



10-23-2001



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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

1. Name of conveying party(ies):

LSW, Inc.

10-17-01

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 9/30/2001

2. Name and address of receiving party(ies)

Name: Foxfire Printing and Packaging, Inc.

Internal

Address:

Street Address: 750 Dawson Drive

City: Newark State: DE Zip: 19713

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

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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

76/065,326

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: David C. Gryce, Esq.

Internal Address: 023524.00001

Street Address: Arent Fox

1050 Connecticut Ave., NW

City: Washington State: DC Zip: 20036

6. Total number of applications and registrations involved:

1

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

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

01-2300

(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.

David C. Gryce, Esq.

Name of Person Signing

Signature: [Handwritten Signature]

Date: 10-17-2001

8

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

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Effective
9/30/01 at
1159pm

ARTICLES OF MERGER

MERGING

LSW, INC.
(a Maryland corporation)

WITH AND INTO

FOXFIRE PRINTING AND PACKAGING, INC.
(a Delaware corporation)

The undersigned entities, in accordance with Section 4A-3-106 of the Maryland General Corporation Law, hereby adopt and execute the following Articles of Merger:

ARTICLE I

The names of the entities proposing to merge are (i) LSW, Inc., a corporation organized and existing under the laws of the State of Maryland (hereinafter sometimes referred to as the "Merged Corporation"), and (ii) Foxfire Printing and Packaging, Inc., a corporation organized and existing under the laws of the State of Delaware (hereinafter sometimes referred to as the "Surviving Corporation"). The Merged Corporation and the Surviving Corporation agree to effect such merger (the "Merger").

ARTICLE II

The Surviving Corporation was incorporated on March 25, 1997 under the General Corporation Law of the State of Delaware and shall continue to be a corporation of the State of Delaware under the name of Foxfire Printing and Packaging, Inc.

The Surviving Corporation was qualified to do business in the State of Maryland on September 28, 2001.

The location of the principal office of the Surviving Corporation in the State of Delaware is 750 Dawson Drive, Newark, Delaware 19713.

CUST ID: 0000725105
WORK ORDER: 0000500557
DATE: 09-28-2001 11:58 AM
AMT. PAID: \$104.00

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 9-28-01

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Jacqueline C. James, Custodian

This stamp replaces our previous certification system. Effective: 6/95

The name and address of the Surviving Corporation's registered agent in the State of Maryland is The Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202.

The Surviving Corporation does not own real property in the State of Maryland.

ARTICLE III

The Merged Corporation was formed on January 12, 1983, under the laws of the State of Maryland. The Merged Corporation's existence shall cease upon the Effective Time (as defined below) in accordance with the provisions of the laws of the State of Maryland.

The principal office of the Merged Corporation in the State of Maryland is located at 1801 Brightseat Road, Landover, Maryland 20785 (Prince George's County).

The Merged Corporation does not own real property in the State of Maryland.

ARTICLE IV

The terms and conditions of the Merger set forth in these Articles of Merger were advised, authorized and approved by the Merged Corporation and the Surviving Corporation in the manner and by the vote required by its charter and the laws of the State of Maryland and the State of Delaware, respectively.

(A) Surviving Corporation. The Merger was duly approved by resolution of the Board of Directors of the Surviving Corporation at a duly convened meeting of the Board of Directors held on September 25, 2001, declaring that the Merger herein proposed was advisable substantially upon the terms and conditions set forth in the resolutions approved by the Board of Directors. In accordance with Section 253 of the Delaware General Corporation Law, stockholder approval was not required, as the Surviving Corporation owns more than 90% of the outstanding stock of the Merged Corporation.

(B) Merged Corporation. The Merger was duly advised by the Board of Directors of the Merged Corporation by Unanimous Written Consent of the Board of Directors dated August 29, 2001, declaring that the Merger herein proposed was advisable substantially upon the terms and conditions set forth in the resolutions approved by the Board of Directors. In accordance with Section 4A-3-106(c)(1) of the Maryland General Corporation Law, stockholder approval was not required, as the Surviving Corporation owns more than 90% of the outstanding stock of the Merged Corporation.

ARTICLE V

The Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation. The Merger shall not effect any amendment changing the Certificate of Incorporation of the Surviving Corporation. The Surviving Corporation reserves the right and power, after the Effective Time, to alter, amend, change or repeal any of the provisions contained in its Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

ARTICLE VI

The total number of shares of all classes of stock which the Merged Corporation has authority to issue is 2,327,479, consisting of 327,479 shares of preferred stock, par value \$7.00 per share (none of which is outstanding), and 2,000,000 shares of common stock, par value \$.01 per share (the "Merged Corporation Common Stock"). The aggregate par value of all the shares of all classes of stock of the Merged Corporation is \$2,312,353.

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The total number of shares of all classes of stock which the Surviving Corporation has authority to issue is 1,200,000, consisting of 200,000 shares of preferred stock, par value \$.001 per share, and 1,000,000 shares of common stock, par value \$.001 per share (the "Surviving Corporation Common Stock"). The aggregate par value of all the shares of all classes of stock of the Surviving Corporation is \$1,200. The Merger shall not effect any amendment changing the foregoing information in this paragraph.

ARTICLE VII

The treatment of the issued stock of the Merged Corporation and the Surviving Corporation shall be as follows: (a) at the effective time of the Merger and without any further action on the part of the Surviving Corporation or any other holder of shares of the Merged Corporation (the "Minority Stockholders"), all of the outstanding Merged Corporation Common Stock shall be cancelled and extinguished, and each such share held by the Minority Stockholders shall be converted into the right to receive, and become exchangeable for, 0.256 shares of Surviving Corporation Common Stock; and upon surrender of its stock certificate(s) representing shares of Merged Corporation Common Stock, each Minority Stockholder shall be entitled to receive a stock certificate representing the number of shares of Surviving Corporation Common Stock into which such Minority Stockholder's shares of Merged Corporation Common Stock are convertible; provided that, until so surrendered and exchanged, each such stock certificate representing shares of Merged Corporation Common Stock shall be deemed for all purposes (corporate or otherwise) to represent solely the right to receive Surviving Corporation Common Stock as herein provided and shall not be considered to represent shares of capital stock of the Merged Corporation or the Surviving Corporation, and (b) each issued share of stock

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of the Surviving Corporation shall not be converted, but each such share shall continue to represent one issued share of stock of the Surviving Corporation.

ARTICLE VIII

Additional terms and conditions of the Merger and the manner of carrying the Merger into effect are as follows:

(A) Effective Time. The effective time of the Merger insofar as the laws of the State of Maryland govern such effective date shall be as of 11:59 p.m., on September 30, 2001 (the "Effective Time").

(B) Bylaws. The Surviving Corporation's bylaws, as in effect immediately prior to the Effective Time, shall become the Surviving Corporation's bylaws from and after the Effective Time. The Surviving Corporation reserves the right and power, after the Effective Time, to alter, amend, change or repeal any of the provisions contained in its bylaws, in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

(C) Directors and Officers. From and after the Effective Time, the directors and officers of the Surviving Corporation shall be the individuals serving as directors and officers immediately prior to the Effective Time, and in each case, until their respective successors are duly elected or appointed and qualified.

(D) Termination; Amendment. The plan of merger contemplated by these Articles of Merger may be terminated by the Board of Directors of the Surviving Corporation or the Board of Directors of the Merged Corporation at any time prior to the Effective Time.

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IN WITNESS WHEREOF, each of the Corporations which are parties to the Merger, has caused these Articles of Merger to be executed in its name and on its behalf by the officer specified below this 28th day of September, 2001.

ATTEST:

LSW, INC., a Maryland corporation

By: Cynthia Hill
Cynthia Hill, Secretary

By: John Ferretti
John Ferretti, President

ATTEST:

FOXFIRE PRINTING AND PACKAGING, INC.,
a Delaware Corporation

By: Frederick H. Light
Frederick H. Light, Secretary

By: John Ferretti
John Ferretti, President

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CERTIFICATE

THE UNDERSIGNED, officer of LSW, Inc., a Maryland corporation and Foxfire Printing and Packaging, Inc., a Delaware corporation, respectively, who executed on behalf of each corporation the foregoing Articles of Merger, of which this Certificate is made a part, hereby acknowledge, in the name of and on behalf of each corporation, the foregoing Articles of Merger to be the act of each corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

ATTEST:

LSW, INC., a Maryland corporation

By: Cynthia Hill
Cynthia Hill, Secretary

By: [Signature]
John Ferretti, President

ATTEST:

FOXFIRE PRINTING AND PACKAGING, INC.,
a Delaware Corporation

By: [Signature]
Frederick H. Light, Secretary

By: [Signature]
John Ferretti, President

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