "terminating corporations," shall cease at said effective time in accordance with the provisions of the laws of Alabama, Indiana, Ohio, Minnesota, Missouri, South Dakota, Utah and Delaware.

2. The Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time of the merger shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. Osamu Inoue shall be the sole director of the Board of Directors of the surviving corporation and he shall hold his directorship until the election and qualification of his successor or successors. The officers of the surviving corporation as of the effective time of the merger shall be:

Thomas E. McGrath, Jr.	- President
Hideyouki Hayashi	- Treasurer
Jonathan E. File, Esq.	- Secretary

These officers of the surviving corporation shall hold their offices until the election and qualification of their respective successors.

5. The shares of the terminating corporations shall not be converted or substituted but shall be cancelled as of the effective time of the merger. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporations in accordance with the provisions of the laws of Alabama, Indiana, Ohio, Minnesota, Missouri, South Dakota, Utah and Delaware and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of

the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the States of Alabama, Indiana, Ohio, Minnesota, Missouri, South Dakota and Utah and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Alabama, Indiana, Ohio, Minnesota, Missouri, South Dakota and Utah and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporations and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

8. The effective time of the Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be 11 a.m. on October 1, 1993.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporation parties hereto.

Executed on September 27, 1993.

FUJI TRUCOLOR, INC.

By: William D. Price
Name: William D. Price
Capacity: President

ATTEST:


By: Jonathan E. File
Name: Jonathan E. File
Capacity: Secretary

Executed on September 27, 1993.

FUJI TRUCOLOR ALABAMA, INC.

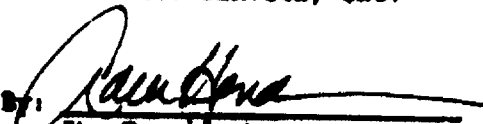
By: 
Its President

ATTEST:

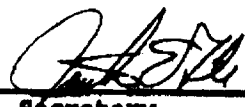

Its Secretary

Dated: September 27, 1993

DEAN'S PHOTO SERVICE, INC.

By: 
Its President

ATTEST:


Its Secretary

Dated: September 27, 1993

FUJI TRUCOLOR FLORIDA, INC..

By:


Robert Gregory
Its President

ATTEST:


Jonathan E. File
Its Secretary

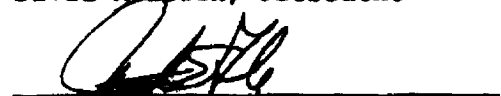
Executed on September 27, 1993.

FUJI TRUCOLOR INDIANA, INC.

By:


David McEwen, President

ATTEST:



Jonathan E. File, Secretary

Dated: September 27, 1993

Fuji TruColor Minnesota, Inc.


By: 
James Perske
Its President

ATTEST:

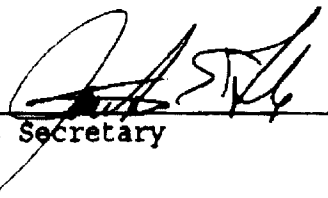

Its Secretary

Dated: September 27, 1993

FUJI TRUCOLOR MISSOURI, INC.

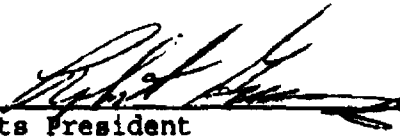
By: 
Its President

ATTEST:

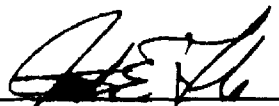

Its Secretary

Dated: September 27, 1993

FUJI TRUCOLOR SOUTH DAKOTA, INC.

By: 
Its President

ATTEST:


Its Secretary

Dated: September 27, 1993

FUJI TRUCOLOR UTAH, INC.

By: William D. Price
William D. Price
Its President

ATTEST:

Jonathan E. File
Jonathan E. File
Its Secretary

CERTIFICATE OF SECRETARY
FUJI TRUCOLOR, INC.

The undersigned, being the Secretary of Fuji Trucolor, Inc., does hereby certify that the holders of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Agreement of Merger.

Dated: September 27, 1993.

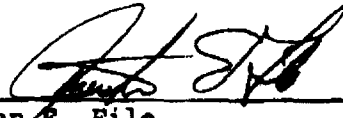


Jonathan E. File
Secretary of FUJI TRUCOLOR, INC.

CERTIFICATE OF SECRETARY
DEAN'S PHOTO SERVICE, INC.

The undersigned, being the Secretary of Dean's Photo Service, Inc., does hereby certify that the holders of the outstanding stock of said corporation dispensed with a meeting and vote of the stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Agreement of Merger.

Dated: September 27, 1993.

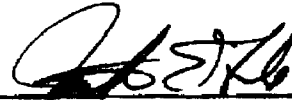


Jonathan E. File
Secretary of DEAN'S PHOTO SERVICE, INC.

CERTIFICATE OF SECRETARY
FUJI TRUCOLOR ALABAMA, INC.

The undersigned, being the Secretary of Fuji TruColor Alabama, Inc., does hereby certify that the holders of the outstanding stock of said corporation dispensed with a meeting and vote of the stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Alabama Business Corporation, to the adoption of the foregoing Agreement of Merger.

Dated: September 27, 1993.



Jonathan E. File
Secretary of FUJI TRUCOLOR ALABAMA, INC.

CERTIFICATE OF SECRETARY
FUJI TRUCOLOR FLORIDA, INC.

The undersigned, being the Secretary of Fuji TruColor Florida, Inc., does hereby certify that the holders of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Agreement of Merger.

Dated: September 27, 1993.

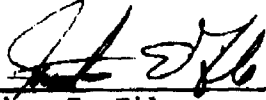


Jonathan E. File
Secretary of FUJI TRUCOLOR FLORIDA, INC.

CERTIFICATE OF SECRETARY
FUJI TRUCOLOR OHIO, INC.

The undersigned, being the Secretary of Fuji TruColor Ohio, Inc., does hereby certify that the holders of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Ohio General Corporation Law, to the adoption of the foregoing Agreement of Merger.

Dated: September 27, 1993.

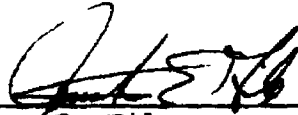


Jonathan E. File
Secretary of FUJI TRUCOLOR OHIO, INC.

CERTIFICATE OF SECRETARY
FUJI TRUCOLOR INDIANA, INC.

The undersigned, being the Secretary of Fuji TruColor Indiana, Inc., does hereby certify that the holders of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Indiana Business General Corporation Law, to the adoption of the foregoing Agreement of Merger.

Dated: September 27, 1993.



Jonathan E. File
Secretary of FUJI TRUCOLOR INDIANA, INC.

CERTIFICATE OF SECRETARY
FUJI TRUCOLOR MINNESOTA, INC.

The undersigned, being the Secretary of Fuji TruColor Minnesota, Inc., does hereby certify that the holders of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Minnesota Business Corporation Act, to the adoption of the foregoing Agreement of Merger.

Dated: September 27, 1993.




Jonathan E. File
Secretary of FUJI TRUCOLOR MINNESOTA, INC.

CERTIFICATE OF SECRETARY
FUJI TRUCOLOR SOUTH DAKOTA, INC.

The undersigned, being the Secretary of Fuji TruColor South Dakota, Inc., does hereby certify that the holders of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the South Dakota Business Corporation Act, to the adoption of the foregoing Agreement of Merger.

Dated: September 27, 1993.




Jonathan E. File
Secretary of FUJI TRUCOLOR SOUTH DAKOTA, INC.

CERTIFICATE OF SECRETARY
FUJI TRUCOLOR UTAH, INC.

The undersigned, being the Secretary of Fuji TruColor Utah, Inc., does hereby certify that the holders of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Utah Revised Business Corporation Act, to the adoption of the foregoing Agreement of Merger.

Dated: September 27, 1993.




Jonathan E. File
Secretary of FUJI TRUCOLOR UTAH, INC.

CERTIFICATE OF SECRETARY
FUJI TRUCOLOR, INC.

The undersigned, being the Secretary of Fuji TruColor, Inc., does hereby certify that the holders of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Agreement of Merger.

Dated: September 27, 1993.

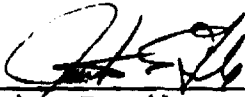


Jonathan E. File
Secretary of FUJI TRUCOLOR, INC.

CERTIFICATE OF SECRETARY
FUJI TRUCOLOR MISSOURI, INC.

The undersigned, being the Secretary of Fuji TruColor Missouri Inc., does hereby certify that the holders of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Missouri Business Corporation Act, to the adoption of the foregoing Agreement of Merger.

Dated: September 27, 1993.



Jonathan E. File
Secretary of FUJI TRUCOLOR MISSOURI, INC.