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09-17-1999

U.S. Patent Office

REI 09-23-1999



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9.17.99

TO: The Commissioner of Patents and

original document(s) or copy(ies).

Submission Type

101152518

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #
- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment

Effective Date
Month Day Year
12 22 86

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Keith Clark, Inc. (a New York corporation)

12 22 86

Formerly NuKeith, Inc. (a New York corporation)

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization New York

Receiving Party

Mark if additional names of receiving parties attached

Name Cullman Ventures, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 767 Third Avenue

Address (line 2)

Address (line 3)

New York

City

New York

State/Country

10017

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization New York

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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

TRADEMARK
REEL: 001970 FRAME: 0836

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text" value="811,714"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

George R. McGuire

Name of Person Signing



Signature

9/14/99

Date Signed

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



Alexander F. Dressel
Secretary of State

DOS-200 (Rev. 1/95)

4618141

CERTIFICATE OF MERGER

OF

KEITH CLARK, INC.
(A Puerto Rico Corporation)

INTO

NUKEITH, INC.
(A New York Corporation)

Under Section 904 of the
Business Corporation Law

Pursuant to the provisions of Sections 904 of the Business Corporation Law, the undersigned, Lewis B. Cullman and John E. Massengale, President and Secretary, respectively, of NuKeith, Inc., a New York corporation, and Lewis B. Cullman and John E. Massengale, Chairman and Secretary, respectively, of Keith Clark, Inc., a Puerto Rico corporation, hereby certify:

FIRST: That the names of the constituent corporations to be merged are Keith Clark, Inc., a Puerto Rico corporation, and NuKeith, Inc., a New York corporation, and that the name of the surviving corporation is NuKeith, Inc.

SECOND: That the designation and number of shares outstanding of each class or series of the constituent corporations to be merged are as follows:

<u>Name of Corporation</u>	<u>Designation and Number of Shares Outstanding</u>
NuKeith, Inc.	100 shares of Common Stock (par value \$.50 per share)
Keith Clark, Inc.	543,900 shares of Common Stock (no par value)

THIRD: The Certificate of Incorporation of NuKeith, Inc., as the surviving corporation, shall be amended by deleting therefrom in its entirety paragraph FIRST thereof and substituting therefor the following:

"FIRST: The name of the Corporation is Keith Clark, Inc. (hereinafter called the 'Corporation')."

FOURTH: That the date on which the Certificate of Incorporation of NuKeith, Inc. was filed in the office of the Department of State of the State of New York was the 25th day of October, 1977; and

That the date on which the Certificate of Incorporation of Keith Clark, Inc. was filed in the Office of the Department of State of the Commonwealth of Puerto Rico was the 11th day of September, 1967, and the application of authority to do business in the State of New York of Keith Clark, Inc. was filed with the Office of the Department of State of the State of New York on December 28, 1967; and

That the merger is permitted by the laws of the Commonwealth of Puerto Rico under which Keith Clark, Inc. is incorporated and is in compliance therewith.

FIFTH: That the Agreement and Plan of Merger was adopted by the Board of Directors and sole shareholder of NuKeith, Inc., the surviving corporation, by unanimous written consents effective October 24, 1979, and by the Board of Directors and sole shareholder of Keith Clark, Inc. by unanimous written consents effective October 24, 1979.

SIXTH: That the merger shall be effective on October 31, 1979.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 24th day of October, 1979.

NuKeith, Inc.

By Lewis B. Cullman
Lewis B. Cullman, President

John E. Massengale
John E. Massengale, Secretary

Keith Clark, Inc.

By Lewis B. Cullman
Lewis B. Cullman, Chairman

John E. Massengale
John E. Massengale, Secretary

USC

SPK #1

USC

① Puerto Rico Corp
12/28/67
65677-5

AG18141

CERTIFICATE OF MERGER

OF

① KEITH CLARK, INC.
(A Puerto Rico Corporation)

INTO

② NUKEITH, INC.
(A New York Corporation)

STATE OF NEW YORK
DEPARTMENT OF STATE

REC OCT 31 1979

AMT OF CHECK \$ 34
FILING FEE \$ 30
TAX \$
COPY \$ 4
CERT \$
REFUND \$

Under Section 904 of the
Business Corporation Law

422769

Delaware

②

10/25/77

Delaware Co

A438137-7

1,019,188 purchase price

new name of merged
10/29

PAUL WEISS, RIFKIND, WHARTON & CARRISON
ATTORNEYS AT LAW
345 PARK AVENUE, NEW YORK, N.Y. 10022

Exhibit B

**TRADEMARK
REEL: 001970 FRAME: 0843**

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



Allyn F. Cradwell
Secretary of State

DOS-200 (Rev. 1/95)

USC

USC

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.

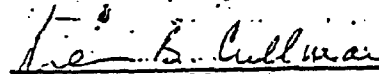
IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed and delivered this 22nd day of December, 1986 by its duly authorized officers who affirm that the statements made herein are true under the penalties of perjury.

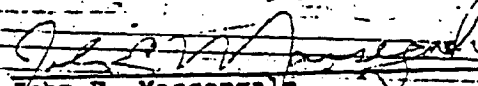
KEITH CLARK, INC.


James O. Moore
Vice President


John E. Massengale
Secretary

CULLMAN VENTURES, INC.


Lewis B. Cullman
President


John E. Massengale
Secretary