

12-28-2000

1 SHEET
ONLY



101564193

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
CROSS COUNTRY PAPER PRODUCTS CORP.

M/A 12.8.00

Individual(s)
 General Partnership
 Corporation-State
 Other

Association
 Limited Partnership

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

2. Name and address of receiving party(ies):
 Name: CROSSTEX INTERNATIONAL, INC.
 Internal Address: _____
 Street Address: 10 RANICK ROAD
 City: HAUPPAUGE State: NY ZIP: 11788

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 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

3. Nature of conveyance:
 Assignment
 Security Agreement
 Other

Merger
 Change of Name

Execution Date: Feb. 3, 2000

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75/764,010 75/743,241
75/508,058 75/731,656
75/592,355 75/748,933
75/717,579 75/748,933
75/717,580

Additional numbers attached? Yes No

B. Trademark registration No.(s)
See attached.

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Myron Amer, P.C.
 Internal Address: _____
 Street Address: 114 Old Country Road
 City: Mineola State: NY ZIP: 11501

6. Total number of applications and registrations involved: 43

7. Total fee (37 CFR 3.41):..... \$ 1,090.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

12/26/2000 6TON11 00000110 75764010
01 FC:481 40.00 DP
02 FC:482 1050.00 DP

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.

Myron Amer
 Name of Person Signing

Myron Amer
 Signature

12/4/00
 Date

Total number of pages comprising cover sheet: 10

Reg. No.
1,844,283
1,906,881
1,896,078
1,905,451
1,975,458
2,025,939
2,019,848
2,012,828
2,009,138
2,021,438
2,051,598
2,006,312
2,080,281
2,143,277
2,052,671
2,057,463
2,133,318
2,113,700
2,065,201
2,099,087
2,104,991
2,129,930
2,110,530
2,103,000

2,158,158
2,177,331
2,153,024
2,290,506
2,289,935
2,365,078
2,369,241
2,360,834
2,327,775
1,458,201



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RUSKIN, MOSCOU, EVANS & FALTS
170 OLD COUNTRY ROAD
MINEOLA, NY 11501

February 10, 2000
Account #4539-AC
Order #A79199-1

Attention: MICHELLE WALTZ
(516) 663-6524

Re: CROSSTEX INTERNATIONAL, INC.
F/K/A CROSS COUNTRY PAPER PRODUCTS CORP.

At your request, Intercounty has performed a filing of:

DEPARTMENT OF STATE, NY (Filing of RESTATED CERTIFICATE OF INCORPORATION)

Attached, please find official evidence of the Filing of
RESTATED CERTIFICATE OF INCORPORATION for CROSSTEX
INTERNATIONAL, INC. F/K/A CROSS COUNTRY PAPER PRODUCTS
CORP. as filed with NY, DEPARTMENT OF STATE ON 02/08/2000.

We have provided you with a certified copy of the
official evidence of filing for the above referenced
entity.

We guarantee our information to be as accurate as Reasonable Care can make it. However, the ultimate responsibility for
maintaining the files rests with the Filing Officer and we will accept no liability beyond the exercise of Reasonable Care.
(TMM)

111 Washington Avenue • Albany, NY 12210
Tel: (518) 434-0273 • (800) 342-3676 • Fax: (518) 434-1521
www.intercountyclearance.com

TRADEMARK
REEL: 002201 FRAME: 0522

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: CROSSTEX INTERNATIONAL, INC.

DOCUMENT TYPE: CERTIFICATE OF AMENDMENT (DOM. BUS.)
PROCESS NAME PROVISIONS

COUNTY: SUFF

SERVICE COMPANY: INTERCOUNTY CLEARANCE CORP.

SERVICE CODE: 18

FILED:02/08/2000 DURATION:***** CASH#:000208000527 FILM #:000208000509

ADDRESS FOR PROCESS

RUSKIN, MOSCOU, EVANS & FALTISCHEK, P.C.
ATTN: IRVIN BRUM, ESQ.
MINEOLA, NY 11501

170 OLD COUNTRY ROAD

REGISTERED AGENT



FILER	FEES		PAYMENTS	
		145.00		145.00
	FILING	60.00	CASH	0.00
	TAX	0.00	CHECK	0.00
	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	145.00
	HANDLING	75.00	BILLED	0.00
			REFUND	0.00

RUSKIN MOSCOU EVANS FALTISCHEK, P.C.
170 OLD COUNTRY ROAD
MINEOLA, NY 11501

DOS-1025 (11/89)

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

FEB 10 2000



Special Deputy Secretary of State

DOS-1266 (5/96)

** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

FILER	FEES	PAYMENTS
RUSKIN MOSCOU EVANS FALTISCHEK, P/C	45.00	45.00
170 OLD COUNTRY ROAD		
MINEOLA, NY 11501-4366		
	FILING 20.00	CASH 0.00
	TAX 0.00	CHECK 0.00
	CERT 0.00	CHARGE 0.00
	COPIES 0.00	DRAWDOWN 45.00
	HANDLING 25.00	BILLED 0.00
		REFUND 0.00

DOS-1025 (11/89)

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

F0002080005

OF

CROSS COUNTRY PAPER PRODUCTS CORP.

[Under Section 807 of the Business Corporation Law]

1. The name of the corporation is CROSS COUNTRY PAPER PRODUCTS CORP. (the "Corporation"). The name of the corporation when it was originally formed was "ADC MERGING CORP."

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on January 24, 1990 and a Certificate of Amendment of the Certificate of Incorporation was filed with the Department of State on May 22, 1996 changing the name of the Corporation to "CROSS COUNTRY PAPER PRODUCTS CORP."

3. The Certificate of Incorporation is amended as follows:

A. Deleting in its entirety Article FIRST and replacing the same with a new Article FIRST to reflect the change in the name of the Corporation to CROSSTEX INTERNATIONAL, INC.

B. Adding a provision permitting the shareholders of the Corporation to act by written consent signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

C. Changing the service of process address from Cross Country Paper Products, 10 Ranick Road, Hauppauge, New York 11788 to Ruskin, Moscou, Evans & Faltischek, P.C. 170 Old Country Road, Mineola, New York 11501 Attn: Irvin Brum, Esq.

4. The amendments to the Certificate of Incorporation of the Corporation set forth in Sections 3A and B above were authorized in accordance with Section 803(a) of the Business Corporation Law of the State of New York (the "BCL"), by unanimous written consent of the Board of Directors pursuant to Section 708(b) of the BCL, and by majority vote at a meeting of the holders of all outstanding shares entitled to vote thereon pursuant to Section 614(b) of the BCL. The change in the address for service of process was authorized in accordance with Section 803(b) of the BCL, by unanimous written consent of the Board of Directors pursuant to Section 708(b) of the BCL.

5. The text of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

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Intercounty - 18

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DRAWDOWN

FIRST: The name of the corporation is CROSSTEX INTERNATIONAL, INC.

SECOND: The nature of the business and the purpose to be conducted and promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the BCL and it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The office of the Corporation is to be located in the County of Suffolk, State of New York.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is Five Hundred Thousand (500,000) shares, all of which are to be shares of one class, designated as Common Stock, \$.01 par value.

FIFTH: The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

Ruskin, Moscou, Evans & Faltischek, P.C.
170 Old Country Road
Mineola, New York 11501
Attention: Irvin Brum, Esq.

SIXTH: The duration of the Corporation is to be perpetual.

SEVENTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of any class of the Corporation, and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, for such lawful consideration and on such terms as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder. Without limiting the generality of the foregoing stated denial of any and all preemptive rights, no holder of shares of any class of the Corporation shall have preemptive rights in respect of the matters, proceedings or transactions specified in subparagraphs (1) to (6), inclusive, of paragraph (e) of Section 622 of the BCL.

EIGHTH: The Corporation shall, to the fullest extent permitted by Article 7 of the BCL, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the Corporation.

NINTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (b) of Section 402 of the BCL, as the same may be amended and supplemented.

TENTH: Whenever the shareholders of the Corporation are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

Subscribed and affirmed by me as true under the penalties of perjury on this 3rd day of February, 2000.

/s/ Richard Allen Orofino
Richard Allen Orofino, President

/s/ Gary Steinberg
Gary Steinberg, Secretary

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F000208000509

Amended and Restated
Certificate of Incorporation
of

CROSS COUNTRY PAPER PRODUCTS CORP.

FILE
FEB 19 11 15 AM '00

pursuant to Section 807 of the NYS Business Corporation Law

FEB 6 11 37 AM '00

Filed By: Ruskin Moscou Evans & Faltischek, P.C.
170 Old Country Road
Mineola, NY 11501

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 08 2000
TAX \$
BY: EJM
Suffolk

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