

RI
T

02-06-2002



Docket No.:

Tab settings → → →

To the Honorable Commissioner of Patents

101974213

ached original documents or copy thereof.

1. Name of conveying party (Trademark)
Adams Business Forms, Inc.

1.79.02

- Individual(s)
- General Partnership
- Corporation-State Nevada
- Other _____

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: November 14, 2000

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

Name: Cardinal Brands, Inc.

Internal Address: _____

Street Address: 643 Massachusetts, Suite 200

City: Lawrence State: KS ZIP: 66044

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

76/135,323
76/139231

B. Trademark Registration No.(s)

Additional numbers Yes No

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

Name: Frank B. Janoski

Internal Address: ATTN: Box IP Department

Street Address: Lewis, Rice & Fingersh, L.C.

500 North Broadway, Suite 2000

City: St. Louis State: MO ZIP: 63102

6. Total number of applications and registrations involved:..... 2

7. Total fee (37 CFR 3.41):.....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

02/05/2002 TDIAZ1 00000144 76135323

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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.

Frank B. Janoski
Name of Person Signing

Signature

1/4/02
Date

26

Total number of pages including cover sheet, attachments, and

TRADEMARK

No. F00347378

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS


CARDINAL BRANDS, INC.

using in Missouri the name

CARDINAL BRANDS, INC.

I, MATT BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of those certain original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 13th day of JULY, 2001.


Secretary of State



STATE OF MISSOURI



ROY D. BLUNT

SECRETARY OF STATE

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
ADAMS BUSINESS FORMS, INC.

USING IN MISSOURI THE NAME
ADAMS BUSINESS FORMS, INC.

HAS COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW WHICH GOVERNS FOREIGN CORPORATIONS; BY FILING IN THE OFFICE OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENCE OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF THE STATE OF NEVADA.

NOW, THEREFORE, I, ROY D. BLUNT, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 5TH DAY OF DECEMBER, 1990.



Roy D. Blunt
Secretary of State

\$150.00

TRADEMARK

REEL: 002438 FRAME: 0087



State of Missouri . . . Office of Secretary of State

ROY D. BLUNT, Secretary of State

APPLICATION FOR FOREIGN CORPORATION FOR A CERTIFICATE OF AUTHORITY

(Submit in duplicate with filing fee of \$150.00) FILED

- (1) The corporation's name is: Adams Business Forms, Inc. AND CERTIFICATE OF AUTHORITY ISSUED
and it is organized and existing under the laws of: Nevada
(2) The name it will use in Missouri is: Adams Business Forms, Inc. DEC 05 1990
(3) The date of its incorporation was 12-06-83, and the period of its duration is: perpetual
(4) The address of its principal place of business: 200 Jackson St., Topeka, KS, 66603
(5) The name and address of its registered agent and office in the State of Missouri is: CT Corporation System, 906 Olive Street, St. Louis, MO 63101
(6) The specific purpose(s) of its business in Missouri are: Selling business forms.

(7) The name of its officers and directors and their business addresses are as follows:

Table with 4 columns: (Officers), Name, Address, City/State/Zip. Rows include President Pelham E. Adams, Vice President Richard S. Corwin, Secretary, and Treasurer.

(Board of Directors)

- Director *See Attached List
Director
Director
Director

(8) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:

(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

Richard S. Corwin Executive Vice President 12/3/90
Authorized signature of officer or chairman of the board (Title) (Date of Signature)

Note: You must have a current certificate of good standing or certificate of existence with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters.

SECRETARY OF STATE, P.O. BOX 778, JEFFERSON CITY, MO 65102

Corp. #42 8-90

TRADEMARK REEL: 002438 FRAME: 0088

BOARD OF DIRECTORS

John R. Adams
Hudson House, Apt. 6K
Ardsley Avenue (West)
Irvington, NY 10533

Pelham E. Adams
2824 S.W. MacVicar
Topeka, KS 66611

Donald F. Hazlett
R.R. 1, Box 120 D-2
Lawrence, KS 66044

G. R. Katzenbach
811 Binnacle Pt. Drive
Longboat Key, FL 34228-14641

William E. Michener
2825 Jewell
Topeka, KS 66611

Chester B. Vanatta
P.O. Box 3465
Lawrence, KS 66046

STATE OF NEVADA
SECRETARY OF STATE

CERTIFICATE OF CORPORATE STATUS

I, FRANKIE SUE DEL PAPA, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate,

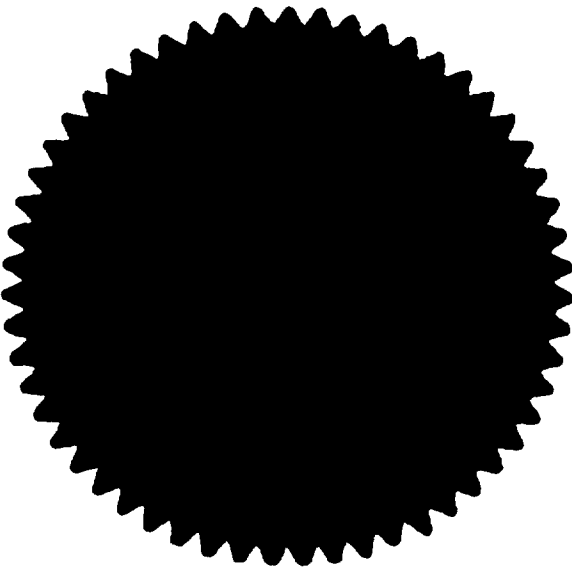
ADAMS BUSINESS FORMS, INC.

is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of the State at my office in
Carson City, Nevada, this.....11TH.....day of
.....OCTOBER....., A.D., 1990....

Frankie Sue Del Papa
Secretary of State

By *Gene D. Smith*
Deputy





State of Missouri

Rebecca McDowell Cook, Secretary of State
P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

Statement of Change of Business Office of a Registered Agent

FILED
APR 20 1998
Rebecca McDowell Cook
SECRETARY OF STATE

Instructions

1. The filing fee for this change is \$10.00. Change must be filed in DUPLICATE.
2. P.O. Box may only be used in conjunction with Street, Route or Highway.
3. Agent and address must be in the State of Missouri.
4. The corporation or limited partnership cannot act as its own registered agent. The registered agent should sign in his individual name, unless the registered agent is a corporation, in which case the execution should be by proper officers.

Charter No. F00347378

The undersigned registered agent, for the purpose of changing its business office in Missouri as provided by the provisions of "The General and Business Corporation Act in Missouri," or the "Missouri Uniform Limited Partnership Law," represents that:

1. The name of the corporation/limited partnership is ADAMS BUSINESS FORMS, INC.
2. The name of this registered agent is C T Corporation System
3. The address, including street number, if any, of the **present** business office of the registered agent is 906 Olive Street, St. Louis, Missouri 63101
4. The address, including street number, if any, of the business office of the registered agent is hereby **changed to** 120 South Central Avenue, Clayton, Missouri 63105
5. Notice in writing of the change has been mailed by the registered agent to the corporation/limited partnership named above.
6. The address of the registered office of the corporation/limited partnership named above and the business office of the registered agent, as changed, is identical.

Corp. 58A (12-94)

(Over)
Kenneth J. Uva
Kenneth J. Uva,
Vice President

March 27, 1998

TRADEMARK
REEL: 002438 FRAME: 0091

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER
FOREIGN CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
ADAMS ACQUISITION COMPANY, INC. (#00475554)

INTO:

ADAMS BUSINESS FORMS, INC. (#F00347378)

Organized and existing under the laws of Missouri, Nevada
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of
the State of Missouri, issue this Certificate of merger,
certifying to the foregoing and certifying that the merger of the
aforenamed corporations with

ADAMS BUSINESS FORMS, INC. (#F00347378)

as the surviving corporation, shall be effective on the date on
which the same becomes effective in the State of Nevada
Effective date: November 19 1999.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
30th DAY OF November, 1999.

Rebecca McDowell Cook
Secretary of State



\$30.00



State of Missouri
Office of Secretary of State

Rebecca McDowell Cook
Secretary of State

State Capitol, Room 208
Jefferson City 65101
(573) 751-4936

State Information Center
600 West Main

Laura JC Filing (Merger)

Date: November 18, 1999

Corporation Number: 00475554

Corporation Name: Adams Acquisition Company, Inc.

Dear Corporation:

In response to your request for a franchise tax clearance, please be advised that the corporation indicated above has no delinquencies at this time with respect to the filing of all required franchise tax reports and payments of all required franchise taxes, penalties and interest.

Also, please be advised that this letter is null and void thirty (30) days from the date of this letter.

If you should have any questions, please contact the Secretary of State, Franchise Tax Division, Post Office Box 1366, Jefferson City, Missouri 65102.

Sincerely,

Rebecca M. Cook
Secretary of State

A handwritten signature in cursive script that reads 'Susan Bosch'.

Franchise Tax Division

FILED AND CERTIFICATE
ISSUED

NOV 30 1999

ARTICLES OF MERGER
OF
ADAMS ACQUISITION COMPANY, INC.
INTO
ADAMS BUSINESS FORMS, INC.

Rebecca McDowell Cook
SECRETARY OF STATE

SECRETARY OF STATE
STATE OF MISSOURI
P.O. BOX 778
JEFFERSON CITY, MO 65102

Pursuant to the provisions of the General and Business Corporation Law of Missouri governing the merger of a domestic parent business corporation into its foreign wholly-owned subsidiary corporation, the domestic corporation and the foreign corporation hereinafter named do hereby adopt the following articles of merger, and the foreign wholly-owned subsidiary corporation does hereby comply with the provisions of Sections 351.430 and 351.458 1. (2) (a) and (b) of The General and Business Corporation Law of Missouri governing the merger of a domestic parent business corporation into , the undersigned corporations certify the following:

A. The boards of directors of ADAMS ACQUISITION COMPANY, INC., a Missouri corporation, and ADAMS BUSINESS FORMS, INC., a Nevada corporation, have adopted the following Plan of Merger:

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan"), dated this 19th day of November, 1999, is made between **ADAMS ACQUISITION COMPANY, INC.**, a Missouri corporation ("AcquisitionCo"), and **ADAMS BUSINESS FORMS, INC.**, a Nevada corporation ("Adams").

RECITALS

A. ABF Holdings, Inc., a Missouri corporation ("Holdings"), owns 100 shares of common stock, par value \$0.01 per share, of AcquisitionCo, which constitutes all (100%) of the issued and outstanding shares of capital stock of AcquisitionCo.

B. AcquisitionCo owns 22,199.039 shares of common stock, par value \$0.10 per share, of Adams, which constitutes all (100%) of the issued and outstanding shares of capital stock of Adams. AcquisitionCo. acquired all of the capital stock of Adams pursuant to the terms of a certain Stock Purchase Agreement, dated as of July 30, 1999, as amended as of November 15, 1999, among Holdings, AcquisitionCo, Adams and the stockholders of Adams.

C. AcquisitionCo and Adams desire to merge (the "Merger"), as hereinafter provided, with AcquisitionCo merging with and into Adams, such that Adams shall be the surviving corporation in the Merger (the "Surviving Corporation") and all of the issued and outstanding shares of the Surviving Corporation shall be owned by Holdings.

AGREEMENT

In consideration of the foregoing, the mutual covenants herein contained and other good and valuable consideration (the receipt, adequacy and sufficiency of which are hereby acknowledged by the parties by their execution hereof), the parties agree as follows:

1. **Merger.** Pursuant to the terms and provisions of this Plan and the General Corporation Law of Nevada and Nevada Revised Statutes (the "Nevada Corporate Law") and the General and Business Corporation Law of Missouri (the "Missouri Corporate Law"), AcquisitionCo shall merge with and into Adams. AcquisitionCo is a business corporation of the State of Missouri and is the owner of all (100%) of the outstanding shares of Adams. Adams is a business corporation of the State of Nevada.
2. **Merging Corporation.** AcquisitionCo shall be the merging corporation under the Merger and its corporate identity and existence, separate and apart from Adams, shall cease upon consummation of the Merger. The address of AcquisitionCo is 1401 S. Brentwood Blvd., Suite 650, St. Louis, Missouri 63144.
3. **Surviving Corporation.** Adams shall be the Surviving Corporation in the Merger and shall continue its existence pursuant to the provisions of Nevada Corporate Law. The address of Adams is 200 Jackson Street, Topeka, Kansas 66603. The address of the Surviving Corporation shall be 200 Jackson Street, Topeka, Kansas 66603.
4. **Effect of Merger.** The Merger shall have all of the effects provided by the Nevada Corporate Law (including, without limitation, Section 92A.250 thereof) and the Missouri Corporate Law (including, without limitation, Section 351.450 thereof). Adams, as the Surviving Corporation in the Merger, shall assume all of the obligations of AcquisitionCo.
5. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of Adams as in force and effect upon the effective date of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended in accordance with the provisions of the Nevada Corporate Law.

6. **Bylaws of Surviving Corporation.** The Bylaws of Adams as in force and effect upon the effective date of the Merger shall continue to be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Nevada Corporate Law.

7. **Directors and Officers of Surviving Corporation.** The directors and officers of Adams who are in office upon the effective date of the Merger shall continue respectively to be the members of the Board of Directors and the officers of the Surviving Corporation and shall hold their respective directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation as in force and effect from time to time and in accordance with the provisions of Nevada Corporate Law.

8. **Conversion of Shares.**

(a) Each of the 100 shares of AcquisitionCo issued and outstanding as of the date hereof (each of which are owned by Holdings) shall, upon the effective date and time of the Merger, be converted into 221.99039 shares of Adams, par value \$0.10 per share.

(b) Each of the 22,199.039 shares of Adams issued and outstanding as of the date hereof (each of which are owned by AcquisitionCo) shall, upon the effective date and time of the Merger, be surrendered, cancelled and extinguished.

(c) Upon consummation of the Merger, Holdings shall own 22,199.039 shares of common stock, par value \$0.10 per share, of Adams (the Surviving Corporation in the Merger).

(d) The Surviving Corporation will promptly pay to the dissenting shareholders of AcquisitionCo the amount, if any, to which they shall be entitled under provisions of the Missouri Corporate Law with respect to the rights of dissenting shareholders.

9. **Shareholder Vote.**

(a) This Plan and the plan of merger contained herein shall be submitted to the shareholder of AcquisitionCo entitled to vote for its approval or rejection in the manner prescribed by the provisions of the Missouri Corporate Law.

(b) This Plan and the plan of merger contained herein shall be submitted to the shareholder of Adams entitled to vote for its approval or rejection in the manner prescribed by the provisions of the Nevada Corporate Law.

10. **Articles of Merger.** In the event that this Plan and the plan of merger contained herein shall have been approved by the shareholder of AcquisitionCo entitled to vote in accordance with the provisions of the Missouri Corporate Law and, in the event that this Plan and the plan of merger contained herein shall have been approved by the shareholder of Adams in accordance with the provisions of the Nevada Corporate Law, AcquisitionCo and Adams hereby stipulate that they shall cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Missouri and of the State of Nevada, and that they shall cause to be performed all necessary acts within the State of Missouri, the State of Nevada, and elsewhere to effectuate the Merger.

11. **Authorization.** The Board of Directors and the proper officers of each of AcquisitionCo and Adams are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan (and the plan of merger contained herein) and the Merger.

12. **Service of Process.** The Surviving Corporation may be served with process in the State of Missouri, and an irrevocable appointment of the Secretary of State of the State of Missouri as its agent to accept service of process, in any proceeding based upon any case of action against AcquisitionCo arising in the State of Missouri, and in any proceeding for the enforcement of the rights of a dissenting shareholder of AcquisitionCo against the Surviving Corporation.

13. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

B. The board of directors of ADAMS ACQUISITION COMPANY, INC., by resolution adopted on November 15, 1999 by a majority vote of the members of such board, approved such Plan of Merger.

C. The board of directors of ADAMS BUSINESS FORMS, INC., by resolution adopted on November 15, 1999, by a majority vote of the members of such board, approved such Plan of Merger.

D. ADAMS ACQUISITION COMPANY, INC. has the following shares outstanding which, on November 15, 1999, voted for the Plan of Merger as follows:

<u>Class of Stock</u>	<u>Shares Outstanding</u>	<u>Voted for Plan of Merger</u>	<u>Voted Against Plan of Merger</u>
COMMON	100	100	-0-

E. ADAMS BUSINESS FORMS, INC. has the following shares outstanding which, on November 15, 1999, voted for the Plan of Merger as follows:

<u>Class of Stock</u>	<u>Shares Outstanding</u>	<u>Voted for Plan of Merger</u>	<u>Voted Against Plan of Merger</u>
COMMON	22,199.039	22,199.039	-0-

[SIGNATURES ON PAGE 6 AND 7]

In witness whereof, these Articles of Merger have been executed and verified by the President of each corporation and the corporate seal affixed hereto by the Secretary of each corporation on the 15th day of November, 1999.

Attest: (NO SEAL)

ADAMS ACQUISITION COMPANY, INC.

Robert V. Vitale
Robert V. Vitale, Secretary

By: Leo G. Haas
Leo G. Haas, President

STATE OF MISSOURI)
) SS.
COUNTY OF ST. LOUIS)

I, Kathleen Daly Winschel, a Notary Public, do hereby certify that on the 19th day of November, 1999, personally appeared before me Leo G. Haas, who being by me first duly sworn, declared that he is the President of Adams Acquisition Company, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notary Seal)

Kathleen Daly Winschel
Notary Public

KATHLEEN DALY WINSCHER
Notary Public of Missouri
Qualified in Jefferson County
My Commission Expires June 5, 2001

Attest:

ADAMS BUSINESS FORMS, INC.

Rodney E. Olson
Rodney E. Olson, Secretary

By: L. Joseph Bauman
L. Joseph Bauman, President

STATE OF MISSOURI)
) SS.
COUNTY OF ST. LOUIS)

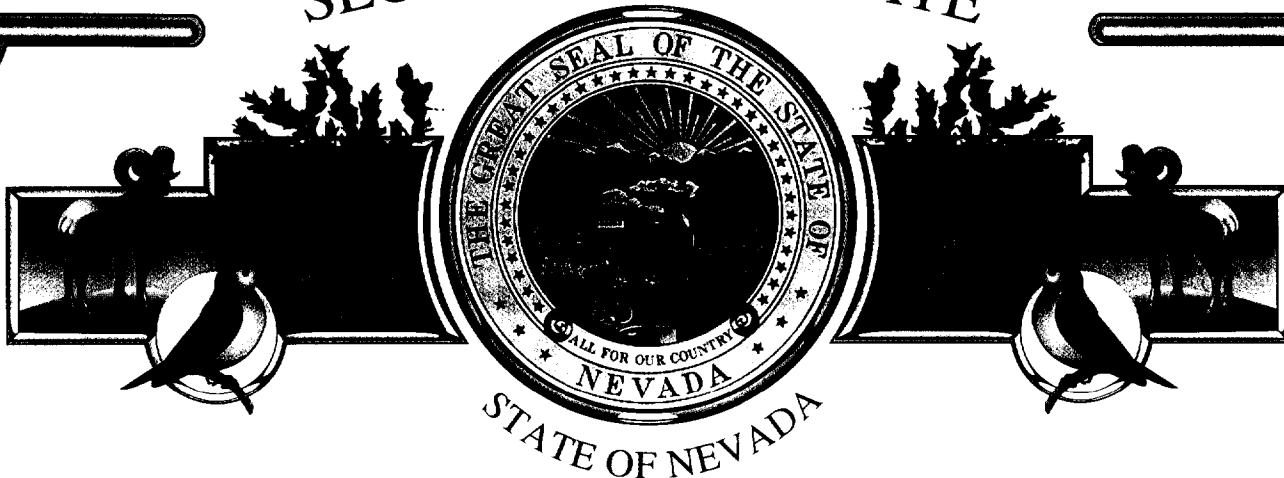
I, KATHLEEN DALY WINSCHER, a Notary Public, do hereby certify that on the 19th day of November, 1999, personally appeared before me L. Joseph Bauman, who being by me first duly sworn, declared that he is the President of Adams Business Forms, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notary Seal)

Kathleen Daly Winschel
Notary Public

KATHLEEN DALY WINSCHER
Notary Public of Missouri
Qualified in Jefferson County
My Commission Expires June 5, 2001

SECRETARY OF STATE



I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts, pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that there was filed in this office on November 19, 1999

ARTICLES OF MERGER
merging
ADAMS ACQUISITION COMPANY, INC.
(A MISSOURI CORPORATION)
into
ADAMS BUSINESS FORMS, INC.
(A NEVADA CORPORATION)

FILED AND CERTIFICATE
ISSUED
NOV 30 1999

Rebecca McDowell Cook
SECRETARY OF STATE



IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on November 22, 1999.

Dean Heller

Secretary of State

By *M. M. M.*

Certification Clerk

TRADEMARK

REEL: 002438 FRAME: 0101

#F00347378

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER
FOREIGN CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
EAGLE OPG, INC. (#00467383)

INTO:

ADAMS BUSINESS FORMS, INC. (#F00347378)

Organized and existing under the laws of MISSOURI, NEVADA
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of
the State of Missouri, issue this Certificate of merger,
certifying to the foregoing and certifying that the merger of the
aforenamed corporations with

ADAMS BUSINESS FORMS, INC. (#F00347378)

as the surviving corporation, shall be effective on the date on
which the same becomes effective in the State of NEVADA

EFFECTIVE DATE: NOVEMBER 29, 2000.

NAME SUBSEQUENTLY CHANGED TO: CARDINAL BRANDS, INC.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
21ST DAY OF DECEMBER, 2000.

Rebecca McDowell Cook
Secretary of State



\$30.00

Division of Taxation and Collection
P.O. Box 3080
Jefferson City, MO. 65105-3080

STATE OF MISSOURI
Department of Revenue



DATE: December 8, 2000

CORPORATION NUMBER: 00467383

CORPORATION NAME: EAGLE OPG, INC.

Dear Corporation,

In response to your request for a franchise tax clearance, please be advised that the corporation indicated above has no delinquencies at this time with respect to the filing of all required franchise tax reports and payments of all required franchise taxes, penalties and interest.

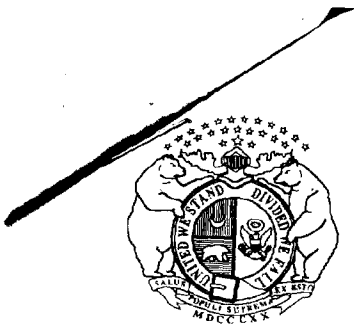
Also, please be advised that this letter is null and void thirty (30) days from the date of this letter.

If you should have any questions, please contact the Division of Taxation & Collection, P.O. Box 3080, Jefferson City, MO. 65105-3080.

Sincerely,

A handwritten signature in black ink, appearing to be "John A. [unclear]".

Department of Revenue
Franchise Tax Division



FILED AND CERTIFICATE
ISSUED
DEC 21 2000

State of Missouri
Rebecca McDowell Cook, Secretary of State

Corporations Division
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

Rebecca McDowell Cook
SECRETARY OF STATE
Articles of Merger

(Submit in duplicate with filing fee of \$30)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. That EAGLE OPG, INC. of MISSOURI
 (Name of Corporation) (Parent State)
- _____ of _____
 (Name of Corporation) (Parent State)
- and ADAMS BUSINESS FORMS, INC. of NEVADA
 (Name of Corporation) (Parent State)

are hereby merged and that the above named ADAMS BUSINESS FORMS, INC.
 is the surviving corporation. (Name of Corporation)

2. That the Board of Directors of each of the above-named corporations met, and by resolution adopted by a majority vote of the members of such boards approved the Plan of Merger set forth in these Articles.
3. The Plan of Merger thereafter was submitted to a vote at a meeting of the shareholders of each of the above-named corporations, and at such meeting the following votes were recorded:

Corporation	Number of Shares Outstanding	Number voting for plan	Number voting against plan
1. EAGLE OPG, INC.	941,174	847,174	94,000
2. ADAMS BUSINESS	22,139.039	22,139.039	0

4. If the above-named surviving corporation is to be governed by the laws of any state other than Missouri, the surviving corporation agrees that it will promptly pay to the dissenting shareholders of any Missouri Corporation which is a party to this merger the amount, if any, to which they shall be entitled under provisions of Missouri law with respect to the rights of dissenting shareholders. It also agrees that it may be served with process in this state, and irrevocably appoints the Missouri Secretary of State as its agent to accept service of process in any proceeding based upon any cause of action against any such Missouri corporation arising in this state prior to the issuance of the certificate of merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Missouri corporation against the surviving corporation. The address to which the service of process in any such proceeding shall be mailed is:

200 S.W. JACKSON STREET, TOPEKA, KANSAS 66603

5. PLAN OF MERGER

1. ADAMS BUSINESS FORMS, INC. of NEVADA
 is the survivor.

2. All of the property, rights, privileges, leases and patents of the EAGLE OPG, INC.,

A MISSOURI CORPORATION Corporation and
 _____ Corporation

are to be transferred to and become the property of ADAMS BUSINESS FORMS, INC.,

A NEVADA CORPORATION

the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of ADAMS BUSINESS FORMS, INC. shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

4. The outstanding shares of EAGLE OPG, INC.

shall be exchanged for shares of ABF HOLDINGS, INC. on the following basis:

SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED HEREIN BY THIS REFERENCE

5. The outstanding shares of _____

shall be exchanged for shares of _____ on the following basis:

6. The articles of Incorporation of the survivor are/are not amended as follows:

THE NAME OF ADAMS BUSINESS FORMS, INC. IS CHANGED TO CARDINAL BRANDS, INC.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

CORPORATE SEAL

EAGLE OPG, INC.

Name of Corporation

By

[Signature]

President or Vice President

L. JOSEPH BAUMAN

Printed Name

11/14/00

Date

ATTEST:

[Signature]

Secretary or Assistant Secretary

CORPORATE SEAL

ADAMS BUSINESS FORMS, INC.

Name of Corporation

By

[Signature]

President or Vice President

L. JOSEPH BAUMAN

Printed Name

11/14/00

Date

ATTEST:

[Signature]

Secretary or Assistant Secretary

TRADEMARK

REEL: 002438 FRAME: 0105

CORPORATE SEAL

Name of Corporation

By _____
President or Vice President

ATTEST:

Printed Name Date

Secretary or Assistant Secretary

State of MISSOURI.

County of ST. LOUIS

} SS

I, KATHLEEN DALY WINSCHEL

_____, a Notary Public,

do hereby certify that on NOVEMBER 14, 2000 _____ personally appeared before me

L. JOSEPH BAUMAN who being by me first duly sworn, declared

that he/she is the PRESIDENT

of EAGLE OPG, INC.

that he/she signed the foregoing documents as PRESIDENT of the corporation, and

that the statements therein contained are true.

(Notarial Seal or Stamp)

Kathleen Daly Winschel
Notary Public

My commission expires _____

My County of Commission _____

KATHLEEN DALY WINSCHEL
Notary Public of Missouri
Qualified in Jefferson County
My Commission Expires June 5, 2001

state of MISSOURI }
County of ST. LOUIS } SS

I, KATHLEEN DALY WINSCHEL, a Notary Public,
do hereby certify that on NOVEMBER 14, 2000 personally appeared before me
L. JOSEPH BAUMAN who being by me first duly sworn, declared
that he/she is the President
of ADAMS BUSINESS FORMS, INC.
that he/she signed the foregoing documents as PRESIDENT of the corporation, and t
that the statements therein contained are true.

(Notarial Seal or Stamp)

Kathleen Daly Winschel
Notary Public

My commission expires KATHLEEN DALY WINSCHEL
Notary Public of Missouri
Qualified in Jefferson County
My County of Commission My Commission Expires June 5, 2001

State of _____ }
County of _____ } SS

I, _____, a Notary Public,
do hereby certify that on _____ personally appeared before me
_____ who being by me first duly sworn, declared
that he/she is the _____
of _____
that he/she signed the foregoing documents as _____ of the corporation, and t
that the statements therein contained are true.

(Notarial Seal or Stamp)

Notary Public

My commission expires _____

My County of Commission _____

EXHIBIT A
TO ARTICLES OF MERGER OF
EAGLE OPG, INC., A MISSOURI CORPORATION
WITH AND INTO ADAMS BUSINESS FORMS, INC.,
A NEVADA CORPORATION

Each share of Common Stock of Eagle OPG, Inc. issued and outstanding immediately prior to the merger shall receive .39108 shares of ABF Holdings, Inc. Common Stock

Each share of Class A Convertible Preferred Stock of Eagle OPG, Inc. issued and outstanding immediately prior to the merger shall receive .39108 shares of ABF Holdings, Inc. Common Stock

Each share of Class B Convertible Preferred Stock of Eagle OPG, Inc. issued and outstanding immediately prior to the merger shall receive .39108 shares of ABF Holdings, Inc. Common Stock

Each share of 4% Cumulative Preferred Stock of Eagle OPG, Inc. issued and outstanding immediately prior to the merger shall receive 1,063.33 shares of ABF Holdings, Inc. Common Stock

SECRETARY OF STATE



I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts, pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that there was filed in this office on November 29, 2000

ARTICLES OF MERGER
merging
EAGLE OPG, INC.
(A MISSOURI CORPORATION)
into
ADAMS BUSINESS FORMS, INC.
(A NEVADA CORPORATION)
changing name to
CARDINAL BRANDS, INC.

FILED AND CERTIFICATE
ISSUED
DEC 21 2000

Rebecca McDowell Cook
SECRETARY OF STATE



IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on December 18, 2000.

Dean Heller

Secretary of State

By *C. E. Smith*

Certification Clerk

TRADEMARK

RECORDED: 01/29/2002

REEL: 002438 FRAME: 0109