

"D"

RECC

12-12-2000

IEET

Tab settings

11-27-00



To the Honorable Commissioner of Patents

101546623

11-27-2000

U.S. Patent & Trademark Office

1. Name of conveying party(ies):

CPS Corporation of Delaware

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

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

3. Nature of conveyance:

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

Execution Date: July 13, 2000

2. Name and address:

Name: CPS Corporation of Delaware, Inc.

Internal Address:

Street Address: 1715 Columbia Highway

City: Franklin State: TN ZIP: 37064

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

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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/824,162

B. Trademark Registration No.(s)

1894086 2168281 1368946 2397729
1878661 2205039 1200025
2117926 1489319 2025956
2250040 1446591 1963890

Additional numbers attached? Yes No

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

Name: Joanne McMahan

Internal Address: Legal Dept.

Street Address: American Greetings

One American Road

City: Cleveland State: Ohio ZIP: 44144

6. Total number of applications and registrations involved:

14

7. Total fee (37 CFR 3.41): \$365.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

01-1410

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

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 325.00 CH

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.

Joanne McMahan
Name of Person Signing

Signature

November 21, 2000
Date

Total number of pages including cover sheet, attachments, and document: 5

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 MERGER, WHICH MERGES:

"CPS CORPORATION OF DELAWARE", A DELAWARE CORPORATION, WITH AND INTO "CPS MERGER SUB INC." UNDER THE NAME OF "CPS CORPORATION OF DELAWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF JULY, A.D. 2000, AT 3:30 O'CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

3226647 8100M

001355768

AUTHENTICATION: 0557589

DATE: 07-13-00

TRADEMARK  
REEL: 002193 FRAME: 0058

**CERTIFICATE OF MERGER  
OF  
CPS CORPORATION OF DELAWARE  
a Delaware Corporation  
INTO  
CPS MERGER SUB INC.  
a Delaware corporation**

The undersigned corporation, pursuant to Section 251 of the Delaware General Corporation Law, for the purpose of merging CPS Corporation of Delaware, a Delaware corporation ("CPS"), into CPS Merger Sub Inc., a Delaware corporation (the "Surviving Corporation"), which is the surviving corporation in such merger, (together hereinafter the "Constituent Corporations") hereby certifies the following:

1. An Agreement and Plan of Merger by and among the Constituent Corporations and others has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the Delaware General Corporation Law. The Agreement and Plan of Merger was adopted by unanimous written consent of the holders of all of the outstanding stock of each of the Constituent Corporations entitled to vote, in accordance with provisions of Section 228 of the Delaware General Corporation Law.

2. The name of the Surviving Corporation is CPS Merger Sub Inc. and it shall be governed by the laws of the State of Delaware. The Certificate of Incorporation of the Surviving Corporation shall be amended as follows:

The first article of the Certificate of Incorporation shall be amended in its entirety to read as follows:

FIRST. The name of this corporation shall be:

**CPS Corporation of Delaware, Inc.**

3. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, 1715 Columbia Highway, Franklin, Tennessee 37064.

4. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

5. The effective date and time of the merger shall be upon filing of the Certificate of Merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed as of the 13<sup>th</sup> day of JULY, 2000.

CPS MERGER SUB INC.  
A Delaware corporation

By: 

Title: PRESIDENT

ERWIN WEISS