

04-18-2001

328-01

TRANSMITTAL OF DOCUMENT
TRADEMARKS



To the Commissioner of

etc

101680682

thereof.

1. Name of conveying party(ies)
Bryn Mawr Corporation



03-28-2001

U.S. Patent & TMO's/TM Mail Rpt. Dt. #31

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

Name: Dixon Ticonderoga Company

- Individual(s)
- General Partnership
- Corporation-State (A Delaware Corporation)
- Other

Street Address: 195 International Parkway

Additional name(s) of conveying party(ies) attached?

- Yes
- No

City: Heathrow State FL ZIP 32746

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

3. Nature of conveyance:

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

Execution Date: October 5, 1983

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

(142,257)

Additional numbers attached?

- Yes
- No

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

Name: Dominick A. Conde, Esq.
Nicole E. Miller, Esq.
Fitzpatrick, Cella, Harper & Scinto
30 Rockefeller Plaza
New York, New York 10112-3801

6. Number of applications and registrations involved: 1

Telephone No.: (212) 218-2100

Facsimile No.: (212) 218-2200

7. Total fee (37 CFR 3.41): . . . \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number - Please charge any underpayments or overpayments to
Deposit Account No. 06-1205

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

04/17/2001 TDIAZ1 00000115 142257

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.

Nicole E. Miller
Name of Person Signing

March 27, 2001
Date

Total number of pages including cover sheet, attachments, and documents:

CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION
OF BRYN MAWR CORPORATION
SECRETARY OF STATE

The undersigned Chairman of the Board of Directors of BRYN MAWR CORPORATION, a Delaware corporation (the "Corporation"), hereby certifies that the Corporation's Board of Directors by unanimous written consent duly adopted the following amendments to the Corporation's Certificate of Incorporation as advisable and in the best interests of the Corporation, that the amendments were duly proposed to the Stockholders, and that the amendments were duly adopted by a vote of the Stockholders at the Annual Meeting of Stockholders on September 21, 1983, all in accordance with the provisions of Sections 222 and 242 of the Delaware General Corporation Law:

FIRST: That the name of the Corporation be changed to "Dixon Ticonderoga Company".

SECOND: That Article NINTH of the Corporation's Certificate of Incorporation be amended to read in its entirety as follows:

A. The property, business and affairs of the corporation shall be managed and controlled by the Board of Directors. The number of directors of the corporation (exclusive of directors to be elected by the holders of any one or more series of Preferred Stock voting separately as a class or classes) shall not be less than three nor more than fifteen, the exact number of directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the whole Board of Directors or of a majority of shareholders. As used in this Article NINTH, the term "whole Board" means the total number of directors which the corporation would have if there were no vacancies.

B. Notwithstanding any other provisions of this Certificate of Incorporation or the By-Laws

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of the corporation (and notwithstanding the fact that some lesser percentage may be specified by law, this Certificate of Incorporation or the By-Laws of the corporation), the affirmative vote of the holders of 66 2/3% or more of the outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors (considered for this purpose as one class) shall be required to amend, alter, change or repeal this Article NINTH.


IN WITNESS WHEREOF, the undersigned have signed this Certificate and affixed the corporate seal this 21st day of September, 1983.

BRYN MAWR CORPORATION

By 
David K. Brewster
Chairman of the Board of Directors

[SEAL]

Attest:


Kenneth A. Baer
Secretary

RECEIVED FOR RECORD

SEP 21 1983

LEO J. DUGAN, Jr., Recorder



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF BRYN MAWR CORPORATION FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1983, AT 3:31 O'CLOCK P.M.

1 1 1 1 1 1 1 1 1 1

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10083007

DATE: 10/05/1983

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