



12-02-1999

U.S. DEPARTMENT OF COMMERCE

10-22-1999

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Patent and Trademark Office

U.S. Patent & TMO/TM Mail RptDt. #40



101209008

Original documents or copy thereof.

To the Patent and Trademark Office

MRD 10/22/99

1. Name of conveying party(ies):

Imperial Wallcoverings, Inc.

- Individual(s)
- General Partnership
- Corporate-State - Delaware
- 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: March 13, 1998

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

Name: Borden Decorative Products, Inc.
 Internal Address: _____
 Street Address: 23645 Mercantile Road
 City: Cleveland State: OH Zip: 44122

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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 registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

R.N. 2,277,362

Additional numbers attached? Yes No

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

Name: Ketan K. Patel, Esq.
 Internal Address: _____
McDonald, Hopkins, Burke & Haber Co., P.A.
 Street Address: 2100 Band One Center
600 Superior Ave., E.
 City: Cleveland State: OH Zip: 44114-2653

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:

13-0265

(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 is true and correct and any attached copy is a true copy of the original document.

Ketan K. Patel, Esq.

Name of Person Signing

Signature

10/22/99

Date

12/02/1999 DNGUYEN 00000005 130265 2277362

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Total number of pages comprising cover sheet: 1

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"IMPERIAL WALLCOVERINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "BORDEN DECORATIVE PRODUCTS, INC." UNDER THE NAME OF "BORDEN DECORATIVE PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF MARCH, A.D. 1998, AT 2:20 O'CLOCK P.M.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State
9338431

AUTHENTICATION: 10-05-98

DATE:

TRADEMARK

REEL: 001994 FRAME: 0717

CERTIFICATE OF MERGER

OF

IMPERIAL WALLCOVERINGS, INC.

INTO

BORDEN DECORATIVE PRODUCTS, INC.

Pursuant to Section 251 of the Delaware General Corporation Law of the State of Delaware, BORDEN DECORATIVE PRODUCTS, INC. ("BDPI"), a Delaware corporation, hereby certifies the following information relating to the merger (the "Merger") of IMPERIAL WALLCOVERINGS, INC., a Delaware corporation, with and into BDPI (the "Constituent Corporations"):

FIRST: The names and states of incorporation of each of the Constituent Corporations of the merger are:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
BORDEN DECORATIVE PRODUCTS, INC	DELAWARE
IMPERIAL WALLCOVERINGS, INC.	DELAWARE

SECOND: The Agreement of Merger, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation of the merger is Borden Decorative Products, Inc.

FOURTH: The Certificate of Incorporation of Borden Decorative Products, Inc., a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 23645 Mercantile Road, Cleveland, OH 44122.

SIXTH: A copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective on March 13, 1998.

Dated as of March 13, 1998

BORDEN DECORATIVE PRODUCTS, INC.

By: David Blitzer
Name: DAVID BLITZER
Title: VICE PRESIDENT