

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

FORM PTO-1594 (Modified) (Rev. 5-93) OMB No. 0651-0011 (exp. 4/94) Copyright 1994-97 LegalStar TM05/REV03

Tab settings

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

1. Name of conveying party(ies):

The Peerless Paper Mills

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

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: LaGasse Bros., Inc.
 Internal Address: _____
 Street Address: 1525 Kuebel Street
 City: New Orleans State: LA ZIP: 70123

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Louisiana
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
 (Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 5, 2001

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

Additional numbers

B. Trademark Registration No.(s)

SYSTEM CLEAN, Reg. No. 2363058
 SIMPLE CHOICE, Reg. No. 2398421

Yes No

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

Name: Mark I. Feldman
 Internal Address: PIPER RUDNICK

 Street Address: 203 N. LaSalle Street

 City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

Enclosed
 Any additional fees are Authorized to be charged to deposit account

8. Deposit account number:
18-2284

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.

Mark I. Feldman Mark I. Feldman 3-17-03
 Name of Person Signing Signature Date


HWG 780047748

Total number of pages including cover sheet, attachments, and TRADEMARK

REEL: 002729 FRAME: 0727

CH \$65.00 182284 2363058

UNITED STATES OF AMERICA



State of Louisiana

Jox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of a Merger document whereby THE PEERLESS PAPER MILLS, organized under the laws of PENNSYLVANIA, is merged into

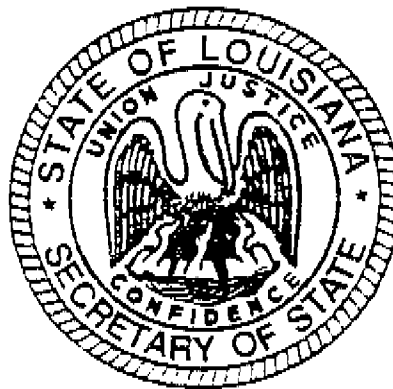
LAGASSE BROS., INC.

Organized under the laws of LOUISIANA,

Was filed and recorded in this Office on January 5, 2001, with an effective date of January 5, 2001.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

January 5, 2001
Jox McKeithen



ABA 24408350D 35023947
Secretary of State

TRADEMARK

REEL: 002729 FRAME: 0728

FROM :

JAN-04-2001 18:51

FAX NO. :
USBCO ADMINISTRATION

8472972410 P.06

DSCB:15-1926 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

- The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.
- The plan of merger shall be effective on: _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
The Peerless Paper Mills	Adopted by action of the board of directors of the parent corporation pursuant to 15 Pa.C.S. Section 1924 (b) (3)

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

- The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.
- Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

1525 Kuebel Street	New Orleans	LA	70123	New Orleans
Number and Street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this _____ day of January, 2001.

Lagasse Bros., Inc.
(Name of Corporation)
BY: Kathleen S. Dvorak
(Signature)
TITLE: Kathleen S. Dvorak, Vice President

(Name of Corporation)
BY: _____
(Signature)
TITLE: _____

DSCB:15-1926 (Rev 90)-2

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	<u>the parent corporation pursuant to 15 Pa.C.S.</u>
	<u>Section 1924 (b) (3)</u>

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7. (Check, and if appropriate complete, one of the following):

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<u>1525 Kuebel Street</u>	<u>New Orleans</u>	<u>LA</u>	<u>70123</u>	<u>New Orleans</u>
Number and Street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this _____ day of January, 2001.

Lagasse Bros., Inc.
(Name of Corporation)

BY: _____
(Signature)

TITLE: Kathleen S. Dvorak, Vice President

(Name of Corporation)

BY: _____
(Signature)

TITLE: _____

**CERTIFICATE OF MERGER
MERGING
THE PEERLESS PAPER MILLS
INTO
LAGASSE BROS., INC.**

FOX McKEITHEN
SECRETARY OF STATE
RECEIVED & FILED
DATE JAN 5 2001

(Pursuant to subsection G of Section 12:112
of the Business Corporation Law of the State of Louisiana)

Lagasse Bros., Inc., a Louisiana corporation (the "Corporation"), for the purpose of merging The Peerless Paper Mills, a Pennsylvania corporation and wholly-owned subsidiary of Corporation ("Peerless"), into the Corporation (the "Merger"), does hereby certify as follows:

FIRST: That the Corporation is a corporation existing under the laws of the State of Louisiana and Peerless is a corporation existing under the laws of the Commonwealth of Pennsylvania.

SECOND: That the Corporation owns all of the issued and outstanding shares of capital stock of Peerless, and the Corporation hereby merges Peerless with and into itself with the Corporation continuing as the surviving corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 5th day of January, 2001, authorized, approved and adopted the Merger on the terms and conditions set forth in such resolutions:

"WHEREAS, pursuant to the terms and conditions of that certain Stock Purchase Agreement dated as of December 19, 2000 among the Corporation, The Peerless Paper Mills, a Pennsylvania corporation ("Peerless"), and the shareholders of Peerless listed on the signature pages thereto, the Corporation acquired all of the issued and outstanding capital stock of Peerless (the "Acquisition");

WHEREAS, as a result of the Acquisition, Peerless is a wholly-owned subsidiary of the Corporation; and

WHEREAS, pursuant to subsection G of Section 12:112 of the Louisiana Business Corporation Law, it is proposed that Peerless be merged with and into the Corporation (the "Merger") with the Corporation continuing as the surviving corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Merger is hereby authorized and approved, and pursuant to and upon consummation of the Merger, the Corporation will assume all of Peerless' liabilities and obligations;

FURTHER RESOLVED, that upon the consummation of the Merger, each share of capital stock of the Corporation outstanding immediately prior to

the Merger shall remain outstanding and each share of the capital stock of Peerless theretofore outstanding shall automatically be cancelled with no consideration payable therefor; and

FURTHER RESOLVED, that the Chairman of the Board, the President, the Chief Financial Officer, any Vice President, the Treasurer, the Secretary and any Assistant Secretary (each a "Proper Officer") of the Corporation, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered, and directed, for, on behalf of and in the name of the Corporation, to make, execute, certify and deliver and acknowledge such proper documents, including, without limitation, a Certificate of Merger (herein so called) setting forth these resolutions and the date of adoption thereof and to cause the same to be filed in the office of the Secretary of State of Louisiana and any other jurisdiction and to do or cause to be done any and all such other acts and things as they, or any of them, may deem necessary or advisable to make effective or implement the intent and purposes of the foregoing resolutions, and any such document so executed or act or thing done or caused to be done by them, or any of them, shall be conclusive evidence of their or his authority in so doing."

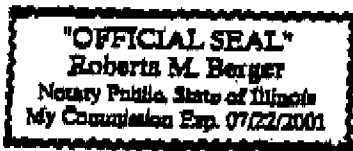
FOURTH: That the Articles of Incorporation of the Corporation in effect immediately prior to the Merger shall remain in effect following consummation of the Merger.

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STATE OF ILLINOIS)
)
COUNTY OF Cook) SS.:

On this 5th day of January, 2001, before me, the subscriber, a Notary Public duly appointed to take proof and acknowledgment of deeds and other instruments, came Kathleen S. Dvorak and M. Cecelia Currie, to me personally known to be the individuals described in and who signed the preceding Certificate of Merger and who acknowledged to me the signing of the same, and each being by me duly sworn deposed and saith that she, Kathleen S. Dvorak, signed the preceding Certificate of Merger as Vice President of Lagassa Bros., Inc., a Louisiana corporation, and that she, M. Cecelia Currie, signed the preceding Certificate of Merger as Assistant Secretary of said corporation.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my official seal at Des Plaines, Illinois, on the day and year first above written.



Roberts M. Berger
Notary Public

[Seal]