

05-16-2001

FORM PTO-1618A
Expires 06/30/98
OMB 0651-0027



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

101718621

58-01

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

MAY - 8 2001

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
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- 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 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)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

05/16/2001 DBYRNE 00000040 2103986

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
600.00 DP

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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: 002296 FRAME: 0719

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)

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.

Loretta S. Sifuentes

Name of Person Signing



Signature

5/04/2001

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 08/30/99
OMB 0851-0027

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

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Trademark Application Number(s)

Registration Number(s)

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NEW JERSEY DEPARTMENT OF STATE
DIVISION OF COMMERCIAL RECORDING

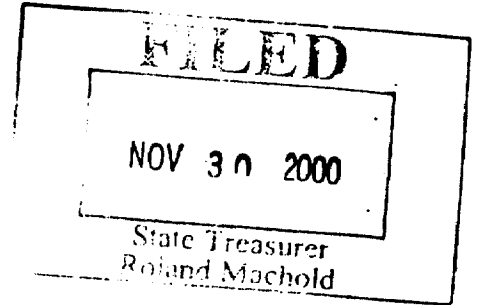
CERTIFICATE OF MERGER

OF

PAPEL GIFTWARE, INC.

AND

PF HOLDINGS, INC.



Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act (the "Act"), it is hereby certified that:

FIRST: The name of the surviving corporation is PF Holdings, Inc.

SECOND: The names and states of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
Papel Giftware, Inc.	New Jersey
PF Holdings, Inc.	Delaware

THIRD: The board of directors of PF Holdings, Inc. approved the plan of merger on November 29, 2000, a copy of which is annexed hereto. No vote of the shareholders of either Papel Giftware, Inc. or the surviving corporation is required because Papel Giftware, Inc. is a wholly owned subsidiary of the surviving corporation.

FOURTH: Papel Giftware, Inc., has 100 shares outstanding, all of which are shares of common stock and all of which are held by PF Holdings, Inc.

FIFTH: The applicable provisions of law of the jurisdiction of organization of PF Holdings, Inc. relating to the merger of Papel Giftware, Inc. with and into PF Holdings, Inc. will have been, upon compliance with any of the filing and recording requirements thereof, complied with.

SIXTH: PF Holdings, Inc. hereby agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of any domestic corporation or any foreign corporation, previously amenable to suit in the State of New Jersey, which is a party to such merger or consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving or new corporation.

SEVENTH: PF Holdings, Inc. hereby irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any such proceedings and

designates the following post office address within the state of New Jersey to which said Secretary of State shall mail a copy of the process in such proceeding:

The Corporation Trust Company
820 Bear Tavern Road
West Trenton, New Jersey 08628

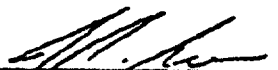
EIGHTH: PF Holdings, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of its state of incorporation.

NINTH: The effective date of the merger herein provided for in the State of New Jersey shall be upon filing with the Secretary of State.


[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, this certificate is hereby executed this 29th day of
November, 2000.

PAPEL GIFTWARE, INC.

By: 
Name: Joel Kier
Title: Chairman of the Board of
Directors

PF HOLDINGS, INC.

By: 
Name: Joel Kier
Title: Chairman of the Board of
Directors