



02-28-2003

RECORDAT  
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Attorney Docket No.: 46782-0016-0001

102377315

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

<p>1. Name of conveying party(ies): <b>2-21-03</b></p> <p><b>Dri-Print Foils, Inc.</b></p>	<p>2. Name and address of receiving party(ies):</p> <p><b>API Foils Inc.</b>  <b>329 New Brunswick Avenue</b>  <b>Rahway, New Jersey 07065-2728</b></p>
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<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other:</p> <p>Execution Date: <b>October 4, 1999</b></p>	<p><input type="checkbox"/> Individual(s) citizenship:  <input type="checkbox"/> Association:  <input type="checkbox"/> General Partnership:  <input type="checkbox"/> Limited Partnership:  <input checked="" type="checkbox"/> Corporation-State: <b>Delaware</b>  <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: <input type="checkbox"/> Yes; <input type="checkbox"/> No <b>N/A</b></p> <p>(Designations must be a separate document from Assignment)</p>
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<p>4. A. Application number(s):</p>	<p>B. Trademark Registration No.(s):</p> <p><b>1,095,176</b>      <b>1,004,994</b>  <b>1,014,905</b></p>
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<p>5. Name and address of party to whom correspondence document should be mailed:</p> <p><b>Jessica N. Cohen, Esq.</b>  <b>C/O TMSU</b>  <b>1111 Pennsylvania Avenue, N.W.</b>  <b>Washington, D.C. 20004</b></p> <p>Telephone: (212) 309-6764  Facsimile: (212) 309-6273  E-Mail: <a href="mailto:jcohen@morganlewis.com">jcohen@morganlewis.com</a></p>	<p>6. Total number of applications and registrations involved: <b>[3]</b></p> <p>7. Total fee (37 CFR 3.41) Cal. <math>\frac{1}{2} \times \\$40.00 = \\$</math> <b>40.00</b>  <math>\frac{2}{2} \times \\$25.00 = \\$</math> <b>50.00</b>  Total \$ <b>90.00</b></p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <b>13-4520</b></p>
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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.*

\_\_\_\_\_  
Name of Person Signing      *Jessica N. Cohen*      Signature      February 14, 2003      Date

Total number of pages including cover sheet, attachments and document: **[5]**

02/27/2003 ECOOPER 00000192 134520 1095176

01 FC:0521 40.00 CH  
02 FC:0522 50.00 CH

## CERTIFICATE OF MERGER

of

DRI-PRINT FOILS, INC.  
A Delaware Corporation

INTO

API UNIVERSAL FOILS INC.  
A Delaware CorporationPursuant to Section 251(c) of the  
Delaware General Corporation Law

API Universal Foils Inc., a Delaware corporation, which desires to merge (the "Merger") with Dri-Print Foils, Inc., a Delaware corporation, hereby certifies as follows:

**FIRST:** The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") in the Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Dri-Print Foils, Inc.	Delaware
API Universal Foils Inc.	Delaware

**SECOND:** The Agreement and Plan of Merger dated as of the 4th day of October, 1999, (the "Merger Agreement") among Dri-Print Foils, Inc., a Delaware corporation, API Universal Foils Inc., a Delaware corporation, and API (USA) Holdings Ltd., a Delaware corporation and the sole shareholder of all of the issued and outstanding shares of capital stock of the Constituent Corporations, has been approved, adopted, certified, executed and acknowledged

by each of the Constituent Corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

**THIRD:** The Surviving Corporation shall be API Universal Foils Inc., a Delaware corporation (the "Surviving Corporation").

**FOURTH:** The Certificate of Incorporation of API Universal Foils Inc. as in effect immediately prior to the Merger shall be the certificate of incorporation of the Surviving Corporation except that such Certificate of Incorporation shall be amended as follows:

"**FIRST:** The name of the corporation is: API Foils Inc."

**FIFTH:** The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 329 New Brunswick Avenue, Rahway, New Jersey 07065-2728.

**SIXTH:** A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

**SEVENTH:** The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, API UNIVERSAL FOILS INC., a Delaware

corporation, has caused this Certificate of Merger to be signed by its President, as of this 4<sup>th</sup> day of October, 1999.

API UNIVERSAL FOILS INC.

By:

  
\_\_\_\_\_

Charles T. J. Tidey  
President

Morgan, Lewis & Bockius LLP  
101 Park Avenue  
New York, NY 10178-0060  
Tel: 212.309.6000  
Fax: 212.309.6001  
www.morganlewis.com



*DA*

**Morgan Lewis**  
C O U N S E L O R S   A T   L A W

**Elisabeth Stewart Bradley**  
(212) 309-7059  
ebradley@morganlewis.com

February 21, 2003

**VIA HAND DELIVERY**

Commissioner for Trademarks  
Box Assignments  
2900 Crystal Drive  
Arlington, Virginia 22202-3513  
**Attention: Assignment Branch**

Re: Recordation of Certificate of Merger Document  
Our Ref.: 46787-0016-0001

Dear Madam:

We enclose for recording at the Assignment Branch a Certificate of Merger made between Dri-Print Foils, Inc. (conveying party) and API Foils Inc. (receiving party). This document is being filed to update record title to the three (3) registrations set forth on the Recordation Form Cover Sheet.

The details of this recording are set out on the enclosed Recordation Form Cover Sheet in compliance with Patent and Trademark Office rules. The \$90 filing fee should be debited from the deposit account of Morgan, Lewis & Bockius LLP, Account No. 13-4520.

Please call me if you have any questions. Thank you for your assistance.

Sincerely,

Elisabeth Stewart Bradley

Enclosures

cc: Gregory S. Shatan (w/o encls.)  
Justin H. Wertman (w/o encls.)  
Jessica N. Cohen (w/o encls.)

Philadelphia Washington New York Los Angeles Miami Harrisburg Pittsburgh  
Princeton Northern Virginia London Brussels Frankfurt Tokyo

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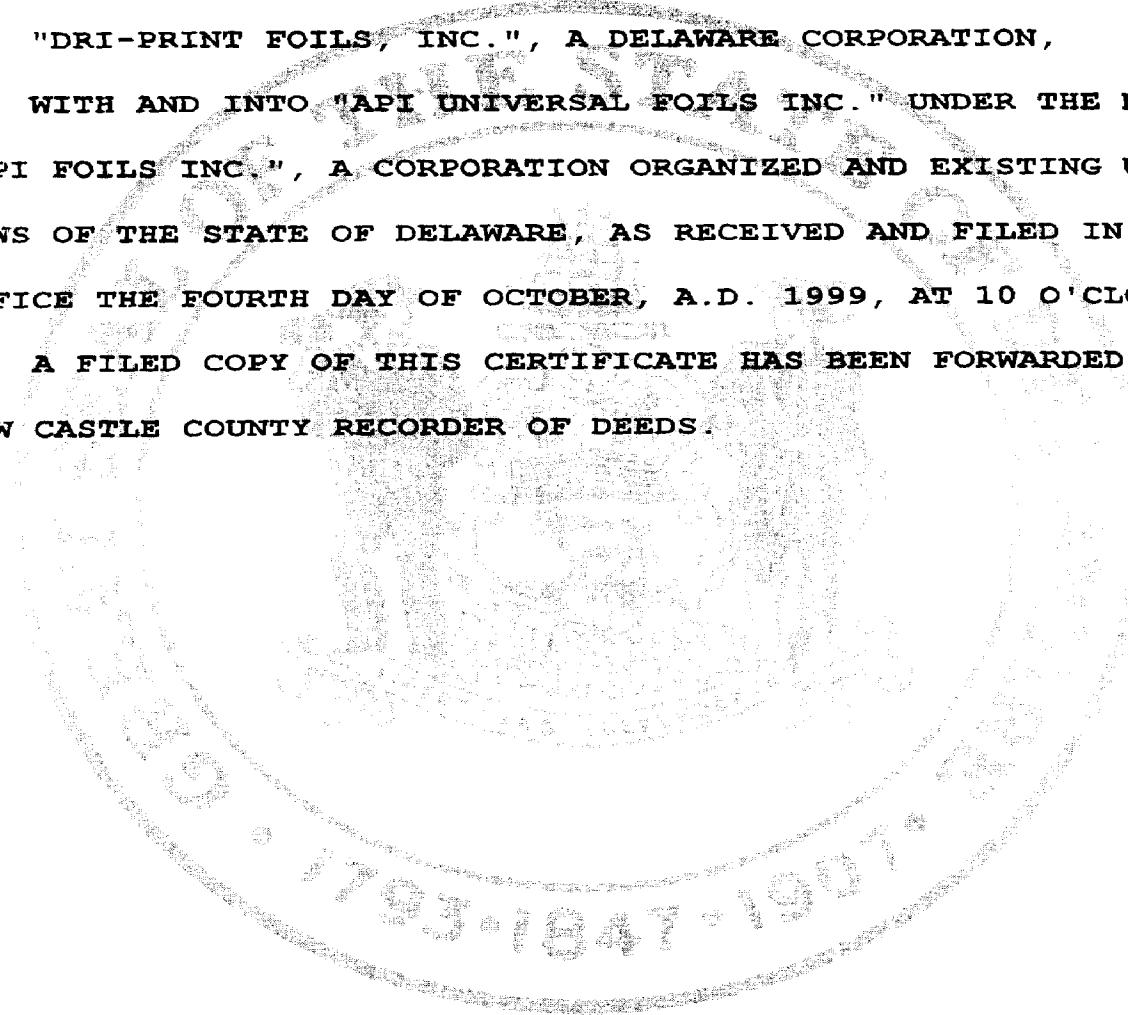
**TRADEMARK**  
**REEL: 002680 FRAME: 0279**

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DRI-PRINT FOILS, INC.", A DELAWARE CORPORATION, WITH AND INTO "API UNIVERSAL FOILS INC." UNDER THE NAME OF "API FOILS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF OCTOBER, A.D. 1999, AT 10 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

0008679

10-05-99