

01-25-2001

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

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

1-16-01

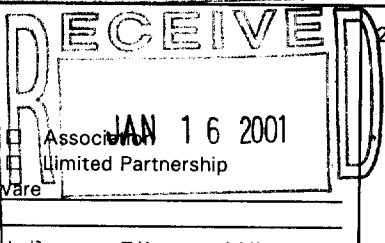
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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Laser Tech Color, Inc.

- Individual(s)
General Partnership
[x] Corporation - State Delaware
Other



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
[x] Corporation-State Delaware
Other

3. Nature of conveyance

- Assignment [x] Merger
Security Agreement Change of Name
Other

Effective Date: December 31, 2000

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) 75/387,552; 75/445,279; 75/615,694; 75/663,140; 75/879,419; 75/904,601; 76/094,140

B. Trademark Registration No.(s) 2,374,340; 2,325,579; 2,275,473; 2,404,664; 2,238,436; 2,273,508; 2,399,242; 2,078,842; 1,733,644

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: 16

7. Total fee (37 CFR 3.41): \$ 415.00
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

Signature

January 11, 2001

Date

Handwritten signature of Miriam Drickman Trudell

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

01 FC:481 40.00 OP
02 FC:482 375.00 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

BY:

SHERIDAN ROSS P.C.

Handwritten signature of Sheridan Ross P.C.

State of Delaware

PAGE 1

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.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0886750

DATE: 12-29-00

TRADEMARK
REEL: 002219 FRAME: 0083

STATE OF DELAWARE: 49
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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CT CORPORATION

212 598 9298 P.83

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

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.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed
by Irene B. Fisher, Secretary, as of the 31st day of December, 2000.

VERTIS, INC.

By: 
Name: Irene B. Fisher
Title: Secretary

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