

5/21/01

05-30-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

<p>1. Name of conveying party(ies):</p> <p>Willat Writing Instruments</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State CA <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Willat</u></p> <p>Internal Address: <u>2450 Impala Drive</u></p> <p>Street Address: _____</p> <p>City: <u>Carlsbad</u> State: <u>CA</u> Zip: <u>92008</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>CA</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>2/14/00</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s)</p> <p><u>1,867,627</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Tawnya R. Wojciechowski</u></p> <p>Internal Address: <u>Sheppard Mullin Richter & Hampton</u></p> <p>Street Address: <u>650 Town Center Drive, 4th Floor</u></p> <p>City: <u>Costa Mesa</u> State: <u>CA</u> Zip: <u>92626</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: </p> <p><u>500209</u> <u>05-21-2001</u></p> <p style="text-align: right;"><small>U.S. Patent & TMO's/TM Mail Rpt Dt. #73</small></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Tawnya R. Wojciechowski 5/21/01

Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002305 FRAME: 0679

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

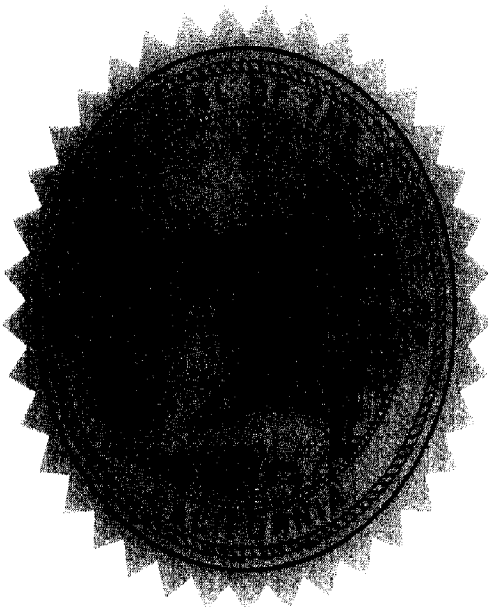
That the attached transcript of 4 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 25 2001

Bill Jones

Secretary of State



A0525716

#1607222
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WILLAT WRITING INSTRUMENTS

FILED *JD*
In the office of the Secretary of State
of the State of California

MAY 24 1999

Bill Jones
BILL JONES, Secretary of State

The undersigned Boyd Willat and Ted Caligiuri certify that:

1. They are the president and secretary, respectively, of Willat Writing Instruments.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLES OF INCORPORATION
OF
WILLAT WRITING INSTRUMENTS

I.

The name of the corporation is Willat Writing Instruments.

II.

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

This corporation is authorized to issue only one class of shares; and the total number of shares which this corporation is authorized to issue is one thousand (1,000).

IV.

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

V.

This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) to the fullest extent permissible under California law.

VI.

Any repeal or modification of the provisions of Articles IV, V or this Article VI by the shareholders of the corporation shall not adversely affect any right or protection of a director or agent of this corporation existing at the time of such repeal or modification.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the sole director.

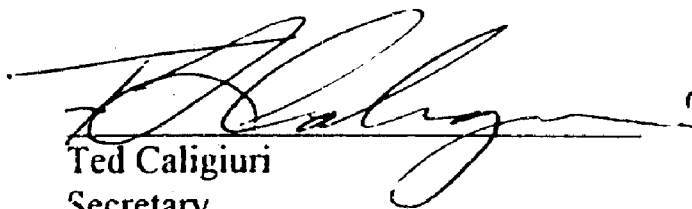
4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 100. The number of shares voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was greater than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated as of April 23, 1999.



Boyd Willat
President



Ted Caligiuri
Secretary

A0539698

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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

WILLAT WRITING INSTRUMENTS

FILED *SL*
in the office of the Secretary of State
of the State of California

FEB 17 2000

Bill Jones
BILL JONES, Secretary of State

The undersigned Boyd Willat and Ted Caligiuri certify that:

1. They are the president and secretary, respectively, of Willat Writing Instruments, a California corporation.
2. Article I of the articles of incorporation of this corporation is amended to read as follows:

The name of the corporation is Willat.

3. The foregoing amendment of articles of incorporation has been duly approved by the sole director.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 100. The total number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated as of 2/14, 2000

Boyd Willat

Boyd Willat
President

Ted Caligiuri

Ted Caligiuri
Secretary



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