

12-31-2002



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

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

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

1. Name of conveying party(ies):  
WDP Investments, Inc. **12-26-02**

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

2. Name and address of receiving party(ies)  
Name: Imperial Home Decor Group Management, Inc.  
Internal  
Address: \_\_\_\_\_  
Street Address: 23645 Mercantile Road  
City: Cleveland State: Ohio Zip: 44122

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

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No N/A  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

Execution Date: March 29, 2001

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
734938 2031074

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: James A. Dimitrijevs  
Internal Address: \_\_\_\_\_  
McDonald, Hopkins, Burke & Haber Co., L.P.A.  
Street Address: 2100 Bank One Center  
600 Superior Avenue, E.  
City: Cleveland State: OH Zip: 44114

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: \_\_\_\_\_  
(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.*

Attorney for Registrant  
James A. Dimitrijevs

Name of Person Signing \_\_\_\_\_ Signature James A. Dimitrijevs Date Dec. 20, 2002

12/30/2002 LNUELLER 00000153 734938

01 FC:0521  
02 FC:0522

Total number of pages including cover sheet, attachments, and document: 5  
documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

{352890;}

TRADEMARK  
REEL: 002639 FRAME: 0831

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED: 09:00 AM 03/29/2001  
010154961 - 2558972

RESTATED CERTIFICATE OF INCORPORATION

OF

WDP INVESTMENTS, INC.

A STOCK CORPORATION

(Pursuant to Sections 228, 242 and 245 of the General  
Corporation Law of the State of Delaware)

WDP Investments, Inc., a corporation organized and existing under the General  
Corporation Law of the State of Delaware

DOES HEREBY CERTIFY:

1. That the name of this corporation is WDP Investments, Inc., and that this corporation was originally incorporated as Borden Decorative Products Investments, Inc. on November 6, 1995.
2. That the Board of Directors and the sole stockholder of this corporation duly adopted a resolution amending and restating the Certificate of Incorporation of this corporation as heretofore amended or supplemented, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

FIRST: The name of the corporation (the "Corporation") is Imperial Home Decor Group Management, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 271E Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

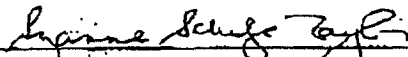
**EIGHTH:** Each person who is or was on or after January 5, 2000 or has or who had on or after January 5, 2000 agreed to become a director or officer of the Corporation, or each such person who is or was on or after January 5, 2000 serving or who has or who had on or after January 5, 2000 agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article EIGHTH. Any repeal or modification of this Article EIGHTH shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

**NINTH:** In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the by-laws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional by-laws and may alter, amend or repeal any by-law whether adopted by them or otherwise. The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

**TENTH:** The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in

force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law, and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the Secretary, does hereby execute this Restated Certificate of Incorporation effective as of the 29th day of March, 2001.

  
Name: Suzanne Schulze Taylor  
Title: Secretary

RESTATED CERTIFICATE OF INCORPORATION  
NAME CHANGE FROM WDP TO IHDG MANAGEMENT, INC.

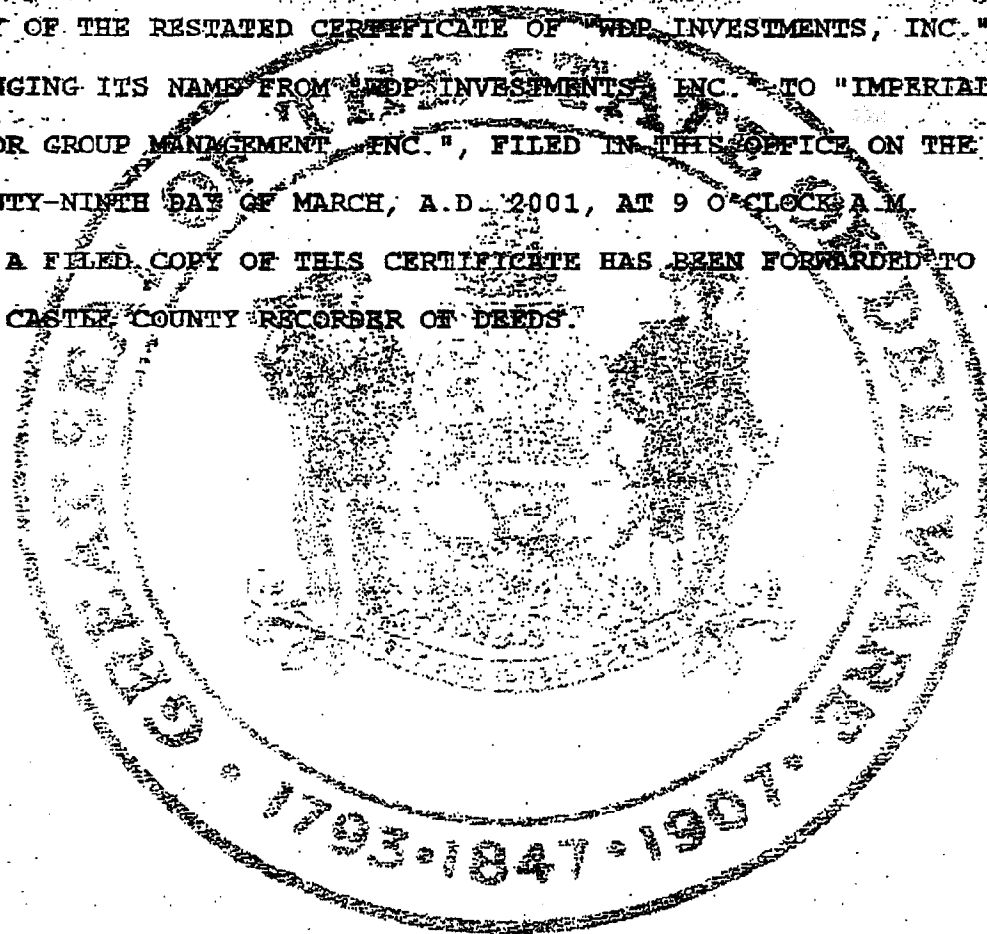
State of Delaware

Office of the Secretary of State

PAGE 1

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 RESTATED CERTIFICATE OF "WDP INVESTMENTS, INC.", CHANGING ITS NAME FROM "WDP INVESTMENTS, INC." TO "IMPERIAL HOME DECOR GROUP MANAGEMENT, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MARCH, A.D. 2001, 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

2553972 8100

AUTHENTICATION: 1852963

010154861

DATE: 03-29-01