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To the Honorable Commissioner of Patents and Trademarks

101161892

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Keith Clark, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 12/22/86

2. Name and address of receiving party(ies)

Name: Cullman Ventures, Inc.

Internal Address: _____

Street Address: 101 O'Neil Rd.

City: Sidney State: NY ZIP: 13838

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- 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)

B. Trademark Registration No.(s)

1,128,278

Additional numbers attached? Yes No

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

Name: George R. McGuire

Internal Address: HANCOCK & ESTABROOK, LLP

Street Address: 1500 Mony Tower 1

PO Box 4976

City: Syracuse State: NY ZIP: 13221

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

Please charge any additional fees or credit any over payment to:

8. Deposit account number:

500576

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

10/04/1999 DNGUYEN 00000232 1128278

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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.

George R. McGuire
Name of Person Signing

Signature

9/28/99
Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 001969 FRAME: 0286

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CERTIFICATE OF MERGER

OF

CULLMAN VENTURES, INC.
(a Delaware corporation)

with and into

KEITH CLARK, INC.
(a New York corporation)

Pursuant to Section 904 of the
New York Business Corporation Law

Pursuant to the provisions of Section 904 of the
New York Business Corporation Law, the undersigned hereby
certify that:

FIRST: The name of each constituent corporation is
Cullman Ventures, Inc., a Delaware corporation ("CVI"), which
was formed under the name "Mid-West Paper Products Co.", and
Keith Clark, Inc., a New York corporation ("KCI"), which was
formed under the name "NuKeith, Inc." (hereinafter together
referred to as the "Constituent Corporations"). KCI will be
the surviving corporation (hereinafter sometimes referred to
as the "Surviving Corporation") and its name will be changed
to "Cullman Ventures, Inc."

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authority to issue and to change the par value of such shares to read in its entirety as follows:

"FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 200,000 shares of Common Stock, par value \$.01 per share."

FOURTH: The Certificate of Incorporation of KCI was filed (under its former name, "NuKeith, Inc.") with the Department of State of the State of New York on October 25, 1977.

The Certificate of Incorporation of CVI was filed (under its former name, "Mid-West Paper Products Co.") with the Secretary of State of the State of Delaware on January 31, 1968.

FIFTH: An Agreement and Plan of Merger dated as of December 19, 1986, by and between CVI and KCI, setting forth the terms and conditions of the merger of CVI with and into KCI, was approved and authorized by the Constituent Corporations as follows:

(a) At a Special Meeting of the Board of Directors of KCI held on December 19, 1986, and by written consent, dated as of December 23, 1986, of CVI, the sole shareholder of KCI:

(b) At a Special Meeting of the Board of Directors of CVI held on December 19, 1986, and by written

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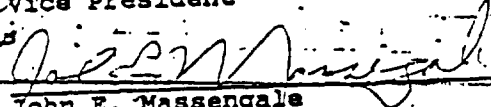
consent, dated as of December 23, 1986, of the sole stockholder of CVI.

SIXTH: CVI filed an application for authority to do business in the State of New York on May 11, 1971.

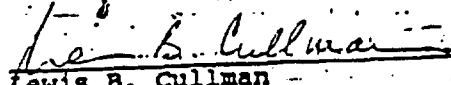
IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed and delivered this 22 day of December, 1986 by its duly authorized officers who affirm that the statements made herein are true under the penalties of perjury.


KEITH CLARK, INC.


James O. Moore
Vice President


John E. Massengale
Secretary

CULLMAN VENTURES, INC.


Lewis B. Cullman
President


John E. Massengale
Secretary

State of New York }
Department of State }^{ss:}

I hereby certify that I have compared the annexed copy of the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on APR 25 1996



Alvanah F. Brackley
Secretary of State

DCS-200 (Rev. 1/95)