

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/23/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Three Dimension Woodcrafts, Inc		08/23/2002	CORPORATION: GEORGIA
A B C School Supply, Inc.		08/23/2002	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	ABC School Supply Holdings, Inc.
Street Address:	P.O. Box 100019
City:	Duluth
State/Country:	GEORGIA
Postal Code:	300969419
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	78658057	ABC

CORRESPONDENCE DATA

Fax Number: (414)273-5198
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 414-273-3500
 Email: rwizorek@gklaw.com
 Correspondent Name: Roxana Wizorek; Godfrey & Kahn, S.C.
 Address Line 1: 780 N. Water Street
 Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	09316-0548
NAME OF SUBMITTER:	Roxana Wizorek
Signature:	/rw/

CH \$40.00 78658057

Date:

03/23/2006

Total Attachments: 4

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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 022350453
CONTROL NUMBER : K214074
EFFECTIVE DATE : 08/23/2002
REFERENCE : 0093
PRINT DATE : 08/23/2002
FORM NUMBER : 411

CT CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE ST.,NE
ATLANTA GA 30361

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

ABC SCHOOL SUPPLY HOLDINGS, INC., A GEORGIA CORPORATION

Non surviving Entity/Entities:

THREE DIMENSION WOODCRAFTS, INC., A GEORGIA CORPORATION
A B C SCHOOL SUPPLY, INC., A GEORGIA CORPORATION

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Cathy Cox
CATHY COX
SECRETARY OF STATE

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REEL: 003275 FRAME: 0045

ARTICLES OF MERGER
of
ABC School Supply, Inc. and Three Dimension Woodcrafts, Inc.
into
ABC School Supply Holdings, Inc.

Pursuant to the provisions of the Georgia Business Corporation Code, the undersigned corporations adopt the following articles of merger:

1. The plan of merger is as follows:

(1) The names of each corporation proposing to merge are: ABC School Supply Holdings, Inc., a Georgia Corporation (the "Surviving Corporation"), and ABC School Supply, Inc., a Georgia Corporation and Three Dimension Woodcrafts, Inc., a Georgia Corporation (collectively the "Merging Corporations").

(2) The terms and conditions of the merger are as follows:

(i) The merger shall become effective upon the date and time of filing of these articles of merger (the "Effective Time").

(ii) The Surviving Corporation shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Georgia, and the separate corporate existence of the Merging Corporations shall cease forthwith at the Effective Time.

(iii) The Articles of Incorporation of the Surviving Corporation, as in effect as of the date hereof, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation following the Effective Time.

(iv) The Bylaws of the Surviving Corporation as they exist at the Effective Time shall be the Bylaws of the Surviving Corporation following the Effective Time.

(v) The persons who are the directors and officers of the Surviving Corporation shall be the directors and officers of the Surviving Corporation in their same positions and shall hold office in accordance with applicable law, the Certificate of Incorporation, and the Bylaws of the Surviving Corporation.

(vi) Forthwith at the Effective Time: (a) all the property rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of each Merging Corporation shall be transferred to, vested in, and devolved upon the Surviving Corporation without further act or deed, and all property, rights, and every other interest of the Surviving Corporation and each Merging Corporation shall be effectively the property of the Surviving Corporation as they were

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of the Surviving Corporation and each Merging Corporation, respectively, and (b) all liabilities and obligations of every kind and description, whether known, unknown, fixed or contingent, of each Merging Corporation shall be transferred to and assumed by the Surviving Corporation without further act or deed, and all liabilities and obligations of the Surviving Corporation and each Merging Corporation shall be effectively the liabilities and obligations of the Surviving Corporation as they were of the Surviving Corporation and each Merging Corporation, respectively.

(vii) This Plan of Merger may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of the Surviving Corporation and each Merging Corporation to be necessary, desirable, or expedient at any time prior to the Effective Time, whether before or after approval, if any such approval is necessary under applicable laws, by the shareholders of the corporate parties hereto.

(viii) This Plan of Merger may be terminated and abandoned by action of the Board of Directors of each Merging Corporation at any time prior to the Effective Time, whether before or after any approval, if any such approval is necessary under applicable laws, by the shareholders of the corporate parties hereto.

(3) The manner and basis of converting the shares of each Merging Corporation into shares of the Surviving Corporation are as follows: Each Merging Corporation is the wholly-owned subsidiary of the Surviving Corporation, with one hundred percent (100%) of all of its outstanding shares being owned by the Surviving Corporation. At the Effective Time, each Merging Corporation shall be merged into the Surviving Corporation and all of the outstanding shares of each Merging Corporation shall be cancelled, and no shares of the Surviving Corporation shall be issued in the Merger.

2. The Shareholders of the Surviving Corporation and both Merging Corporations unanimously approved this merger. Specifically, (a) the 100 shares of outstanding common stock of Three Dimension Woodcrafts, Inc. were all voted in favor of this merger; (b) the 1,559 shares of outstanding common stock of ABC School Supply, Inc. were all voted in favor of this merger; and (c) the 988 shares of outstanding common stock and the 7,155 shares of outstanding preferred stock of ABC School Supply Holdings, Inc. were all voted in favor of this merger.

3. The Surviving Corporation certifies that a Notice of Merger and a publishing fee of \$40 have been mailed or delivered to an authorized newspaper, as required by law.

ABC School Supply Holdings, Inc.


Donald J. Noskovek, Executive Vice President

Date: 8/11/2002

SECRETARY OF STATE
STATE OF MICHIGAN
2002 AUG 22 10:02 AM

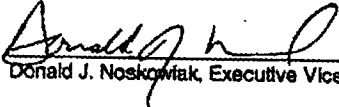
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Date: _____

ABC School Supply, Inc


Donald J. Noskowiak, Executive Vice President

Three Dimension Woodcrafts, Inc.

Date: _____


Donald J. Noskowiak, Executive Vice President



RECORDED: 09/22/2005

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RECORDED: 03/23/2006

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