

04/06/00

05-02-2000

FORM PTO-1618A

Expires 09/30/99
OMB 0651-0027



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

200 APR -6 PM 12:00
OPR/FINANCE

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
Effective Date
Month Day Year
- Merger
- 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)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

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: 002063 FRAME: 0789

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

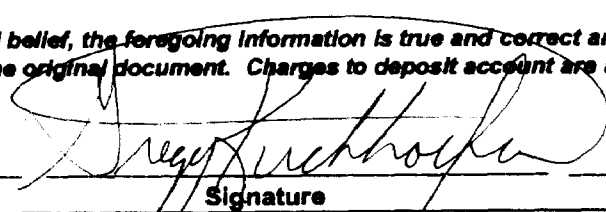
Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

Gregg Kirchhoefer
Name of Person Signing


Signature

3/27/00
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional 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

Enter Additional 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)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

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State of Delaware

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:

"INSTRUCTIONAL FAIR, INC.", A DELAWARE CORPORATION,
WITH AND INTO "IDEAL SCHOOL SUPPLY CORPORATION" UNDER THE NAME OF "IDEAL/INSTRUCTIONAL FAIR PUBLISHING GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.

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



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

Edward J. Freel, Secretary of State

2021102 8100M

AUTHENTICATION: 8838901

971449605

DATE: 12-29-97

TRADEMARK
REEL: 002063 FRAME: 0792

MERGING

INSTRUCTIONAL FAIR, INC.

INTO

IDEAL SCHOOL SUPPLY CORPORATION

Ideal School Supply Corporation, (hereinafter sometimes referred to as the "Corporation") a corporation organized and existing under the laws of the State of Delaware.

DOES HEREBY CERTIFY:

1. That the Corporation was incorporated on the 10th day of November, 1983 pursuant to the General Corporation Law of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of the stock of Instructional Fair, Inc., a corporation incorporated on the 2nd day of December, 1985, pursuant to the General Corporation Law of the State of Delaware.

3. The Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 24th day of December, 1997, determined to and did merge into itself said Instructional (collectively, the "Merger"), with a name change pursuant to the merger to Ideal/Instructional Fair Publishing Group, Inc.

4. The following is a copy of the resolutions adopted on December 24, 1997 by the board of directors of the Corporation to merge the said Instructional Fair, Inc. into the Corporation:

RESOLVED, that the Corporation merge, and it hereby does merge into itself, Instructional Fair, Inc. ("Instructional"); and,

FURTHER RESOLVED, that on the Effective Date (hereinafter defined), the separate existence of Instructional shall cease and Instructional shall be merged with and into the Corporation, the surviving corporation. The surviving corporation shall, from and after the Effective Date, possess all the rights, privileges, powers and franchises of whatsoever nature and description, of a public as well as of a private nature, and be subject to all the restrictions,

disabilities and duties of Instructional; all rights, privileges, powers and franchises of Instructional, and all property, real, personal and mixed, of and debts due to Instructional on whatever account including stock subscriptions and all other things in action or belonging to Instructional shall be vested in the surviving corporation; and all property, rights, privileges, powers and franchises, and all other interests of Instructional shall be thereafter the property of the surviving corporation and the title to and any real estate vested by deed or otherwise in Instructional shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of Instructional shall be preserved unimpaired, and all debts, liabilities and duties of Instructional shall thenceforth attach to the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against Instructional may be prosecuted to judgment or decree as if the Merger had not taken place, or the surviving corporation may be substituted in such action or proceeding; and,

FURTHER RESOLVED, that on the Effective Date (hereinafter defined), the name of the surviving corporation shall be changed to Ideal/Instructional Fair Publishing Group, Inc.; and,

FURTHER RESOLVED, that the preparation, execution and filing with the Delaware Secretary of State a Certificate of Ownership and Merger and the consummation of the transactions contemplated thereby be, and hereby are approved; and

FURTHER RESOLVED, that the merger shall become effective at the time of the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Date"); and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of the Corporation, to execute and deliver any and all other documents, and to do or cause to be done all acts as such officers may deem necessary or appropriate to effect the transactions contemplated by the Certificate of Ownership and Merger referred to above, without limitation, to effect the transfer of any real or personal property, all such acts, whether heretofore or

hereafter performed, that are in conformity with the intent of these resolutions being hereby ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, and under penalties of perjury, Ideal School Supply Corporation has caused this Certificate of Ownership and Merger to be signed by Crane H. Kenney, its Secretary, as of December 24, 1997, and the facts stated therein are true.

Ideal School Supply Corporation

By: Crane Kenney
Name: Crane H. Kenney
Title: Secretary

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

INSTRUCTIONAL FAIR, INC.

INTO

IDEAL SCHOOL SUPPLY CORPORATION

Ideal School Supply Corporation, (hereinafter sometimes referred to as the "Corporation") a corporation organized and existing under the laws of the State of Delaware.

DOES HEREBY CERTIFY:

1. That the Corporation was incorporated on the 10th day of November, 1983 pursuant to the General Corporation Law of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of the stock of Instructional Fair, Inc., a corporation incorporated on the 2nd day of December, 1985, pursuant to the General Corporation Law of the State of Delaware.

3. The Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 24th day of December, 1997, determined to and did merge into itself said Instructional (collectively, the "Merger"), with a name change pursuant to the merger to Ideal/Instructional Fair Publishing Group, Inc.

4. The following is a copy of the resolutions adopted on December 24, 1997 by the board of directors of the Corporation to merge the said Instructional Fair, Inc. into the Corporation:

RESOLVED, that the Corporation merge, and it hereby does merge into itself, Instructional Fair, Inc. ("Instructional"); and,

FURTHER RESOLVED, that on the Effective Date (hereinafter defined), the separate existence of Instructional shall cease and Instructional shall be merged with and into the Corporation, the surviving corporation. The surviving corporation shall, from and after the Effective Date, possess all the rights, privileges, powers and franchises of whatsoever nature and description, of a public as well as of a private nature, and be subject to all the restrictions,

disabilities and duties of Instructional; all rights, privileges, powers and franchises of Instructional, and all property, real, personal and mixed, of and debts due of Instructional on whatever account including stock subscriptions and all other things in action or belonging to Instructional shall be vested in the surviving corporation; and all property, rights, privileges, powers and franchises, and all other interests of Instructional shall be thereafter the property of the surviving corporation and the title to and any real estate vested by deed or otherwise in Instructional shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of Instructional shall be preserved unimpaired, and all debts, liabilities and duties of Instructional shall thenceforth attach to the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against Instructional may be prosecuted to judgment or decree as if the Merger had not taken place, or the surviving corporation may be substituted in such action or proceeding; and,

FURTHER RESOLVED, that on the Effective Date (hereinafter defined), the name of the surviving corporation shall be changed to Ideal/Instructional Fair Publishing Group, Inc.; and,

FURTHER RESOLVED, that the preparation, execution and filing with the Delaware Secretary of State a Certificate of Ownership and Merger and the consummation of the transactions contemplated thereby be, and hereby are approved; and


FURTHER RESOLVED, that the merger shall become effective at the time of the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Date"); and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of the Corporation, to execute and deliver any and all other documents, and to do or cause to be done all acts as such officers may deem necessary or appropriate to effect the transactions contemplated by the Certificate of Ownership and Merger referred to above, without limitation, to effect the transfer of any real or personal property, all such acts, whether heretofore or

hereafter performed, that are in conformity with the intent of these resolutions being hereby ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, and under penalties of perjury, Ideal School Supply Corporation has caused this Certificate of Ownership and Merger to be signed by Crane H. Kenney, its Secretary, as of December 24, 1997, and the facts stated therein are true.

Ideal School Supply Corporation

By: 
Name: Crane H. Kenney
Title: Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "IDEAL SCHOOL SUPPLY CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 1988, AT 1:01 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7960702

DATE:

05-24-96

TRADEMARK
REEL: 002063 FRAME: 0799

888181082 .

FILED

CERTIFICATE OF AMENDMENT OF RESTATED
CERTIFICATE OF INCORPORATION OF
IDEAL SCHOOL SUPPLY CORPORATION

JUN 29 1988

1:01 PM
[Signature]
SECRETARY OF STATE

Ideal School Supply Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That, by meeting of the Board of Directors of said corporation held on June 29, 1988, resolutions were duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing its officers to submit said amendment to the stockholder of said corporation for consideration thereof. The resolutions setting forth the proposed amendment is as follows:

RESOLVED, that the Fourth Article of the Restated Certificate of Incorporation of this corporation be amended to read as follows:

"FOURTH: The corporation is authorized to issue one class of shares designated 'Common Stock.' The number of shares of Common Stock authorized to be issued is one thousand (1,000) and the par value of each share shall be Ten Cents (\$.10)."

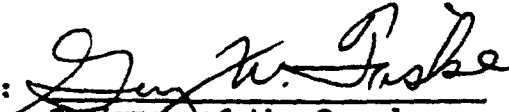
SECOND: That, thereafter, by written consent, the sole holder of all of the issued and outstanding shares of common stock of said corporation voted all of its shares in favor of the amendment.

THIRD: That said amendment was duly adopted in


accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Ideal School Supply Corporation has caused this certificate to be signed by its Chairman and attested by its Secretary as of this 29th day of June, 1988.

IDEAL SCHOOL SUPPLY CORPORATION

By: 
Chairman of the Board

ATTEST:


Secretary