

U.S. Department of Commerce
Patent and Trademark Office

FORM PTO-1618A
Expires 08/30/99
OMB 0651-0027

TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
 Effective Date
 Month Day Year
 Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Effective Date
 Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying 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

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
 Commissioner of Patents and Trademarks, Box Assignments, Washington D.C. 20231

TRADEMARK

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U.S. Department of Commerce
Patent and Trademark Office
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FORM PTO-1618B
Expires 06/30/09
OMB 0651-0027

Page 2

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2002633"/>	<input type="text" value="2015090"/>	<input type="text" value="2171186"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1784169"/>	<input type="text" value="1809225"/>	<input type="text" value="1448560"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2286890"/>	<input type="text" value="1898984"/>	<input type="text" value="1892171"/>

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 account)

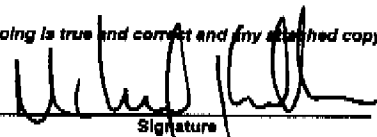
Deposit Account Number

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing 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.

Michael G. Kelber
Name of Person Signing


Signature

4/7/03
Date Signed

FEDERAL IDENTIFICATION NO. 04-2546548 FEDERAL IDENTIFICATION NO. 01837909

The Commonwealth of Massachusetts

William Francis Galvin Secretary of the Commonwealth One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 78)

Examiner [Signature]

(m) (LS) 08/05/03 C58

~~Consolidation~~ / *merger of

(m) WNA Comet East, Inc. (S) Waddington North America, Inc.

the constituent corporations, into

(S) Waddington North America, Inc.

~~one of the constituent corporations~~ / *one of the constituent corporations.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

- 1. An agreement of ~~consolidation~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 78, and will be kept as provided by Subsection (d) thereof. The ~~surviving~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.
2. The effective date of the ~~consolidation~~ / *merger determined pursuant to the agreement of ~~consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.
3. (For a merger) The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger: None.

C P M R.A. [checkboxes]

*Delete the inapplicable word. **If there are no provisions state "None". Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

3/18/2003

(For a consolidation)

(a) The purpose of the resulting corporation is to engage in the following business activities:

(b) State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

None

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

None

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

** If there are no provisions state "None".

4. The information contained in Item 4 is *not* a permanent part of the Articles of Organization of the ~~xxxxxxx~~ / *surviving corporation.

(a) The street address of the ~~xxxxxxx~~ / *surviving corporation in Massachusetts is: (post office boxes are not acceptable)
Six Stuart Road, Chelmsford, Massachusetts 01824


(b) The name, residential address, and post office address of each director and officer of the ~~xxxxxxx~~ / *surviving corporation is:


NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	SEE ATTACHED EXHIBIT A	
Treasurer:		
Clerk:		
Directors:		

(c) The fiscal year (i.e. tax year) of the ~~xxxxxxx~~ / *surviving corporation shall end on the last day of the month of:
March

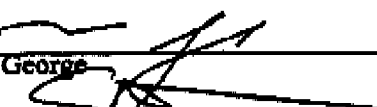
(d) The name and business address of the resident agent, if any, of the ~~xxxxxxx~~ / *surviving corporation is:
CT Corporation System, 101 Federal Street, Boston, Massachusetts 02110

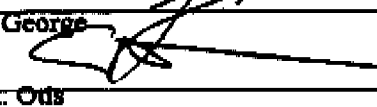
The undersigned officers of the several constituent corporations listed above further state under the penalties of perjury as to their respective corporations that the agreement of ~~xxxxxxx~~ / *merger has been duly executed on behalf of such corporation and duly approved by the stockholders of such corporation in the manner required by General Laws, Chapter 156B, Section 78.

Marcus J. George  ~~xxxxxxx~~ / *Vice President,

Stephen R. Otis  , ~~xxxxxxx~~ / *Assistant Clerk,

of WNA Comet East, Inc.
(Name of constituent corporation)

Marcus J. George  , ~~xxxxxxx~~ / *Vice President,

Stephen R. Otis  , ~~xxxxxxx~~ / *Assistant Clerk,

of Waddington North America, Inc.
(Name of constituent corporation)

*Delete the inapplicable words.
MAR06 - 12/26/00 C T System Online

**EXHIBIT A
TO
ARTICLES OF MERGER**

WADDINGTON NORTH AMERICA, INC.

Directors

<u>Name</u>	<u>Residential</u>	<u>Business</u>
Marcus George	3753 North Pine Grove Apt. 2 Chicago, Illinois 60613	10 South Wacker Suite 3175 Chicago, Illinois 60606
Andrew W. Code	219 East Third Street Hinsdale, Illinois 60521	10 South Wacker Suite 3175 Chicago, Illinois 60606
Daniel J. Hennessy	121 North Green Bay Road Lake Forest, Illinois 60045	10 South Wacker Suite 3175 Chicago, Illinois 60606
Brian P. Simmons	1500 N. Lake Shore Drive Apt. 18A Chicago, Illinois 60610	10 South Wacker Suite 3175 Chicago, Illinois 60606
James Cooper	14 Berkeley Lane St. Louis, Missouri 63124	100 S. Brentwood Blvd. Suite 425 St. Louis, Missouri 63105
Michael G. Evans	1241 Edwards Road Cincinnati, Ohio 45208	100 East River Center Blvd. Suite 220 Covington, Kentucky 41011
Matthew Kaufman	190 East 72 nd Street New York, New York 10021	388 Greenwich Street New York, New York 10013
Sanjay Patel	125 East 72 nd Street New York, New York 10021	388 Greenwich Street New York, New York 10013
Patrick J. Dalton	205 Betsy Brown Road Rye Brook, New York 10573	85 Broad Street New York, New York 10004

**EXHIBIT A
TO
ARTICLES OF MERGER**

**WADDINGTON NORTH AMERICA, INC.
(CONT.)**

Officers

Name	Residential Address	Business Address	Office
Michael Evans	1241 Edwards Road Cincinnati, Ohio 45208	100 East River Center Blvd. Suite 220 Covington, Kentucky 41011	Chief Executive Officer and President
Marcus J. George	3753 North Pine Grove Apt. 2 Chicago, Illinois 60613	10 South Wacker Drive Suite 3175 Chicago, Illinois 60606	Vice President Clerk and Treasurer
Daniel J. Hennessy	121 North Green Bay Road Lake Forest, Illinois 60045	10 South Wacker Drive Suite 3175 Chicago, Illinois 60606	Vice President
Michael Christopher	2411 Christopher Winds Place St. Louis, Missouri 63129	100 East River Center Blvd., Suite 220 Covington, Kentucky 41011	Chief Financial Officer
Stephen Morhouse	16 Partridge Hill Road Harvard, Massachusetts 01451	Six Stuart Road Chelmsford, MA 01824	Assistant Treasurer and Assistant Clerk
Mary Ryan	7 Virginia Road Andover, Massachusetts 01810	Six Stuart Road Chelmsford, MA 01824	Assistant Secretary
Roger R. Wilen	3850 N. Greenview Ave. Chicago, Illinois 60613	10 South Wacker Drive Suite 4000 Chicago, Illinois 60606	Assistant Secretary
Stephen R. Otis	1181 Wade Street Highland Park, Illinois 60035	10 South Wacker Drive Suite 4000 Chicago, Illinois 60606	Assistant Secretary

0510110799

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER

(General Laws, Chapter 156B, Section 78)

834177

SECRETARY OF THE COMMONWEALTH
06 APR 1 12:26 PM '03
CORPORATION DIVISION

I hereby approve the within Articles of *Consolidation / *Merger and, the filing fee in the amount of \$ 250, having been paid, said articles are deemed to have been filed with me this 1st day of April, 20 03.

Effective date: April 1, 2003

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 4-3-03 CLERK AGS

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

C.T. Corporation System
101 Federal Street
Boston, MA 02110
Telephone: 617-675-6400