

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1

Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | CHANGE OF NAME |

**CONVEYING PARTY DATA**

| Name                  | Formerly | Execution Date | Entity Type           |
|-----------------------|----------|----------------|-----------------------|
| WDP Investments, Inc. |          | 03/29/2001     | CORPORATION: DELAWARE |

**RECEIVING PARTY DATA**

|                 |  |
|-----------------|--|
| Name:           | Imperial Home Decor Group Management, Inc. |
| Street Address: | 23645 Mercantile Road                      |
| City:           | Cleveland                                  |
| State/Country:  | OHIO                                       |
| Postal Code:    | 44122                                      |
| Entity Type:    | CORPORATION: DELAWARE                      |

**PROPERTY NUMBERS Total: 1**

| Property Type        | Number  |
|----------------------|---------|
| Registration Number: | 1227639 |

**CORRESPONDENCE DATA**

Fax Number: (216)348-5474  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: pcardenas@mcdonaldhopkins.com  
 Correspondent Name: James A. Dimtrijevs  
 Address Line 1: 2100 Bank One Center 600 Superior Ave E.  
 Address Line 4: Cleveland, OHIO 44114

|                         |                     |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 16381-00250         |
| NAME OF SUBMITTER:      | James A. Dimtrijevs |

Total Attachments: 5  
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**900000925**

**TRADEMARK  
 REEL: 002681 FRAME: 0436**

**CH \$40.00 1227639**

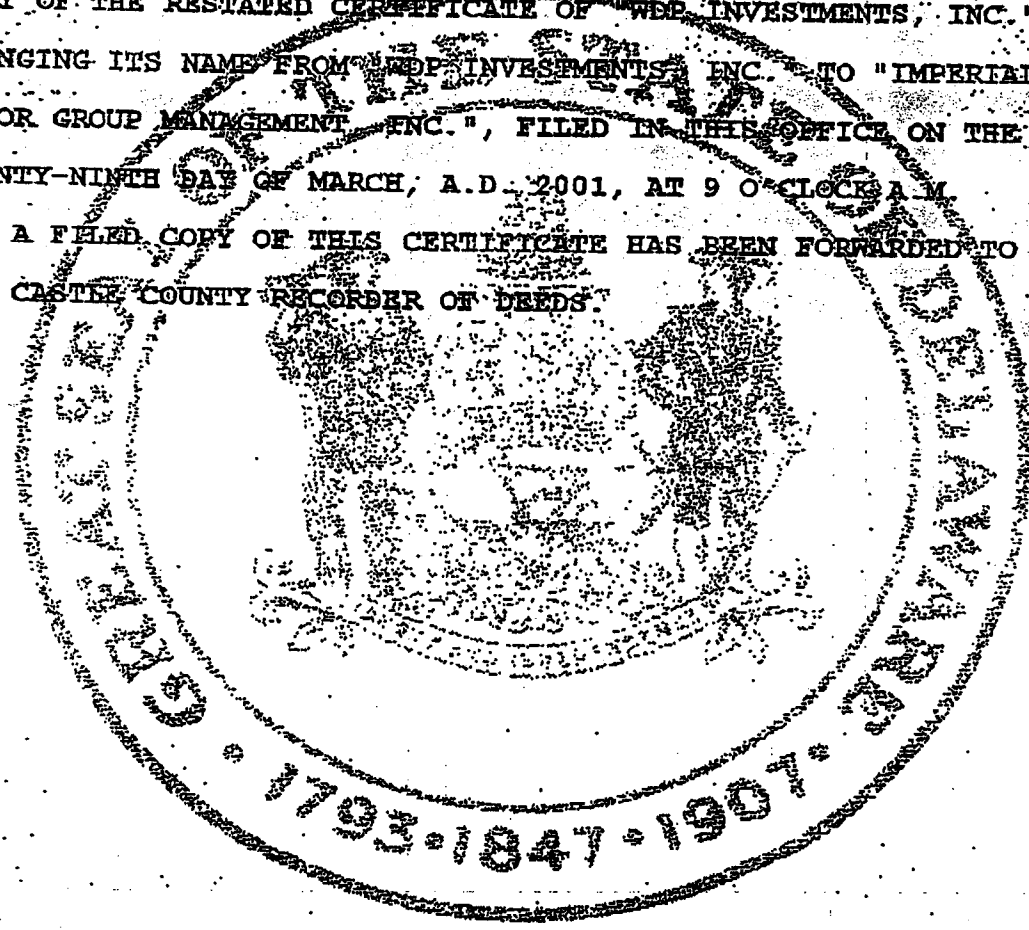
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RESTATED CERTIFICATE OF INCORPORATION  
NAME CHANGE FROM W.D. TO IHDO MANAGEMENT, INC.  
State of Delaware

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

2552972 8100

AUTHENTICATION 1252963

610154861

DATE: 03-29-01

TRADEMARK

**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 2711 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.**

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 100 shares of Common Stock, par value \$0.01 per share.

FIFTH: The Corporation will not issue nonvoting capital stock to the extent prohibited by Section 1123 of Title 11 of the United States Code as in effect on the effective date of the Amended Joint Plan of Reorganization of The Imperial Home Decor Group Inc., its Parent Company and its Debtor Subsidiaries, dated as of January 31, 2001 (the "Bankruptcy Code"); provided, however, that this Article FIFTH (a) will have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) will have such force and effect, if any, only for so long as Section 1123 is in effect and applicable to the Corporation, and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time in effect.

SIXTH: Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation.

SEVENTH: To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article SEVENTH shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

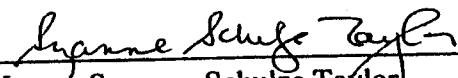
**EIGHTH:** Each person who is or was on or after January 5, 2000 or has or who had on or after January 5, 2000 agreed to become a director or officer of the Corporation, or each such person who is or was on or after January 5, 2000 serving or who has or who had on or after January 5, 2000 agreed to 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