

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Barlow Promotional Products, Inc.		12/18/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Norwood Operating Company
Doing Business As:	Norwood Promotional Products
Street Address:	10 West Market Street, Suite 1400
Internal Address:	Legal - Trademarks
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46204
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1502777	BARLOW

CORRESPONDENCE DATA

Fax Number: (317)275-2578
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 3172757722
 Email: hdeorto@norwood.com
 Correspondent Name: Norwood Promotional Products
 Address Line 1: 10 West Market Street, Suite 1400
 Address Line 2: Legal - Trademarks
 Address Line 4: Indianapolis, INDIANA 46204

ATTORNEY DOCKET NUMBER:	BARLOW PP TO NOC
NAME OF SUBMITTER:	Heather DeOrto

Total Attachments: 5
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CH \$40.00 1502777

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Delaware

PAGE 1

The First State

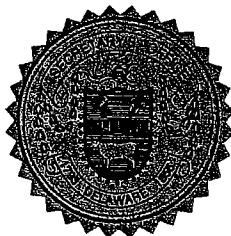
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AIR-TEX CORPORATION", A DELAWARE CORPORATION,
"ARTMOLD PRODUCTS CORPORATION", A DELAWARE CORPORATION,
"BARLOW PROMOTIONAL PRODUCTS, INC.", A DELAWARE CORPORATION,
"GERBER INDUSTRIES, LTD.", A ARIZONA CORPORATION,
"NORWOOD.COM, INC.", A DELAWARE CORPORATION,
"NORWOOD LCP, INC.", A INDIANA CORPORATION,
"RADIO CAP COMPANY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "NORWOOD OPERATING COMPANY" UNDER THE NAME OF "NORWOOD OPERATING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2002, AT 10:58 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2003.

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



3524763 8100M

020787800

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2166367

DATE: 12-23-02

TRADEMARK

REEL: 002975 FRAME: 0778

**CERTIFICATE OF MERGER
OF
AIR-TEX CORPORATION
(a Delaware corporation),
ARTMOLD PRODUCTS CORPORATION,
(a Delaware corporation),
BARLOW PROMOTIONAL PRODUCTS, INC.
(a Delaware corporation),
NORWOOD.COM, INC.
(a Delaware corporation),
RADIO CAP COMPANY, INC.
(a Delaware corporation),
NORWOOD LCP, INC.
(an Indiana corporation),
AND
GERBER INDUSTRIES, LTD.
(an Arizona corporation)
WITH AND INTO
NORWOOD OPERATING COMPANY
(a Delaware corporation)**

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware (the "GCL"), Air-Tex Corporation, a Delaware corporation ("Air-Tex"), Artmold Products Corporation, a Delaware corporation ("Artmold") Barlow Promotional Products, Inc., a Delaware corporation ("Barlow"), Norwood.com, Inc., a Delaware corporation ("Norwood.com"), Radio Cap Company, Inc., a Delaware corporation ("Radio Cap"), Norwood LCP, Inc., an Indiana corporation ("Norwood LCP"), Gerber Industries, Ltd., an Arizona corporation ("Gerber") and Norwood Operating Company, a Delaware corporation ("Norwood Operating"), do hereby adopt the following Certificate of Merger for the purpose of merging Air-Tex, Artmold, Barlow, Norwood.com, Radio Cap, Norwood LCP, and Gerber with and into Norwood Operating.

1. The name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Air-Tex Corporation	Delaware
Artmold Products Corporation	Delaware
Barlow Promotional Products, Inc.	Delaware
Norwood.com, Inc.	Delaware
Radio Cap Company, Inc.	Delaware
Norwood LCP, Inc.	Indiana
Gerber Industries, Ltd.	Arizona
Norwood Operating Company	Delaware

2. The laws of the States of Delaware, Arizona, and Indiana permit such merger.

3. An Agreement and Plan of Merger (the "Plan") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the GCL.

4. The surviving corporation of the merger will be Norwood Operating upon effectiveness of the merger in accordance with the Agreement and Plan of Merger (the "Plan"), and it is to be governed by the laws of the State of Delaware.

5. The approval of the Plan was duly authorized by all action required by the laws under which each of the constituent corporations was incorporated or organized and by their constituent documents.

6. The certificate of incorporation of Norwood Operating shall be the certificate of incorporation of the surviving corporation. The bylaws of Norwood Operating shall be the bylaws of the surviving corporation.

7. The executed Plan is on file at the principal place of business of Norwood Operating, such address being 106 East 6th Street, Suite 300, Austin, Texas 78701.

8. A copy of the Plan will be furnished by Norwood Operating, the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

9. The authorized capital stock of Norwood LCP is 1,000 shares of common stock, par value \$0.01 per share, of which 100 shares are issued and outstanding.

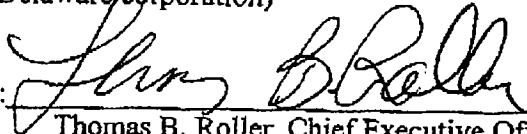
10. The authorized capital stock of Gerber is 50,000 shares of common stock, par value \$1.00 per share, of which 21,000 shares are issued and outstanding.

11. The effective date of this merger shall be January 1, 2003.

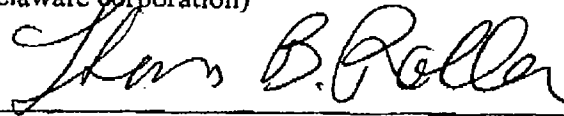
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 18th day of December, 2002.


AIR-TEX CORPORATION
(a Delaware corporation)

By: 
Thomas B. Roller, Chief Executive Officer
and President

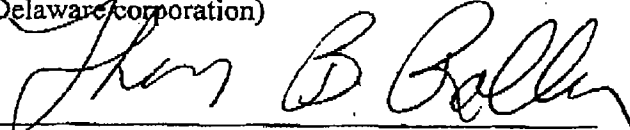
ARTMOLD PRODUCTS CORPORATION
(a Delaware corporation)

By: 
Thomas B. Roller, Chief Executive Officer
and President

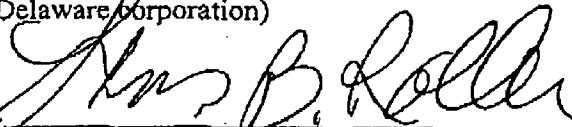
BARLOW PROMOTIONAL PRODUCTS, INC.
(a Delaware corporation)

By: 
Thomas B. Roller, Chief Executive Officer
and President

NORWOOD.COM, INC.
(a Delaware corporation)

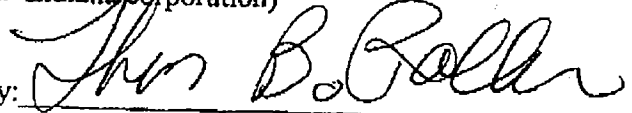
By: 
Thomas B. Roller, Chief Executive Officer
and President

RADIO CAP COMPANY, INC.
(a Delaware corporation)

By: 
Thomas B. Roller, Chief Executive Officer
and President

NORWOOD LCP, INC.
(an Indiana corporation)

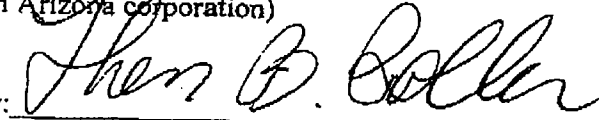
By:



Thomas B. Roller, Chief Executive Officer
and President

GERBER INDUSTRIES, LTD.
(an Arizona corporation)

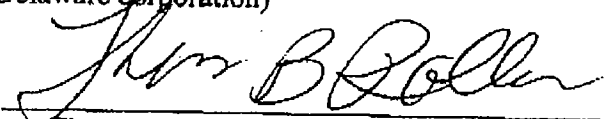
By:



Thomas B. Roller, Chief Executive Officer
and President

NORWOOD OPERATING COMPANY
(a Delaware corporation)

By:



Thomas B. Roller, Chief Executive Officer
and President