

# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

**1. Name of conveying party(ies):**

CPI Packaging, Inc.  
240 Boundary Road  
Marlboro, New Jersey 07746  
 Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State New Jersey  
 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: February 1, 2002

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

A. Trademark Application No.(s) 76/010,346 - 76/221,683

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

Name: CPI Packaging, Inc.  
Address: 240 Boundary Road  
City: Marlboro State: NJ ZIP: 07746

Additional name(s) and address(es) attached?  
 Yes  No

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 N/A

(Designation must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No N/A

B. Trademark Registration No.(s)	1,265,728	1,720,274
	1,732,946	1,635,484
	2,282,692	2,465,371
	2,471,286	2,495,725
	2,461,494	2,473,342

Additional numbers attached?  Yes  No

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

Name Linda Pickering, Esq.  
Address Scaled Air Corporation (US)  
Park 80 East  
City Saddle Brook State New Jersey ZIP 07663

**6. Total number of applications and registrations involved:** 12

**7. Total fee (37 CFR 3.41)-----\$315.00**

Enclosed  
 Authorized to be charged to deposit account

**8. Deposit account number:** 500952

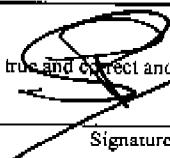
(Attach duplicate copy of this page if paying by deposit account)

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.

Linda Pickering, Esq.  
Name of Person Signing

  
Signature

December 11, 2002  
Date

Total number of pages including cover sheet 6

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, DC 20231

# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SEALED AIR HOLDINGS III, INC.", CHANGING ITS NAME FROM "SEALED AIR HOLDINGS III, INC." TO "CPI PACKAGING, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2002, AT 9:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF FEBRUARY, A.D. 2002, AT 9:01 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1584513

2935870 8100

020058235

DATE: 01/28/2002

REEL: 002586 FRAME: 0354

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:01 AM 01/28/2002  
020058235 - 2935870

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF  
SEALED AIR HOLDINGS III, INC.

It is hereby certified that:

1. The name of the corporation (the "Corporation") is Sealed Air Holdings III, Inc.

2. The certificate of incorporation of the corporation is hereby amended by striking Article FIRST of the Certificate of Incorporation of the Corporation and by substituting in lieu of said Article the following new Article:

FIRST: The name of the Corporation is CPI Packaging, Inc.

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

4. This amendment of the certificate of incorporation is effective as of 9:01 a.m., Eastern Standard Time, February 1, 2002.

This certificate is signed on this 28<sup>th</sup> day of January, 2002.

SEALED AIR HOLDINGS III, INC.

By: H. Katherine White  
Name: H. Katherine White  
Title: Vice President & Secretary

# Delaware

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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CPI PACKAGING, INC.", A NEW JERSEY CORPORATION,

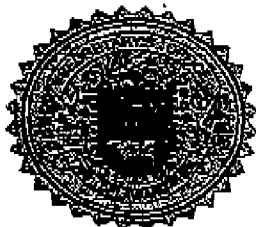
"CUSHION-PAK, INC.", A NEW JERSEY CORPORATION,

"FOAM MATERIALS INCORPORATED", A NORTH CAROLINA CORPORATION,

WITH AND INTO "SEALED AIR HOLDINGS III, INC." UNDER THE NAME OF "SEALED AIR HOLDINGS III, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1584509

DATE: 01/28/2002

REEL: 002586 FRAME: 0356

2935870 8100M

020058230

STATE OF DELAWARE  
SECRETARY OF STATE '3  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 01/28/2002  
020058230 - 2935870

## CERTIFICATE OF OWNERSHIP AND PLAN OF MERGER

Sealed Air Holdings III, Inc., a corporation organized and existing under the laws of the State of Delaware does hereby certify that:

1. Sealed Air Holdings III, Inc. was incorporated on September 17, 1998 pursuant to the General Corporation Law of the State of Delaware.
2. CPI Packaging, Inc. was incorporated on July 10, 1986 pursuant to the New Jersey Business Corporation Act.
3. Foam Materials Incorporated was incorporated on May 12, 1992 pursuant to the laws of the State of North Carolina
4. Cushion-Pak, Inc. was incorporated on April 1, 1971 pursuant to Title 14A of the New Jersey Statutes
5. Sealed Air Holdings III, Inc. owns 100% of the outstanding shares which are entitled to vote on a merger of each of CPI Packaging, Inc., Foam Materials Incorporated and Cushion-Pak, Inc.
6. The Board of Directors of Sealed Air Holdings III, Inc. has adopted the resolutions set forth in Exhibit A hereto by written consent of the directors in accordance with the provisions of Section 141(f) of the Delaware General Corporation Law on January 28, 2002.
7. The mergers shall become effective at 9:00 a.m., eastern standard time on February 1, 2002.

This certificate is signed on this 29<sup>th</sup> day of January, 2002.

SEALED AIR HOLDINGS III, INC.

By: H. Katherine White  
Name: H. Katherine White  
Title: Vice President & Secretary

## EXHIBIT A

SEALED AIR HOLDINGS III, INC.

Resolutions Relating to Merger of CPI Packaging, Inc.,  
a New Jersey corporation, Foam Materials Incorporated, a North Carolina corporation  
and Cushion-Pak, Inc., a New Jersey corporation  
into Sealed Air Holdings III, Inc.  
(adopted by the Board of Directors on January 26<sup>th</sup>, 2002)

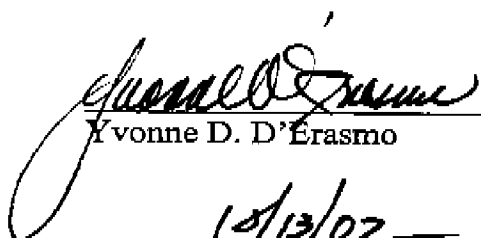
RESOLVED that CPI Packaging, Inc., a New Jersey corporation, Foam Materials Incorporated, a North Carolina corporation and Cushion-Pak, Inc., a New Jersey corporation, and each a wholly owned subsidiary of the Corporation be merged with and into the Corporation and that the Corporation assume all of said subsidiary's liabilities and obligations effective as of 9:00 a.m., Eastern Standard Time, on February 1, 2002;

RESOLVED that all and any officers of the Corporation are hereby directed to make, execute and acknowledge a certificate of ownership and plan of merger setting forth a copy of these resolutions to merge CPI Packaging, Inc., Foam Materials Incorporated and Cushion-Pak, Inc. into this Corporation and to assume all liabilities and obligations of CPI Packing Inc., Foam Materials Incorporated and Cushion-Pak, Inc. and to file such certificate with the Secretaries of State of Delaware, New Jersey and North Carolina and the appropriate Office of the Recorder of Deeds and to do all acts and things whatsoever, whether within or without the State of Delaware which is necessary or appropriate to effect said merger.

**CERTIFICATE OF FACSIMILE TRANSMISSION**

**Applicant:** CPI Packaging, Inc.  
**Paper:** Recordation Form Cover Sheet for  
Merger/Name Change, Transmittal Facsimile  
Cover Page and Certificate of Facsimile  
Transmission

I, Yvonne D. D'Erasmus, do hereby certify that the above-referenced correspondence, which is attached, is being transmitted via facsimile to the Assignment Division, at the United States Patent and Trademark Office at 703.306.5995 on this date of December 13, 2002.

  
\_\_\_\_\_  
Yvonne D. D'Erasmus  
  
12/13/02  
\_\_\_\_\_  
Date of Transmission