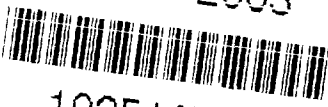


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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DEPARTMENT OF COMMERCE J.S. Patent and Trademark Office

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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):
 Wheeler Group, Inc.

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

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

2. Name and address of receiving party(ies)
 Name: Executive Greetings, Inc.
 Internal
 Address: _____
 Street Address: Greenwoods Industrial Park, Route 219
 City: New Hartford State: CT Zip: 06057

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

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

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

Execution Date: July 31, 1992

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

B. Trademark Registration No.(s) 1239349

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Alaine Doolan
 Internal Address: _____
 Street Address: Robinson & Cole LLP
280 Trumbull Street
 City: Hartford State: CT Zip: 06103

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
18-1685
 (Attach duplicate copy of this page if paying by deposit account)

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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.

Alaine Doolan Alaine Doolan August 5, 2003
 Name of Person Signing Signature Date

08/07/2003 DBYRNE 00000011 1239349

Total number of pages including cover sheet, attachments, and document: 6

01 FC:0321

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER
OF
BALDWIN COOKE, INC.
AND
WHEELER GROUP, INC.
INTO
EXECUTIVE GREETINGS, INC.

Under Section 253 of the General Corporation Law of Delaware, Executive Greetings, Inc., a duly organized corporation validly existing under and by virtue of the General Corporation Laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation owns all of the outstanding capital stock of (i) Baldwin Cooke, Inc., a Delaware corporation ("Baldwin Cooke") and (ii) Wheeler Group, Inc., a Connecticut corporation ("Wheeler"), (collectively, the "Subsidiaries").

SECOND: The laws of the states under which each of the respective Subsidiaries is organized permit the merger.

THIRD: The Board of Directors of the Corporation have approved of the merger through the adoption, on the 31st of July 1992, of a resolution (a copy of which is attached hereto as Exhibit A) setting forth the following:

(a) Upon the effective date of the merger, Baldwin Cooke and Wheeler shall be merged into the Corporation.

(b) The Restated Certificate of Incorporation of the Corporation shall be and remain, unchanged, the Restated Certificate of Incorporation after the effective date of the merger.

(c) Upon the effective date of the merger, each share of the capital stock of the Corporation which is issued and outstanding or held in its treasury immediately prior thereto shall continue to be one fully-paid and non-assessable share of the capital stock of the Corporation.

(d) Upon the effective date of the merger, the Corporation, the holder of the certificates representing all

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of the capital shares, respectively, of Baldwin Cooke and Wheeler, shall cancel said certificates.

In accordance with the laws of the jurisdiction in which it is organized, the Board of Directors of Wheeler have approved of the merger by resolution duly adopted by the Board (a copy of which is attached hereto).

FOURTH: That this Certificate and the merger shall be effective upon the filing hereof with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the Corporation, hereby acknowledge, under penalties of perjury, that the foregoing is our voluntary act and deed and the act and deed of EXECUTIVE GREETINGS, INC., and the facts stated herein are true, correct and complete as of this 31st day of July, 1992.

By: John J. Eramo
President

By: Pat J. H.
Secretary

EXECUTIVE GREETINGS, INC.

**Unanimous Written Consent of the Board of Directors
In Lieu of a Meeting of the Directors**

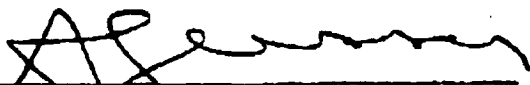
The undersigned, being the entire board of directors of Executive Greetings, Inc., a Delaware corporation (the "Corporation"), do hereby adopt the following votes and consent to the following actions.

- RESOLVED: That, the Corporation merge its wholly-owned subsidiaries, Baldwin Cooke, Inc., a Delaware corporation ("Baldwin Cooke"), and Wheeler Group, Inc., a Connecticut corporation ("Wheeler"), with and into itself.
- RESOLVED: That, upon the effective date of the merger, Baldwin Cooke and Wheeler shall be merged with and into the Corporation.
- RESOLVED: That, the Restated Certificate of Incorporation of the Corporation shall be and remain, unchanged, the Restated Certificate of Incorporation after the effective date of the merger.
- RESOLVED: That, upon the effective date of the merger, each share of the capital stock of the Corporation which is issued and outstanding or held in its treasury immediately prior thereto shall continue to be one fully-paid and non-assessable share of the capital stock of the Corporation.
- RESOLVED: That, upon the effective date of the merger, the Corporation, the holder of certificates representing all of the shares of the capital stock of Baldwin and Wheeler, shall cancel said certificates.
- RESOLVED: That the officers of this Corporation at the time in office are, and each of them acting singly hereby is, authorized from time to time in the name and on behalf of this Corporation, under its corporate seal, if desired, to execute, make oath to, acknowledge, deliver and file any and all of the agreements, instruments,

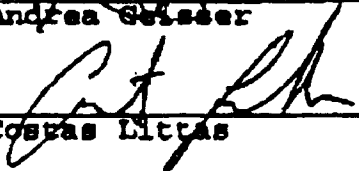
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certificates and documents referred to in the preceding Resolutions, with such changes as the officer or officers so acting may deem necessary or desirable, and to take or cause to be taken all other actions in connection with the transactions which are referred to in, or contemplated by, the preceding Resolutions, as may be shown by the officer's or officers' execution or performance to be in the officer's or officers' judgement necessary or desirable, the taking of such action by an officer or officers of this Corporation to be conclusive evidence that the same is authorized by the directors of this Corporation.

This consent may be executed in one or more counterparts and shall be filed with the minutes of meetings of the directors of this Corporation and shall be treated for all purposes as actions taken at a meeting.



Andrea Seisser



Cosmas Littas

280 Trumbull Street
Hartford, CT 06103-3597
Main (860) 275-8200
Fax (860) 275-8299
adoolan@rc.com
Direct (860) 275-8346

Via Express Mail

August 5, 2003

Mail Stop Assignment Recordation Services
Director of the U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

Re: Recordation of Merger
U.S. Trademark Registration No. 1,239,349
for the mark **BROOKHOLLOW Stylized**

Dear Sir or Madam:

Kindly record the enclosed merger of Wheeler Group, Inc. with and into Executive Greetings, Inc. against the above-identified U.S. trademark.

In support of my request, I enclose the following:

1. Recordation form cover sheet for trademarks only, Form PTO-1594; and
2. A copy of the certificate of merger of Wheeler Group, Inc. with and into Executive Greetings, Inc. issued by the Secretary of the State of Delaware.

A check in the amount of \$40.00 is enclosed to cover the recordation fees. If additional fees are required, please charge Deposit Account No. 18-1685. Also, please date stamp the enclosed postcard acknowledging receipt of this letter and return as addressed.



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Director of the U.S. Patent and Trademark Office
August 5, 2003
Page 2

Please call me if you have any questions regarding this filing.

Very truly yours,



Alaine C. Doolan

ACD/pr

Enclosures

cc: Jacqueline P. Scheib, Esq. (w/o encl.)

Certificate of Mailing

I, Pan Riley, do hereby certify that the foregoing identified documents are being deposited with the United States Postal Service as Express Mail postage prepaid, in an envelope addressed to Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450.


Pan Riley

EF376521115US
Express Mail Label Number

August 5, 2003
Date of Deposit



State of Delaware

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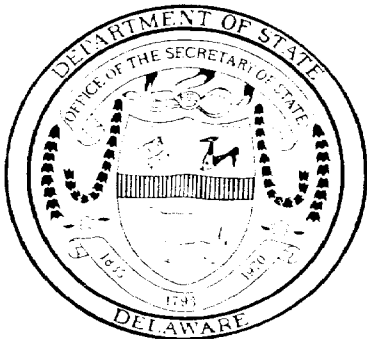


Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP & MERGER OF "EXECUTIVE GREETINGS, INC." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JULY, A.D. 1992, AT 3:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO KENT COUNTY RECORDER OF DEEDS FOR RECORDING.

* * * * *



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SECRETARY OF STATE
AUTHENTICATION: *3601560
DATE: 09/24/1992