

04-27-2001



04-16-2001

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



U.S. Patent & TMO/TM Mail Rpt. Dt. #40

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

4.16.01

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

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 U.S. PATENT & TRADEMARK OFFICE
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 2001 APR 16 P 12:35
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Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

75034301

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

04/26/2001 AAHMED1 00000296 75034301

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01 FC:481
02 FC:482

40.00 CP
2025.00 CP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002273 FRAME: 0578

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/034301"/>	<input type="text" value="75/813955"/>	<input type="text" value="75/568509"/>
<input type="text" value="75/433692"/>	<input type="text" value="75/431953"/>	<input type="text" value="75/399545"/>
<input type="text" value="75/500213"/>	<input type="text" value="75/569559"/>	<input type="text" value="75/505827"/>

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<input type="text" value="1092878"/>	<input type="text" value="1586718"/>	<input type="text" value="675099"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Warren M. Haines II, Esq.

Name of Person Signing

Signature

4/12/01

Date Signed

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FORM PTO-1618C
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OMB 0651-0027

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75/399544	74/626875	75/325012
75/595169	75/557468	75/425559
75/269238	74/705252	75/399546
75/092656		

1417548	2266243	1984149
1344746	2379842	1110590
647851	1713550	1981154
1981157	1981156	1981155
1722135	1236264	673532
652763	1687829	1490323
2047096	697832	906747

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Registration Number(s)

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1297813	1395775	1394917
648613	1245444	1115696
1078484	1526867	2213366
1738391	2277362	1686358
1459363	1456634	1346425

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RESTATED CERTIFICATE OF INCORPORATION

OF

WDP INVESTMENTS, INC.

A STOCK CORPORATION

**(Pursuant to Sections 228, 242 and 245 of the General
Corporation Law of the State of Delaware)**

**WDP Investments, Inc., a corporation organized and existing under the General
Corporation Law of the State of Delaware**

DOES HEREBY CERTIFY:

- 1. That the name of this corporation is WDP Investments, Inc., and that this corporation was originally incorporated as Borden Decorative Products Investments, Inc. on November 6, 1995.**
- 2. That the Board of Directors and the sole stockholder of this corporation duly adopted a resolution amending and restating the Certificate of Incorporation of this corporation as heretofore amended or supplemented, which resolution setting forth the proposed amendment and restatement is as follows:**

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

FIRST: The name of the corporation (the "Corporation") is Imperial Home Decor Group Management, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 100 shares of Common Stock, par value \$0.01 per share.

FIFTH: The Corporation will not issue nonvoting capital stock to the extent prohibited by Section 1123 of Title 11 of the United States Code as in effect on the effective date of the Amended Joint Plan of Reorganization of The Imperial Home Decor Group Inc., its Parent Company and its Debtor Subsidiaries, dated as of January 31, 2001 (the "Bankruptcy Code"); provided, however, that this Article FIFTH (a) will have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) will have such force and effect, if any, only for so long as Section 1123 is in effect and applicable to the Corporation, and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time in effect.

SIXTH: Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation.

SEVENTH: To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article SEVENTH shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

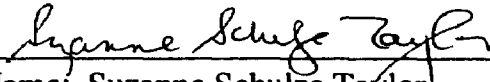
EIGHTH: Each person who is or was on or after January 5, 2000 or has or who had on or after January 5, 2000 agreed to become a director or officer of the Corporation, or each such person who is or was on or after January 5, 2000 serving or who has or who had on or after January 5, 2000 agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article EIGHTH. Any repeal or modification of this Article EIGHTH shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

NINTH: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the by-laws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional by-laws and may alter, amend or repeal any by-law whether adopted by them or otherwise. The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

TENTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in

force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the Secretary, does hereby execute this Restated Certificate of Incorporation effective as of the 29th day of March, 2001.


Name: Suzanne Schulze Taylor
Title: Secretary