

11-08-2000

TRADEMARKS ONLY

TRADEMARKS ONLY

10-23-00

To the Honorable Con
Please record the attach



101510261

1. Name of Party(ies) conveying an interest:

2. Name and

AHP Acquisition Co. (merged into
Universal Converter, Inc., a Wisconsin corporation)
Entity:

Name: Associated Hygienic Products Inc.
Address: 205 East Highland Drive
P.O. Box 967
Oconto Falls, Wisconsin 94154

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

- Entity:
- Individual(s) Association
- Corporation-State General Partnership Limited Partnership
- Other: Company

3. Interest Conveyed:

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

Citizenship: Wisconsin

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(The attached document must not be an assignment)

Execution Date
March 28, 1997
April 14, 1997 (amendment)

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

RN 1,564,376
RN 1,474,978
RN 1,356,579
RN 1,953,701

5. Please mail documents back to:

6. Number of applications and registrations involved: 4

Calendar/Docketing Dept.
Pillsbury Madison & Sutro LLP
Post Office Box 7880
San Francisco, CA 94120

7. Amount of fee enclosed: \$ 115.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 27094-000-0008/CAT/RLT.

DO NOT USE THIS SPACE

01 01/2000 00000000 00000142 1564376

01 FC:481 40.00 DP
02 FC:482 75.00 DP

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.

Cydney Tune

Signature

Total number of pages including cover
sheet, attachments and document.
(excluding duplicate cover sheet) 10

Attorney: Cydney A. Tune
Date: October 18, 2000
Atty/Sec: _____

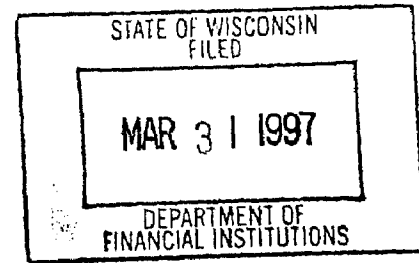
Tel: (415) 983-6443
Fax: (415) 983-1200

RECEIVED

MAR 28 1997

WISCONSIN
DFI

ARTICLES OF MERGER
OF
AHP ACQUISITION CO.
INTO
UNIVERSAL CONVERTER, INC.



The undersigned, AHP ACQUISITION CO., a Wisconsin corporation, and UNIVERSAL CONVERTER, INC., a Wisconsin Corporation, each desire to give notice of corporate action effecting the merger of AHP ACQUISITION CO. into UNIVERSAL CONVERTER, INC., and acting by their respective officers and pursuant to Section 180.1105 of the Wisconsin Business Corporation Law, hereby certify, each with respect to the facts and acts relating to it, the following:

1. Plan of Merger.

(a) The surviving corporation shall be UNIVERSAL CONVERTER, INC. and it shall be governed by the laws of the State of Wisconsin.

(b) The terms and conditions of the merger, the manner and basis of exchanging shares of each corporation into shares and cash, and other provisions relating to the merger are set forth in the Merger Plan which is attached as Addendum A hereto and which is incorporated herein by reference.

2. Approval of Merger Plan. The Merger Plan has been adopted and approved by the respective boards of directors and approved by the respective shareholders of AHP ACQUISITION CO. and UNIVERSAL CONVERTER, INC. in accordance with Section 180.1103 of the Wisconsin Business Corporation Law.

3. Effective Time. The merger shall be effective upon the receipt of these Articles of Merger by the State of Wisconsin Department of Financial Institutions.

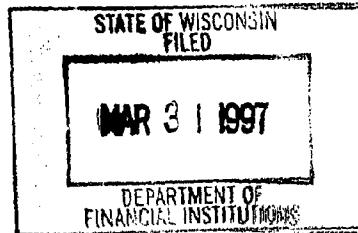
IN WITNESS WHEREOF, each of the parties hereto has caused these Articles of Merger to be executed on its behalf by its respective duly authorized officers, this 28th day of March, 1997.

AHP ACQUISITION CO.

By: *Peter Chang*
Peter Chang, President

UNIVERSAL CONVERTER, INC.

By: *Ursula Rathie*
Ursula Rathie, Chairperson of the Board
and Vice President



This document was drafted by:

Guri Ademi, Esq.
Quarles & Brady
411 E. Wisconsin Avenue
Milwaukee, WI 53202

MERGER PLAN

THIS Merger Plan (this "Agreement") is made as of March 28, 1997, by and between AHP ACQUISITION CO., a Wisconsin corporation ("Acquisition Co."), and UNIVERSAL CONVERTER, INC., a Wisconsin corporation ("Company").

RECITALS

A. Acquisition Co., the Company, and Associated Hygienic Products, LLC, a Wyoming limited liability company, are parties to an Agreement and Plan of Merger, dated as of March 28, 1997 (the "Merger Agreement"), providing for, among other things, the merger of Acquisition Co. with and into the Company (the "Merger").

B. The respective boards of directors of Acquisition Co. and the Company have determined that the Merger is advisable and generally to the advantage and welfare of Acquisition Co. and the Company and the respective shareholders of Acquisition Co. and the Company, and, by resolutions duly adopted, have approved the Merger, the Merger Agreement, this Agreement, and the transactions contemplated thereby.

C. The respective shareholders of Acquisition Co. and the Company, by resolutions duly adopted, have approved the Merger, the Merger Agreement, this Agreement, and the transactions contemplated thereby.

NOW THEREFORE, in consideration of the Recitals and of the mutual provisions, agreements and covenants herein contained, Acquisition Co. and the Company hereby agree as follows:

1. The Merger. At the Effective Time, Acquisition Co. shall be merged with and into the Company which shall be the surviving corporation pursuant to the provisions of the Wisconsin Business Corporation Law (the "Surviving Corporation").

2. Effective Time. Upon the receipt of the Articles of Merger by the Wisconsin Department of Financial Institutions, the Merger shall be effective and the date and time of the receipt of the Articles of Merger shall be the "Effective Time" as that term is used herein.

3. Effect of Merger. At the Effective Time, the corporate identity, existence, purposes, powers, franchises, rights and immunities of the Company shall continue in the Surviving Corporation unaffected and unimpaired by the Merger and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Acquisition Co. shall be merged into the Surviving Corporation and the Surviving Corporation shall

be fully vested therewith. The separate existence of Acquisition Co., except insofar as otherwise specifically provided by law, shall cease at the Effective Time whereupon Acquisition Co. and the Surviving Corporation shall be and become one single corporation.

4. Directors and Officers. The officers and directors of Acquisition Co. in office immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation and shall hold their respective positions from and after the Effective Time until their successors have been appointed or elected and qualified.

5. Articles of Incorporation; Bylaws. The Restated Articles of Incorporation of the Company shall be amended and restated, and as amended and restated the Amended and Restated Articles of Incorporation of the Surviving Corporation, to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNIVERSAL CONVERTER, INC.**

The following Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Restated Articles of Incorporation and any amendments thereto:

**ARTICLE I
Name**

The name of the corporation is UNIVERSAL CONVERTER, INC.

**ARTICLE II
Purposes**

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the WBCL.

**ARTICLE III
Capital Stock**

The aggregate number of shares which the corporation shall have authority to issue is Nine Thousand (9,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE IV
Preemptive Rights

No holder of any stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares.

ARTICLE V
Registered Office and Agent

The address of the initial registered office of the corporation is 411 East Wisconsin Avenue, Suite 2550, Milwaukee, Wisconsin 53202-4497 and the name of its initial registered agent at such address is Lawdock, Inc.

* * * * *

The Bylaws of the Company shall be amended and restated and such Amended and Restated Bylaws as of the Effective Time shall be the Bylaws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

6. Effect on Shares. The manner of exchanging shares of capital stock of the Company issued and outstanding immediately prior to the Effective Time for cash to be distributed to the holders of capital stock of the Company and converting shares of common stock of Acquisition Co. issued and outstanding immediately prior to the Effective Time into shares of common stock of the Company shall be as follows:

(a) As of the Effective Time, by virtue of the Merger and without any action of either Acquisition Co. or the Company or any of the shareholders thereof, each outstanding share of Common Stock of Acquisition Co., \$1.00 par value, shall be converted into one share of Common Stock, \$1.00 par value, of the Surviving Corporation.

(b) As of the Effective Time, by virtue of the Merger and without any action of either Acquisition Co. or the Company or any of the shareholders thereof each share of Class A Common Stock of the Company, no par value, issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive an amount in cash equal to the Merger Consideration as provided in Section 3.1 of the Merger Agreement; and each share of Class B Common Stock of the Company, no par value, issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive an amount in cash equal to the Merger Consideration as provided in Section 3.1 of the Merger Agreement.

For purposes hereof, "Merger Consideration" shall mean \$68.75.

7. Abandonment. The Merger may be abandoned as provided in Article IX of the Merger Agreement at any time prior to the Effective Time in which case the Merger Agreement and this Agreement shall be void and of no further force and effect.

8. Miscellaneous. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Wisconsin. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which counterparts together constitute a single instrument.

IN WITNESS WHEREOF, this Agreement has been executed by duly authorized officers of the parties hereto on the date first above written.

AHP ACQUISITION CO.

By: *Peter Chang*
Peter Chang, President

UNIVERSAL CONVERTER, INC.

By: *Ursula Rathie*
Ursula Rathie, Chairperson of the
Board, Vice President

This document was drafted by:

Guri Ademi, Esq.
Quarles & Brady
411 East Wisconsin Avenue
Milwaukee, WI 53202-4497

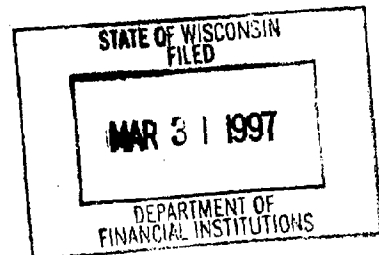


EXHIBIT C
TO DISCLOSURE SCHEDULE

UNIVERSAL CONVERTER, INC. TRADEMARK REGISTRATIONS AND APPLICATIONS

MARK	OUR FILE NO.	APPLICATION NO.	APPLICATION DATE	REGISTRATION NO.	REGISTRATION DATE	STATUS
BABY'S CHOICE (U.S.)	001730-0001	73/538,344	05/17/85	1,564,376	11/07/89	Registered-Renewal due 11/07/09
PRIMA (U.S.)	001730-0005	73/670,005	06/25/87	1,474,978	02/02/88	Registered-Renewal due 02/02/08
REFRESH (U.S.)	001730-0010	73/770,486	12/19/88	1,592,710	04/24/90	Abandoned 10/28/96
DARLINGS (U.S.)	001730-0017	74/092,717	08/30/90			Abandoned 09/17/91
CUDDLES Stylized (U.S.)	001730-0018	73/520,573	02/04/85	1,356,579	08/27/85	Registered-Renewal due 08/27/05
PRIMA (U.S.)	001730-0025	74/213,027	10/11/91			Abandoned 08/27/92
PRIMACARE (U.S.)	001730-0026	74/213,028	10/11/91			Abandoned 08/27/92
OPTIMACARE (U.S.)	001730-0027	74/215,114	10/22/91			Abandoned-08/27/92
BABY'S CHOICE (Mexico)	001730-0028	128497	12/09/91			Abandoned
CUDDLES (Stylized) (Mexico)	001730-0029	128,496	12/09/91	418,428	12/09/91	Registered-Renewal due 12/09/01
BABY'S CHOICE (Bahamas)	001730-0032	15437/15438	09/03/92	15437/15438	09/03/92	Registered-Renewal due 09/30/06
MAGIC STARS (U.S.)	001730-0033	74/513,697	04/18/94	1,953,701	01/30/96	Registered-Declaration of Use due between 01/30/01 and 01/30/02
MAGIC STARS and Design (U.S.)	001730-0034	74/556,540	08/01/94			Abandoned-02/23/96
CONFIDE (U.S.)		73/670,004	06/25/87			Abandoned 03/22/90
CUDDLES Stylized (Wisconsin State)					12/12/84	Registered-Renewal due 12/12/04
BABY'S CHOICE Stylized (Wisconsin State)					12/12/84	Registered-Renewal due 12/12/04
SNUGGLES Stylized (Wisconsin State)					05/30/84	Registered-Renewal due 05/30/04

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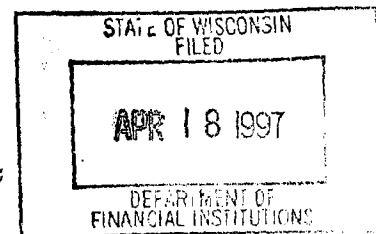
AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNIVERSAL CONVERTER, INC.

Pursuant to the consent of the shareholders and Board of Directors of Universal Converter, Inc. and in accordance with Section 180.1003 of the Wisconsin Statutes, the following resolutions were duly adopted on April 8, 1997:

BE IT RESOLVED, that the Amended and Restated Articles of Incorporation of Universal Converter, Inc. be, and they hereby are, amended by deleting Article I thereof and inserting in its place the following:

ARTICLE I
Name

The name of the corporation is "Associated Hygienic Products Inc."



BE IT FURTHER RESOLVED, that the Amended and Restated Articles of Incorporation of Universal Converter, Inc. be, and they hereby are, amended by deleting Article V thereof and inserting in its place the following:

ARTICLE V
Registered Office and Agent

The address of the initial registered office of the corporation is 333 Main Street, Suite 600, Green Bay, Wisconsin 54301 and the name of its initial registered agent as such address is William J. Plummer.

Executed in duplicate as of the 9th day of April, 1997.

UNIVERSAL CONVERTER, INC.

By: *Peter Chang*
Peter Chang, President

This instrument was drafted by:
William J. Plummer
Godfrey & Kahn, S.C.
333 Main Street, Suite 600
P. O. Box 13067
Green Bay, WI 54307-3067

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