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04-11-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

04/10/2000 DNGUYEN 00000437 795681

01 FC:481 40.00 OP
02 FC:482 75.00 OP
03 FC:996 10.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002047 FRAME: 0238

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" value="795,681"/>	<input type="text" value="2,147,719"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,401,692"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,962,936"/>	<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.

Timothy P. Lynch
Name of Person Signing


Signature

3/20/00
Date Signed

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 OWNERSHIP, WHICH MERGES:

"SA-SO COMPANY", A TEXAS CORPORATION,

WITH AND INTO "EXECUTIVE GREETINGS, INC." UNDER THE NAME OF "EXECUTIVE GREETINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1999, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0165412

DATE: 12-28-99

TRADEMARK REEL: 002047 FRAME: 0240

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SA-SO COMPANY
a Texas corporation

INTO

EXECUTIVE GREETINGS, INC.
a Delaware corporation

UNDER SECTION 253 OF THE DELAWARE GENERAL CORPORATION LAW

Executive Greetings, Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on the July 28, 1992 pursuant to the Laws of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the stock of SA-SO Company, a corporation incorporated on June 15, 1992 pursuant to the Texas Business Corporation Act.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members dated December 10, 1999 and filed with the minutes of the Board, determined to merge into itself said SA-SO Company.

RESOLVED, that the Board of Directors deems it to be advisable and in the best interests of the Corporation, and the Corporation is hereby authorized to merge into itself SA-SO Company, a Texas corporation ("SA-SO") and a wholly owned subsidiary of the Corporation and to assume all of its rights and obligations; and be it further

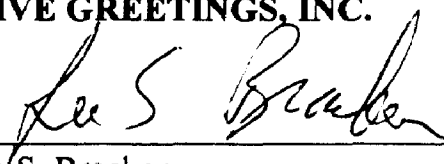
RESOLVED, that the merger shall be effective on January 1, 2000 (the "Effective Date"); and be it further

RESOLVED, that the officers of the Corporation are, and each of them acting singly is, authorized and directed to prepare, sign, verify, deliver and file (i) a Certificate of Ownership and Merger in the State of Delaware in accordance with § 253 of the Delaware General Corporation Law and (ii) Articles of Merger in the State of Texas in accordance with Section 5.16 of the Texas Business Corporation Act.

IN WITNESS WHEREOF, said the Corporation has caused this Certificate to be signed by
Lee S. Bracken, its President this 21st day of December, 1999.

EXECUTIVE GREETINGS, INC.

By:



Lee S. Bracken
President

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12/21/99 4.09 PM

RECORDED: 03/27/2000

**TRADEMARK
REEL: 002047 FRAME: 0242**