

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/26/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
School Supply Capital Corporation		08/26/2002	CORPORATION: WYOMING

RECEIVING PARTY DATA

Name:	School Supply Capital Corporation
Street Address:	3312 North Berkeley Lake Road
City:	Duluth
State/Country:	GEORGIA
Postal Code:	30096
Entity Type:	CORPORATION: WYOMING

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: ABC School Supply Holdings, Inc.
 Address Line 1: 3312 North Berkeley Lake Road
 Address Line 4: Duluth, GEORGIA 30096

ATTORNEY DOCKET NUMBER:	009316-0548
NAME OF SUBMITTER:	Roxana Wizorek
Signature:	/rw/

CH \$40.00 78658057

Date:

03/23/2006

Total Attachments: 3

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State of Wyoming

Office of the
Secretary of State



United States of America, }
State of Wyoming } ss.

I, JOSEPH B. MEYER, Secretary of State of the State of Wyoming, do hereby certify that the filing requirements for the issuances of this certificate have been fulfilled.

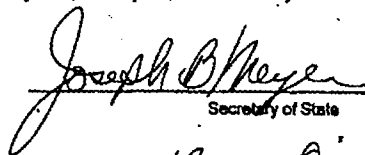
CERTIFICATE OF MERGER

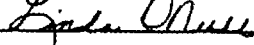
OF

ABC SCHOOL SUPPLY HOLDINGS, INC. (UNQUALIFIED) GEORGIA
merged into: SCHOOL SUPPLY CAPITAL CORPORATION (WYOMING)
SURVIVOR

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 26TH day of AUGUST A.D., 2002.


Secretary of State

By 

PATENT

REEL: 016570 FRAME: 0381

TRADEMARK

REEL: 003275 FRAME: 0085

FILED: 08/26/2002
CID: 1996-00317384
WY Secretary of State
Doc. ID: 2002-00438749

**ARTICLES OF MERGER
OF
ABC SCHOOL SUPPLY HOLDINGS, INC.
INTO
SCHOOL SUPPLY CAPITAL CORPORATION**

Pursuant to the provisions of the Wyoming Business Corporation Act, the undersigned corporation adopts the following articles of merger:

1. The plan of merger is as follows:

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

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

(i) The merger shall become effective upon the time and date of the 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 Wyoming, and the separate corporate existence of the Merging Corporation 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 the 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 the Merging Corporation shall be effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation, respectively, and (b) all liabilities and obligations of every kind and description, whether known, unknown, fixed or contingent, of the Merging Corporation shall be transferred to and assumed by the Surviving Corporation without further act or deed, and all

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liabilities and obligations of the Surviving Corporation and the Merging Corporation shall be effectively the liabilities and obligations of the Surviving Corporation as they were of the Surviving Corporation and the 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 the 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 the 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 the Merging Corporation into shares of the Surviving Corporation are as follows: The 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, the Merging Corporation shall be merged into the Surviving Corporation and all of the outstanding shares of the 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 the Merging Corporation unanimously approved this merger. Specifically, (a) the 1,875,000 shares of outstanding common stock of School Supply Capital Corporation were all voted in favor of this merger and (b) 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. All of the shares described above were qualified and entitled to vote on plan of merger described in Paragraph 1 of these Articles.

School Supply Capital Corporation

Date: 8/26/02


Donald J. Noskowiak, Executive Vice-President

ABC School Supply Holdings, Inc.

Date: 8/26/02


Donald J. Noskowiak, Executive Vice-President

RECORDED: 09/22/2005

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RECORDED: 03/23/2006

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