

05-05-2000



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4-7-00

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

Change of Name

Other

Effective Date  
Month Day Year  
03 29 99

Conveying Party

Mark if additional names of conveying parties attached

Name  SmartStuff Development Corporation  Execution Date  
Month Day Year  
03 29 99

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization  Oregon Corporation

Receiving Party

Mark if additional names of receiving parties attached

Name  School Specialty, Inc.

DBA/KA/TA

Composed of

Address (line 1)  P.O. Box 1579

Address (line 2)

Address (line 3)  Appleton  Wisconsin, USA  54913  
City State/Country Zip Code

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  Delaware Corporation

05/04/2000 DNGUYEN 00000360 012704 75104751

FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 275.00 CH

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: 002066 FRAME: 0756

**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" value="75/104751"/>	<input type="text" value="75/610471"/>	<input type="text" value="75/620348"/>	<input type="text" value="1939206"/>	<input type="text" value="1968084"/>	<input type="text"/>
<input type="text" value="75/610473"/>	<input type="text" value="75/610470"/>	<input type="text"/>	<input type="text" value="1926732"/>	<input type="text" value="2014817"/>	<input type="text"/>
<input type="text" value="75/610472"/>	<input type="text" value="75/749781"/>	<input type="text"/>	<input type="text" value="2213162"/>	<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:

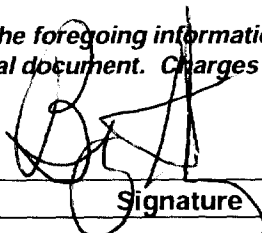
Yes  No

**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.

Benjamin H. Kaminash

Name of Person Signing



Signature

April 6, 2000

Date Signed

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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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:

"SMARTSTUFF DEVELOPMENT CORPORATION", A OREGON CORPORATION, WITH AND INTO "SCHOOL SPECIALTY, INC." UNDER THE NAME OF "SCHOOL SPECIALTY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MARCH, A.D. 1999, AT 4:30 O'CLOCK P.M.

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



Edward J. Freel, Secretary of State

2855558 8100M

AUTHENTICATION: 9660879

001124251

TRADEMARK

REEL: 002066 FRAME: 0758

**CERTIFICATE OF MERGER  
OF  
SMARTSTUFF DEVELOPMENT CORPORATION  
WITH AND INTO  
SCHOOL SPECIALTY, INC.**

SCHOOL SPECIALTY, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL"), as follows:

1. The names of the corporations proposing to merge are:

(i) SCHOOL SPECIALTY, INC., a Delaware corporation hereinafter referred to as "SSI" or the "Surviving Corporation;" and

(ii) SMARTSTUFF DEVELOPMENT CORPORATION, an Oregon corporation hereinafter referred to as "SmartStuff."

2. The Agreement and Plan of Merger setting forth the terms and conditions of the merger has been approved, adopted, certified, executed and acknowledged by the Board of Directors and a majority of the holders of the outstanding stock of SmartStuff in accordance with the Oregon Business Corporation Act.

3. The Agreement and Plan of Merger setting forth the terms and conditions of the merger has been approved, adopted, certified, executed and acknowledged by the Board of Directors of SSI in accordance with Sections 141, 251(f) and 252 of the DGCL. No SSI stockholder approval is required, pursuant to Section 251(f) of the DGCL. The conditions specified in the first sentence of Section 251(f) have been satisfied.

4. The name of the Surviving Corporation in the merger is School Specialty, Inc.

5. The Restated Certificate of Incorporation of SSI at the Effective Date (as defined below) of the merger shall be and remain the Certificate of Incorporation of the Surviving Corporation.

6. A copy of the Agreement and Plan of Merger by and between SmartStuff and SSI, setting forth the terms and conditions of the merger, is on file at the principal place of business of the Surviving Corporation located at 1000 North Bluemound Road, Appleton, Wisconsin 54914.

7. A copy of the Agreement and Plan of Merger by and between SmartStuff and SSI will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:30 PM 03/29/1999  
001124

TRADEMARK

REEL: 002066 FRAME: 0759

8. The authorized capital stock of SmartStuff is Fifteen Million (15,000,000) shares of voting common stock and Five Million (5,000,000) shares of preferred stock, both having a par value \$0.001 per share.

9. The Agreement and Plan of Merger between the aforesaid constituent corporations provides that the merger shall be effective as of 12:01 A.M. Pacific Time on March 29, 1999 (the "Effective Date").

IN WITNESS WHEREOF, School Specialty, Inc. has caused this Certificate of Merger to be executed as of the 29th day of March, 1999.

SCHOOL SPECIALTY, INC.

By: 

\_\_\_\_\_  
Daniel P. Spalding, Chief Executive Officer

MTW307136\_1.DOC



Phone: (503) 986-2200  
 Fax: (503) 378-4381

Secretary of State  
 Corporation Division  
 255 Capitol St. NE, Suite 151  
 Salem, OR 97310-1327

Articles of Merger

For office use only

Check the appropriate box below:

- BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION  
 (Complete only 1, 2, 3, 4, 10, 11)
- FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL  
 (Complete only 5, 6, 7, 8, 9, 10, 11)

**FILED**

**MAR 29 1999**

**OREGON  
 SECRETARY OF STATE**

Registry Number: \_\_\_\_\_

Attach Additional Sheet if Necessary  
 Please Type or Print Legibly in Black Ink

**BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION ONLY**

- 1) NAMES OF THE CORPORATIONS PROPOSING TO MERGE
- A. School Specialty, Inc., a Delaware corporation
- B. SmartStuff Development Corporation, an Oregon corporation

2) NAME OF THE SURVIVING CORPORATION School Specialty, Inc.

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED

4) CHECK THE APPROPRIATE STATEMENTS FOR CORPORATION A AND CORPORATION B BELOW.

**Corporation A**

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- Shareholder/membership approval was required. The vote was as follows:

If Corporation A is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

If Corporation A is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

**Corporation B**

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- Shareholder/membership approval was required. The membership vote was as follows:

If Corporation B is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
N/A	4,000,000	4,000,000	0

If Corporation B is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

**FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL**

5) NAME OF PARENT CORPORATION Not Applicable

Oregon Registry Number \_\_\_\_\_

6) NAME OF SUBSIDIARY CORPORATION Not Applicable

Oregon Registry Number \_\_\_\_\_

7) NAME OF SURVIVING CORPORATION \_\_\_\_\_

8) COPY OF PLAN

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

- A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before \_\_\_\_\_ 19 \_\_\_\_
- The making of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Printed Name

Daniel P. Spalding

Signature

Title

Chief Executive Officer

11) CONTACT NAME

Joseph F. Franzol, IV

DAYTIME PHONE NUMBER

(920) 725-3916

**FEES**

Make check for \$10 payable to "Corporation Division."

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

April 7, 2000

*Via Express Mail*

Commissioner of Patents  
and Trademarks  
Box Assignments  
Washington, D.C. 20231


Re: Recordation of Merger

Dear Sir/Madam:

Enclosed for recording is a recordation of merger between SmartStuff Development Corporation and School Specialty, Inc. The Recordation Form Cover Sheet is also enclosed.

Please deduct the \$315.00 recording fee, and any other additional fees that may be required, from Deposit Account No. 01-2704. A copy of this letter is enclosed.

Very truly yours,



Marlene Elser  
Paralegal to Benjamin H. Kaminash

Enclosures

4991/1/AEU/000100-0064

P O R T L A N D

S E A T T L E

RECORDED: 04/07/2000

TRADEMARK  
REEL: 002066 FRAME: 0762