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OPR./FINANCE
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

3-13-00

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
- Change of Name
- Other _____

Effective Date
Month Day Year
06/02/97

Conveying Party

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

Name Heartland Manufacturing Corp. 05/30/97

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 The Fonda Group, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2920 North Main Street

Address (line 2) _____

Address (line 3) Oshkosh Wisconsin 54903
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

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.)

04/20/2000 DNGUYEN 00000022 1642841

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 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: 002055 FRAME: 0625

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)

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 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.

Jeffrey S. Sokol
Name of Person Signing



Signature

3/6/00
Date Signed



ARTICLES OF MERGER

State Form 32008 (R4/6-95)

State Board of Accounts Approved 1995

SUE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington Street, Rm. E016
Indianapolis, IN 46204
Telephone: (317) 232-6576

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form.
Please TYPE or PRINT.
Upon completion of filing the Secretary of State will issue a receipt.

ARTICLES OF MERGER / SHARE EXCHANGE OF HEARTLAND MFG. CORP.

(hereinafter "the non-surviving corporation(s)")

INTO

THE FONDA GROUP, INC.

(hereinafter "the surviving corporation")

ARTICLE I - SURVIVING CORPORATION

The name of the corporation surviving the merger is: THE FONDA GROUP, INC.
and such name has has not (designate which) been changed as a result of the merger.

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on _____

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of DELAWARE and qualified not qualified (designate which) to do business in Indiana.

If the surviving corporation is qualified to do business in Indiana, state the date of qualification: May 30, 1997

(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

ARTICLE II - NONSURVIVING CORPORATIONS

The name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation HEARTLAND MFG. CORP.

State of Domicile INDIANA

Date of Incorporation or qualification in Indiana (if applicable)
JANUARY 30, 1981

Name of Corporation

State of Domicile

Date of Incorporation or qualification in Indiana (if applicable)

Name of Corporation

State of Domicile

Date of Incorporation or qualification in Indiana (if applicable)

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders.

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)	COMMON	TOTAL	A	B	C
NUMBER OF OUTSTANDING SHARES	190,500	190,500			
NUMBER OF VOTES ENTITLED TO BE CAST	190,500	190,500			
NUMBER OF VOTES REPRESENTED AT MEETING	184,000	184,000			
SHARES VOTED IN FAVOR	184,000	184,000			
SHARES VOTED AGAINST	0	0			

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders.

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)	COMMON	TOTAL	A	B	C
NUMBER OF OUTSTANDING SHARES	2,550 voting ; 177 non-voting	2,727			
NUMBER OF VOTES ENTITLED TO BE CAST	2,550	2,550			
NUMBER OF VOTES REPRESENTED AT MEETING	2,550	2,550			
SHARES VOTED IN FAVOR	2,550	2,550			
SHARES VOTED AGAINST	0	0			

In Witness Whereof, the undersigned being the President, COO & Director of the surviving

(Title)

corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained

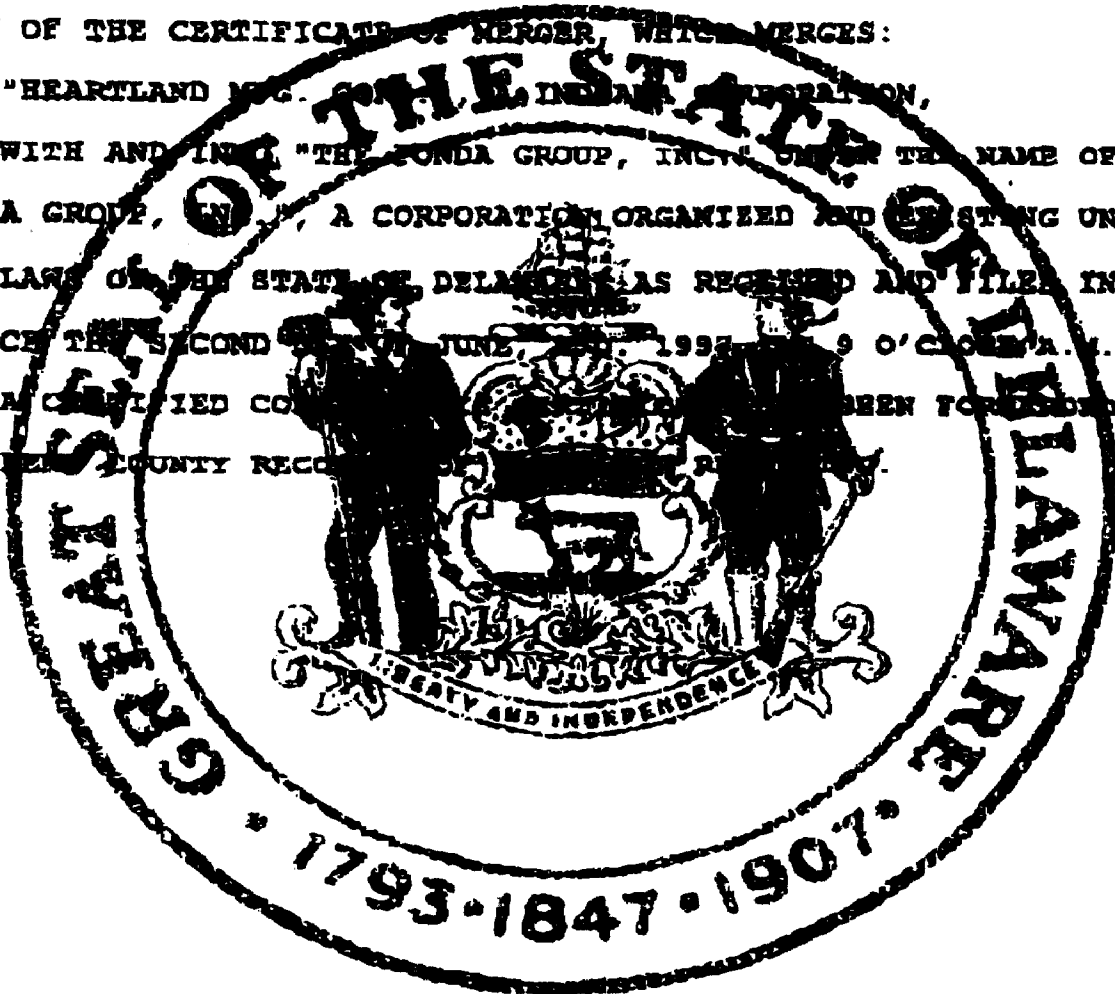
herein are true, this 30 day of May, 1997.

Signature: Thomas W. Alan PRESIDENT

Printed name: THOMAS W. ALAN

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:

"HEARTLAND MFG. CORP., INDIANA CORPORATION,
WITH AND INTO "THE FONDA GROUP, INC." UNDER THE NAME OF "THE
FONDA GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE AS RECEIVED AND FILED IN THIS
OFFICE THE SECOND DAY OF JUNE, 1997 AT 9 O'CLOCK A.M.
A CERTIFIED COPY OF THIS DOCUMENT HAS BEEN FORWARDED TO
THE NEW CASTLE COUNTY RECORDS DEPARTMENT.



Edward J. Freel

Edward J. Freel, Secretary of State

2025367 8100M
971177608

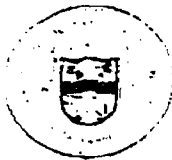
AUTHENTICATION: 8489878
DATE: 06-02-97

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:

"HEARTLAND MFG. CORP.", A INDIANA CORPORATION,

WITH AND INTO "THE FONDA GROUP, INC." UNDER THE NAME OF "THE FONDA GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2025367 8100M
971177608

AUTHENTICATION: 8489879
06-02-97

DATE:

2

JUN 27 9 23 AM '97 CERTIFICATE OF MERGER

ELKHART COUNTY RECORDER
SUSAN M. GUIPE
FILED FOR RECORD

OF

HEARTLAND MFG. CORP.
(an Indiana corporation)

INTO

THE FONDA GROUP, INC.
(a Delaware corporation)

COPY

KEY NOS.:
30-11-22-400-019
30-11-22-400-029

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

- (i) Heartland Mfg. Corp., which is incorporated under the laws of the State of Indiana; and
- (ii) The Fonda Group, Inc., which is incorporated under the laws of the State of Delaware.

2. A Stock Purchase Agreement, dated May 27, 1997 (the "Agreement"), setting forth the terms under which the constituent corporations will merge, has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Heartland Mfg. Corp. in accordance with the laws of the State of its incorporation and by The Fonda Group, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is The Fonda Group, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of The Fonda Group, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

DISCLOSURE FEE NOT REQUIRED

SUBJECT TO FINAL ACCEPTANCE FOR TRANSFER
DULY ENTERED FOR RECORD

June 27 19 97

002493

TRANSFER FEE - 1.00 pd

INDEX NO. 30-11-22-402-004/005

EL2-198239-1

21 Lower Newton Street
St. Albans, Vermont 05478

6. A copy of the aforesaid Agreement will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Heartland Mfg. Corp. consists of 5,000 common voting shares, par value \$100 per share and 1,000 common non-voting shares, par value \$100 per share.

8. The Agreement between the aforesaid constituent corporations provides that the merger herein certified shall be effective insofar as the General Corporation Law of the State of Delaware shall govern said effective date.

Dated: May 30, 1997

THE FONDA GROUP, INC.

By:



Name: Thomas Uleau

Title: President, Chief Operating Officer
and Director

Attest:


Name: Harvey L. Friedman

Title: Secretary and General Counsel