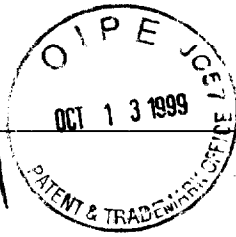


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TRADEMARK ONLY

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

EET

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

1. Name of conveying party(ies): Wheaton Packaging, Inc.

- Individual(s)       Association
- General Partnership     Limited Partnership
- Corporation - State New Jersey
- Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?     YES     NO

3. Nature of Conveyance:

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

Execution Date: January 10, 1992

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

Name: Wheaton Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 1101 Wheaton Avenue  
 City: Millville State: NJ ZIP: 08332-2047

- Individual(s) Citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation - State 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) & address(es) attached?     YES     NO

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

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_  
 A. Trademark Application Number(s) \_\_\_\_\_      B. Trademark Registration No.(s) 1,125,938

Additional number(s) attached?     YES     NO

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

Name: Benjamin E. Leace  
  
 Internal Address: Ratner & Prestia  
  
 Street Address: Suite 301, One Westlakes, Berwyn,  
P.O. Box 980  
  
 City: Valley Forge    State: PA    ZIP: 19482-0980

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

8. Deposit account number: **18-0350**  
 (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.

Benjamin E. Leace  
Name of Person Signing

Benjamin E. Leace  
Signature

October 8, 1999  
Date

Total number of pages including cover sheet, attachments, and document: 4

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

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CERTIFICATE OF AMENDMENT TO THE AMENDED  
AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
WHEATON PACKAGING, INC.

NCB  
FILED

JAN 13 1992

JOAN HABERLE  
Secretary of State  
5742886

To: The Secretary of State  
State of New Jersey

Pursuant to the provisions of Sections 14A:9-1(2)(a),  
14A:9-2(4) and 14A:9-4(3) of the New Jersey Business Corporation  
Act, WHEATON PACKAGING, INC., a New Jersey corporation (the  
"Corporation"), hereby executes the following Certificate of  
Amendment to its Amended and Restated Certificate of  
Incorporation:

1. The name of the Corporation is Wheaton Packaging,  
Inc.
2. The following amendment (the "Amendment") to the  
Amended and Restated Certificate of Incorporation  
of the Corporation was approved by the directors  
and thereafter duly adopted by the holders of  
shares of Common Stock, par value \$.001 per share  
("Common Stock"), of the Corporation, without a  
meeting, pursuant to written consents of  
shareholders solicited on December 20, 1991, the  
date for the determination of shareholders  
entitled to consent to the adoption of the  
Amendment:

X 15683 - 9270080000

RESOLVED, that the following amendment (the "Amendment") to the Amended and Restated Certificate of Incorporation of the Company, constituting a restatement of Article FIRST thereof, be and the same is hereby approved:

"FIRST: The name of the corporation is Wheaton Inc. (the "Corporation")."

3. The number of shares of Common Stock entitled to vote thereon was 5,057,290.
4. Holders of 3,094,476 shares of Common Stock consented in writing to the adoption of the Amendment.

Dated: January 10, 1992

Attest: James E. Gutknecht  
James E. Gutknecht  
Secretary

WHEATON PACKAGING, INC.

By: Robert I. Veghte  
Robert I. Veghte  
President and Chief  
Executive Officer