



Tab settings 03/20/00

To the Honorable Commissioner of Patents

101330107

and original documents or copy thereof.

1. Name of conveying party(ies):

CSD Acquisition Corporation

- Individual(s)
- General Partnership
- Corporation-State Georgia
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Pac One, Inc.

Internal Address:

Street Address: 1633 Mount Vernon Road

City: Dunwoody State: GA ZIP: 30338

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Georgia
- 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

3. Nature of conveyance:

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

Execution Date: September 30, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE "A"

Additional numbers attached? Yes No

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

Name: Brian M. Davis, Esq.
Alston & Bird LLP
Internal Address: P.O. Drawer 34009

Street Address: 1211 E. Morehead Street

City: Charlotte State: NC ZIP: 28234

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$ 165.00

- Enclosed
- Authorized to be charged to deposit account

If additional fees are needed please use

8. Deposit account number:

16-0605

(Attach duplicate copy of this page if paying by deposit account)

04/21/2000 DCOATES 00000095 645257

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
125.00 DP

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.

Brian M. Davis
Name of Person Signing

Brian M. Davis
Signature

March 20, 2000
Date

Total number of pages including cover sheet, attachments, and document: 15

SCHEDULE "A"

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>ISSUED</u>
POLY SHIELD	645,257	5-14-57
PRESS LOC	1,076,987	11-8-77
CSD	1,163,779	8-4-81
CSD	1,187,627	1-26-82
CSD (Stylized)	1,992,957	8-13-96
CSD (Stylized)	2,098,051	9-16-97

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982720904
CONTROL NUMBER: 9801463
EFFECTIVE DATE: 09/30/1998
REFERENCE : 0077
PRINT DATE : 09/29/1998
FORM NUMBER : 411

ALSTON & BIRD
CHRISTINE E. BIELING
1201 WEST PEACHTREE ST.
ATLANTA GA 30309

CERTIFICATE OF MERGER

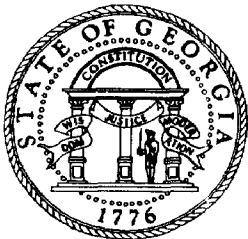
I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

PAC ONE, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

CSD ACQUISITION CORPORATION, A GEORGIA CORPORATION



Lewis A. Massey

LEWIS A. MASSEY
SECRETARY OF STATE

**CERTIFICATE OF MERGER OF
CSD ACQUISITION CORPORATION,
A GEORGIA CORPORATION,
WITH AND INTO PAC ONE, INC.,
A GEORGIA CORPORATION**

Pursuant to Section 14-2-1105(b) of the Georgia Business Corporation Code ("GBCC"), the domestic corporations herein named do hereby file the following certificate of merger:

1. Pursuant to an Agreement and Plan of Merger dated as of September 25, 1998 (the "Agreement and Plan of Merger"), at the effective time set forth in Paragraph 8 of this Certificate of Merger, CSD Acquisition Corporation, a Georgia corporation ("CSD"), will merge (the "Merger") with and into PAC One, Inc., a Georgia corporation ("PAC").
2. Pursuant to Section 14-2-1104 of the GBCC, shareholder approval of the Merger is not required because CSD is a wholly owned subsidiary of PAC.
3. PAC will be the surviving corporation resulting from the Merger ("the Surviving Corporation").
4. The articles of incorporation of the Surviving Corporation shall continue in full force and effect.
5. The executed Agreement and Plan of Merger is on file at 1633 Mt. Vernon Road, Dunwoody, Georgia 30338, the address of the principal place of business of the Surviving Corporation.
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of CSD.
7. The Board of Directors of CSD duly approved the merger by written consent on September 25, 1998. The Board of Directors of PAC approved the merger by written consent on September 25, 1998.
8. The merger will take effect on September 30, 1998.
9. The Surviving Corporation shall make the request for publication of a notice of filing this Certificate of Merger and payment therefor as required by Section 14-2-1105.1 of the Georgia Business Corporation Code.

AD982640.214

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of this 25th day of September, 1998.

CSD ACQUISITION CORPORATION
a Georgia corporation

By: Allen D Barnes
Name: Allen D. Barnes
Title: President

PAC ONE, INC.
a Georgia corporation

By: Allen D Barnes
Name: Allen D. Barnes
Title: President

AD982640.214

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of this 25th day of September, 1998.

CSD ACQUISITION CORPORATION
a Georgia corporation

By: Allen D. Barnes
Name: Allen D. Barnes
Title: President

PAC ONE, INC.
a Georgia corporation

By: Allen D. Barnes
Name: Allen D. Barnes
Title: President

SECRETARY OF STATE
SEP 29 3 49 PM '98

AD982640.214

The Fulton County Daily Report
190 Pryor Street, S.W.
Atlanta, Georgia 30303

Dear Sirs:

You are requested to publish, once a week for two consecutive weeks, commencing within ten days after your receipt of this letter, a notice in the following form:

"NOTICE OF MERGER

Notice is given that articles or a certificate of merger which will effect a merger by and between CSD Acquisition Corporation, a Georgia corporation, and PAC One, Inc., a Georgia corporation has been delivered to the Secretary of State of the State of Georgia for filing in accordance with the Georgia Business Corporation Code. The name of the surviving corporation in the merger is PAC One, Inc., a Georgia corporation. The address of the registered office and registered agent of such corporation is Sidney J. Nurkin, Esq., Alston & Bird LLP, 23rd floor, One Atlantic Center, 1201 W. Peachtree Street, N.W., Atlanta, Georgia 30309.

Enclosed is a check in the amount of \$40.00 in payment of the cost of publishing this notice.

Very truly yours,

PAC ONE, INC.

By: Allen D Barnes
Name: Allen D. Barnes
Title: President
Address: 1633 Mt. Vernon Road
Dunwoody, Georgia 30338

Dated: September 30, 1998

AD982640.214

**AGREEMENT
AND
PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of September 25, 1998 between PAC One, Inc. ("PAC"), a Georgia corporation, and CSD Acquisition Corporation ("CSD" and, together with PAC, the "Constituent Corporations"), a Georgia corporation and wholly-owned subsidiary of PAC, sets forth certain agreements in connection with the merger of CSD Acquisition Corporation with and into PAC (the "Merger").

WITNESSETH:

WHEREAS, as of the date hercof, CSD has authorized five hundred thousand (500,000) shares of Common Stock, no par value per share (each a share of "CSD Common Stock").

WHEREAS, as of the date hereof, there are one thousand (1,000) shares of CSD Common Stock issued and outstanding, all of which are owned by PAC.

WHEREAS, as of the date hereof, PAC has authorized ten thousand (10,000) shares of common stock, no par value per share ("PAC Common Stock").

WHEREAS, as of the date hereof, there are one thousand (2,100) shares of PAC Common Stock issued and outstanding, all of which are owned by Packaging Acquisition Corporation.

WHEREAS, the Board of Directors of PAC has approved this Agreement, the Merger and the other transactions contemplated hereby.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of the Merger, the method by which the Merger will be effected, the manner and basis of converting shares of CSD Common Stock into shares of PAC Common Stock, the manner of determining the effective date of the Merger and such other provisions as are deemed necessary or desirable, the parties hereto do hereby agree as follows:

ARTICLE I

THE MERGER

1.1 Upon the terms and subject to the conditions of this Agreement and in accordance with applicable law, on September 30, 1998 (the "Effective Time") CSD shall be merged with and into PAC and the separate existence of CSD shall thereupon cease. PAC shall be the surviving corporation in the Merger (hereinafter sometimes referred to as the "Surviving Corporation"), and the Surviving Corporation shall be a Georgia corporation and retain the name "PAC One, Inc."

1.2 At the Effective Time, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public and a private nature of each of the Constituent Corporations; all property, real, personal and mixed, tangible and intangible and all and every other interest of or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further action. The title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger.

1.3 The location of the principal office of the Surviving Corporation is 1633 Mt. Vernon Road, Dunwoody, Georgia 30338. The name and location of the registered agent of the Surviving Corporation is Sidney J. Nurkin, Esq., Alston & Bird LLP, One Atlantic Center, 1201 West Peachtree Street, Atlanta, Georgia 30309-3424, Fulton County.

1.4 The Merger shall be effective as of the Effective Time.

ARTICLE II

CERTIFICATE OF INCORPORATION, BYLAWS, DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION

2.1 The Articles of Incorporation of PAC in effect immediately prior to the Effective Time of the Merger shall be the Articles of Incorporation of the Surviving Corporation unless and until amended as provided by law and by such Articles of Incorporation.

2.2 The Bylaws of PAC in effect immediately prior to the Effective Time of the Merger shall be the Bylaws of the Surviving Corporation unless and until amended or repealed as provided by law, by the Articles of Incorporation of the Surviving Corporation and by such Bylaws.

2.3 The directors of PAC immediately prior to the Effective Time of the Merger shall be the directors of the Surviving Corporation, and the officers of PAC immediately prior to the Effective Time of the Merger shall be the officers of the Surviving Corporation, in both cases until their successors shall have been elected and shall qualify or until otherwise provided by law, by the Articles of Incorporation of the Surviving Corporation and by the Bylaws of the Surviving Corporation.

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES, OPTIONS AND WARRANTS OF THE SELLERS

3.1 At the Effective Time, by virtue of the Merger, each then outstanding share of CSD Common Stock will be automatically converted into one (1) share of fully-paid and non-assessable PAC Common Stock.

3.2 Notwithstanding any other provision of this Agreement, no certificate or scrip for fractional shares of PAC Common Stock shall be issued in the Merger, and any such fractional interest that may result from the Merger shall be disregarded and void *ab initio*.

3.3 Upon and after the Effective Time, all of the outstanding certificates which immediately prior thereto represented shares of CSD Common Stock or options for shares of CSD Common Stock shall be deemed, for all purposes, to evidence ownership of and to represent the shares of PAC Common Stock and shall be so registered on the books and records of the Surviving Corporation or its transfer agent. The registered holder of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to the Surviving Corporation or its transfer agent, have and be entitled to exercise any voting and other rights with respect to, and to receive any dividends and other distributions upon, the shares of PAC Common Stock evidenced by such outstanding certificate.

ARTICLE IV

FURTHER ACTIONS AND AGREEMENTS

If at any time after the Effective Time of the Merger the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of either Constituent Corporation acquired by the Surviving Corporation as a result of, or in connection with, the Merger or to otherwise carry out this Agreement, the officers and directors of the Surviving Corporation shall, and hereby are authorized to, execute and deliver, in the name and on behalf of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or to otherwise carry out this Agreement.

ARTICLE V

MISCELLANEOUS

5.1 For the convenience of the parties hereto and to facilitate the filing and recording of this Agreement, any number of counterparts hereof may be executed, and each such counterpart shall be deemed an original instrument and all of such counterparts shall constitute one document,

and the signature of any party to any counterpart shall be deemed a signature to, and may be appended to, any other counterpart.

5.2 This Agreement shall be governed by and construed in accordance with the laws of the State of Georgia.

5.3 The parties hereto, by resolution of their respective boards of directors, may amend, modify or supplement this Agreement, or waive the application of any provision hereof, provided that any such amendment, modification, supplement or waiver is in writing and signed by the parties hereto.

IN WITNESS WHEREOF, PAC and CSD have each caused this Agreement to be executed by its duly authorized officers and its corporate seal to be affixed hereto, as of the date first above written.

[SEAL]

PAC ONE, INC.,
a Georgia corporation

By: Allen D Barnes
Name: Allen D. Barnes
Title: President

ATTEST:

By: W C Beedingfield
Name: W C Beedingfield
Title: Secretary

[SEAL]

CSD ACQUISITION CORPORATION,
a Georgia corporation

By: Allen D Barnes
Name: Allen D. Barnes
Title: President

ATTEST:

By: W C Beedingfield
Name: W C Beedingfield
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a Georgia corporation

By: Allen D Barnes
Name: Allen D. Barnes
Title: President

ATTEST:

By: W C [Signature]
Name: W C [Signature]
Title: Secretary

[SEAL]

CSD ACQUISITION CORPORATION,
a Georgia corporation

By: Allen D Barnes
Name: Allen D. Barnes
Title: President

ATTEST:

By: W C [Signature]
Name: W C [Signature]
Title: Secretary

SEP 29 3 43 PM '98
SECRETARY OF STATE