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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Director of the United States Patent and Trademark Office. Please record the attached original documents or copy thereof.
P.O. Box 1450
Alexandria, VA 22313-1450

1. Name of conveying party(ies):
Hallmark Holdings, Inc.

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

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

2. Name and address of receiving party(ies):
Name: Continental Commercial Products, LLC

Internal Address
Street Address 1101 N. Warson Road

City St. Louis State MO ZIP 63132

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other A Delaware Limited Liability Company

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

Execution Date: June 27, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/084,440

B. Trademark registration No.(s) 2,036,905
Additional numbers attached? Yes No

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

PENNIE & EDMONDS LLP
1155 Avenue of the Americas
New York, New York 10036-2711

Attn: Elizabeth S. Langston

File No.: 11167-027/015-999

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00
Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

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.

Elizabeth S. Langston
Name of Person Signing Reg. No. Elizabeth S. Langston Signature 7/22/03 Date

Total number of pages comprising cover sheet: 4

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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 MERGER, WHICH MERGES:

"HALLMARK HOLDINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONTINENTAL COMMERCIAL PRODUCTS, LLC" UNDER THE NAME OF "CONTINENTAL COMMERCIAL PRODUCTS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2003, AT 11:48 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: 2500136

DATE: 06-27-03

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TRADEMARK
REEL: 002688 FRAME: 0541

State of Delaware
SECRETARY OF STATE/SS
Division of Corporations
Delivered 11:07 AM 06/27/2003
FILED 11:48 AM 06/27/2003
RBY 03042003 - 297609 F228

**CERTIFICATE OF MERGER
OF
HALLMARK HOLDINGS, INC.
WITH AND INTO
CONTINENTAL COMMERCIAL PRODUCTS, LLC**

The undersigned limited liability company **DOES HEREBY CERTIFY:**

FIRST: That the names and states of incorporation of the constituent corporation and limited liability company of the merger are: Hallmark Holdings, Inc., a Delaware corporation ("Hallmark") and Continental Commercial Products, LLC, a Delaware limited liability company (the "Surviving Company").

SECOND: That an Agreement and Plan of Merger (the "Agreement of Merger"), dated as of June 27, 2003, by and among Hallmark and the Surviving Company, has been approved, adopted, certified, executed and acknowledged by the constituent corporation and limited liability company in accordance with the requirements of Section 264 of the General Corporation Law of Delaware.

THIRD: That the name of the Surviving Company is Continental Commercial Products, LLC.

FOURTH: That the executed Agreement of Merger is on file at the principal place of business of the Surviving Company, the address of which is 1101 N. Warren Road, St. Louis, MO 63132.

FIFTH: That a copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder or any member of any constituent corporation or limited liability company.

[Signature on the following page]

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Surviving Company has executed this Certificate of Merger as of the 27th day of June, 2003.

CONTINENTAL COMMERCIAL PRODUCTS, LLC, a Delaware Limited Liability Company

By: *Amir Rosenthal*
Name: Amir Rosenthal
Title: Secretary

[Signature page to Certificate of Merger (DE)]