

09-21-2000

RECORDATION



101464069

ached original documents or copy thereof.

To the Commissioner of P:

1. Name of conveying party(ies):

Bryn Mawr Corporation

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

Additional name(s) of conveying party(ies) attached?

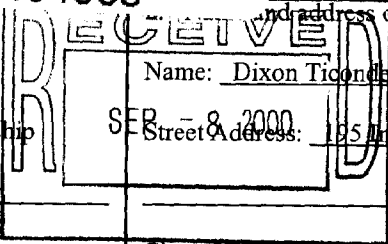
- Yes
- No

Name and address of receiving party(ies):

Name: Dixon Ticonderoga Company

Street Address: 195 International Parkway

City: Heathrow State FL ZIP 32746



3. Nature of conveyance:

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

9-8-00

Execution Date: October 5, 1983

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

134,928; 381,458

Additional numbers attached?

- Yes
- No

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

Name: Dominick A. Conde, Esq.
 Nicole E. Miller, Esq.
 Fitzpatrick, Cella, Harper & Scinto
 30 Rockefeller Plaza
 New York, New York 10112-3801

Telephone No.: (212) 218-2100

Facsimile No.: (212) 218-2200

6. Number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): . . . \$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number - Please charge any underpayments or overpayments to
 Deposit Account No. 06-1205

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

09/19/2000 NTHAIL 00000419 134928

DO NOT USE THIS SPACE

Statement and signature. 40.00 OP
 FC:481 25.00 OP
 FC:482

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.

Nicole E. Miller
 Name of Person Signing

September 6, 2000
 Date

Total number of pages including cover sheet, attachments, and documents:

CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION
OF BRYN MAWR CORPORATION
SECRETARY OF STATE

The undersigned Chairman of the Board of Directors of BRYN MAWR CORPORATION, a Delaware corporation (the "Corporation"), hereby certifies that the Corporation's Board of Directors by unanimous written consent duly adopted the following amendments to the Corporation's Certificate of Incorporation as advisable and in the best interests of the Corporation, that the amendments were duly proposed to the Stockholders, and that the amendments were duly adopted by a vote of the Stockholders at the Annual Meeting of Stockholders on September 21, 1983, all in accordance with the provisions of Sections 222 and 242 of the Delaware General Corporation Law:

FIRST: That the name of the Corporation be changed to "Dixon Ticonderoga Company".

SECOND: That Article NINTH of the Corporation's Certificate of Incorporation be amended to read in its entirety as follows:

A. The property, business and affairs of the corporation shall be managed and controlled by the Board of Directors. The number of directors of the corporation (exclusive of directors to be elected by the holders of any one or more series of Preferred Stock voting separately as a class or classes) shall not be less than three nor more than fifteen, the exact number of directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the whole Board of Directors or of a majority of shareholders. As used in this Article NINTH, the term "whole Board" means the total number of directors which the corporation would have if there were no vacancies.

B. Notwithstanding any other provisions of this Certificate of Incorporation or the By-Laws



Office of Secretary of State

I, GLENN C. KENTON, 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 BRYN MAWR CORPORATION FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1983, AT 3:31 O'CLOCK P.M.

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Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10083007
DATE: 10/05/1983

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