

10-26-2000



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ER SHEET
LY

To the Honorable Commissioner thereof.

Record the attached original documents or copy

1. Name of conveying party(ies): 10-11-00
Big Flower Press, Inc.

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

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

2. Name and address of receiving party(ies):

Name: Big Flower Press Holdings, Inc.

Internal Address: _____

Street Address: 3 East 54th Street

City: New York State: NY ZIP: 10022

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

3. Nature of conveyance

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 28, 1995

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) & addresses attached? Yes No

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

Trademark Application No.(s) _____

Additional numbers attached? Yes No

B. Trademark Registration No.(s) 2,075,502 and 2,089,007

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

Name: Miriam Drickman Trudell, Esq.

Internal Address: SHERIDAN ROSS P.C.
Suite 1200

Street Address: 1560 Broadway

City: Denver State: CO ZIP: 80202-5141

6. Total 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: 19-1970
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Miriam Drickman Trudell
Name of person signing

Miriam Drickman Trudell
Signature

10/5/00
Date

Total number of pages including cover sheet, attachments and document: 7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO COMMISSIONER FOR PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, DC 20231 ON October 5, 2000

SHERIDAN ROSS P.C.

BY: Jennifer K. Hame

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 OWNERSHIP, WHICH MERGES:

"BIG FLOWER PRESS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BIG FLOWER PRESS HOLDINGS, INC." UNDER THE NAME OF "BIG FLOWER PRESS HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 1995, AT 10:20 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0629049

DATE: 08-21-00

TRADEMARK
REEL: 002161 FRAME: 0984

CERTIFICATE OF OWNERSHIP AND MERGER

MERCING

BIG FLOWER PRESS, INC.

WITH AND INTO

BIG FLOWER PRESS HOLDINGS, INC.

(Pursuant to Section 253 of the General
Corporation Law of the State of Delaware)BIG FLOWER PRESS HOLDINGS, INC., a Delaware
corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to
the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns more than ninety
percent of the outstanding shares of each class of the
capital stock of Big Flower Press, Inc., a Delaware
corporation ("Big Flower").

THIRD: That the name of the corporation surviving the
merger is "Big Flower Press Holdings, Inc."

FOURTH: That the Corporation by resolutions (a true copy
of which is attached hereto as Exhibit A) of the Board of
Directors duly adopted at a meeting held on November 10,
1995, determined, among other things, to merge Big Flower
with and into the Corporation upon the terms and subject
to the conditions set forth in such resolutions (the
"Merger"). Such resolutions have not been modified or
rescinded and are in full force and effect on the date
hereof.

FIFTH: That the Merger shall be effective on the date
this Certificate of Ownership and Merger is filed.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be executed in its corporate name by its Chairman, on this 28th day of November, 1995.

BIG FLOWER PRESS HOLDINGS, INC.

By: /s/ Theodore Ammon
Theodore Ammon
Chairman

EXHIBIT A

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING BIG FLOWER PRESS, INC.
WITH AND INTO BIG FLOWER PRESS HOLDINGS, INC.

CERTIFIED RESOLUTION

OF

BIG FLOWER PRESS HOLDINGS, INC.
(hereinafter referred to as
the "Corporation")

* * *

WHEREAS, the Board of Directors deems it desirable and in the best interests of the Corporation and its stockholders to merge Big Flower Press, Inc., a subsidiary of the Corporation ("Big Flower"), with and into the Corporation simultaneously with the consummation of the Offerings;

* * *

RESOLVED, that upon consummation of the transactions contemplated by the Preferred Stock Purchase Agreement (as defined below), the Corporation will own all of the capital stock of Big Flower;

FURTHER RESOLVED, that, upon the consummation of the transactions contemplated by the Preferred Stock Purchase Agreement, Big Flower be merged with and into the Corporation, whereby the Corporation shall remain as the surviving corporation (the "Surviving Corporation") and the separate existence of Big Flower shall cease (the "Merger");

FURTHER RESOLVED, that in the Merger each issued and outstanding share of common stock, par value \$.01 per share, of Big Flower held by the Corporation or in treasury shall be cancelled and cease to exist;

FURTHER RESOLVED, that each issued and outstanding share of Common Stock shall, at the time of the

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Merger, be converted into one share of common stock, par value \$.01 per share, of the Surviving Corporation;

FURTHER RESOLVED, that each issued and outstanding share of Class B Stock shall, at the time of the Merger, be converted into one share of Class B common stock, par value \$.01 per share, of the Surviving Corporation; and

FURTHER RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take all such further actions, including, but not limited to, the preparation, execution, acknowledgement, delivery and filing of such further agreements, documents and certificates, and making all such payments, including fees and expenses, as in the judgement of such officer or officers shall be necessary, desirable or appropriate to carry out and effectuate the intent of the foregoing resolutions, including the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware in connection therewith.

* * *

RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation and in its name, to execute and deliver any and all certificates, agreements and other documents, to take, or cause to be taken, any and all steps and to do any and all acts and things, and to pay, or cause to be paid, all such fees and expenses which they, or any of them, may determine to be necessary, advisable or appropriate in order to effectuate the purposes of each and all of the foregoing resolutions, with the execution of any such document or the taking of any such action conclusively evidencing such determination; and

FURTHER RESOLVED, that all acts and things heretofore done by any of such officers or by any employees or agents of the Corporation, on or prior to the date of the adoption of the foregoing resolutions, in connection with the transactions contemplated by such resolutions be, and the same hereby are, in all respects ratified, confirmed, approved and adopted as acts on behalf of the Corporation.