

01-24-2001

Form PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

RECORDATION
TRAC



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
Box Assignments

101592316

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

1. Name of conveying party(ies):

Treasure Chest Advertising Company, Inc. **JAN 16 2001**

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

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

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

Name: Vertis, 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 _____

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

3. Nature of conveyance

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

Effective Date: December 31, 2000

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

Trademark Application No.(s) 75/322,904; 75/322,901; 75/322,902; 75/324,636; 75/626,541; 75/739,712; 75/879,726; 75/935,848; 75/887,294; 75/697,542; 75/626,090; 76/084,693; 76/102,971; 76/083,690;

B. Trademark Registration No.(s) 2,324,778; 2,312,257; 2,278,839; 2,277,277; 2,333,920; 2,354,244; 2,236,491; 2,236,494; 2,402,202; 2,202,621

Additional numbers attached? Yes No

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. 30

7. Total fee (37 CFR 3.41): \$ 765.00

- 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, Esq.

Name of person signing

Miriam Drickman Trudell

Signature

January 11, 2001

Date

01/24/2001 6TON11 00000203 75322904

Total number of pages including cover sheet, attachments and document: 8

01 FC:481
02 FC:482

40.00 OP
725.00 OP

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 January 11, 2001

SHERIDAN ROSS P.C.

BY: Jemie F. Hame

ADDITIONAL TRADEMARK APPLICATION NOS.

75/562,767; 75/562,768; 75/562,764; 75/562,766; 75/602,353; 75/901,657

State of Delaware

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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 OWNERSHIP, WHICH MERGES:

"LASER TECH COLOR, INC.", A DELAWARE CORPORATION,

"TREASURE CHEST ADVERTISING COMPANY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "VERTIS, INC." UNDER THE NAME OF "VERTIS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 4:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:58 O'CLOCK P.M.

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



2343826 8100M

001658956

Edward J. Freel, Secretary of State

AUTHENTICATION: 0886750

DATE: 12-29-00

TRADEMARK
REEL: 002217 FRAME: 0728

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:15 PM 12/29/2000
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CT CORPORATION

212 590 9290 P.02

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING**

TREASURE CHEST ADVERTISING COMPANY, INC.
(a Delaware corporation)

and

LASER TECH COLOR, INC.
(a Delaware corporation)

INTO

VERTIS, INC.
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law
of the State of Delaware

Vertis, Inc., a corporation organized and existing under the laws of the
State of Delaware (the "Company"), does hereby certify as follows:

A. The Company is the owner of all of the outstanding shares of (i) Common Stock, par value \$0.01 per share, of Treasure Chest Advertising Company, Inc., a corporation organized and existing under the laws of the state of Delaware ("TCA"), and TCA has no other class of stock outstanding and (ii) Common Stock, par value \$0.10 per share, of Laser Tech Color, Inc., a corporation organized and existing under the laws of the state of Delaware ("LTC"), and LTC has no other class of stock outstanding.

B. The Board of Directors of the Company duly adopted by the unanimous written consent of directors of the Company dated December 29, 2000, the following resolutions:

RESOLVED, that each of TCA and LTC (the "Subsidiaries") shall be merged with and into the Company (the "Merger") and that the Company shall assume all of the obligations of each of Subsidiaries, with the Company as the corporation surviving the Merger (the "Surviving Corporation"), with the Merger to be effective on December 31, 2000, at 11:58 P.M. (the "Effective Time");

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TRADEMARK
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FURTHER RESOLVED, that the Certificate of Incorporation of the Company in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation following the Merger, until further amended in accordance with the terms thereof and the Delaware General Corporation Law (the "DGCL");

FURTHER RESOLVED, that the Bylaws of the Company in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation following the Merger, until further amended in accordance with the terms thereof and the DGCL;

FURTHER RESOLVED, that the directors of the Company and the officers of the Company in office immediately prior to the Effective Time shall, from and after the Effective Time, be the directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws;

FURTHER RESOLVED, that the manner of converting or canceling shares of the Subsidiaries shall be as follows:

(a) At the Effective Time, each share of Common stock, par value \$0.01 per share, of TCA (the "TCA Shares") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(b) At the Effective Time, each TCA Share issued and held by TCA in treasury shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(c) At the Effective Time, each share of Common Stock, par value \$0.10 per share, of LTC (the "LTC Shares") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(d) At the Effective Time, each LTC Share issued and held by LTC in treasury shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof; and

FURTHER RESOLVED, that the proper officers of the Company be and hereby are directed to make and execute the Certificate of Ownership and Merger setting forth a copy of the resolutions authorizing the Company to merge the Subsidiaries with and into the Company and the date of the adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware, and to do all acts and things whatsoever, whether

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CT CORPORATION

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within or without the state of Delaware, which may be in any way necessary to effect the Merger.

C. The mergers of TCA and LTC have been approved by the Company as the sole holder of the outstanding capital stock of each of TCA and LTC by unanimous written consent in lieu of a meeting pursuant to Section 228 of the DGCL.


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CT CORPORATION

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IN WITNESS WHEREOF, the Company has caused this Certificate to be signed
by Irene B. Fisher, Secretary, as of the 28th day of December, 2000.

VERTIS, INC.

By: 
Name: Irene B. Fisher
Title: Secretary

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