

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2003		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Matthews International (West Virginia) Corporation		12/16/2003
			Entity Type
			CORPORATION: WEST VIRGINIA
RECEIVING PARTY DATA			
Name:	Matthews International Corporation		
Street Address:	Two NorthShore Center		
City:	Pittsburgh		
State/Country:	PENNSYLVANIA		
Postal Code:	15212		
Entity Type:	CORPORATION: PENNSYLVANIA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2236352	WILLIAMSBURG
CORRESPONDENCE DATA			
Fax Number:	(412)288-3063		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	412-288-4164		
Email:	fcolen@reedsmith.com		
Correspondent Name:	Frederick H. Colen		
Address Line 1:	P.O. Box 488		
Address Line 4:	Pittsburgh, PENNSYLVANIA 15230-0488		
ATTORNEY DOCKET NUMBER:	02531 011357.20121.0458		
NAME OF SUBMITTER:	Frederick H. Colen		
Signature:	/Frederick H. Colen/		

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 REEL: 004074 FRAME: 0302**

Date:

10/06/2009

Total Attachments: 4

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**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles/Certificate of Merger
(15 Pa.C.S.)

Entity Number 222537

- Domestic Business Corporation (§ 1926)
 Domestic Nonprofit Corporation (§ 5926)
 Limited Partnership (§ 8547)

Name <u>Reed Smith LLP</u>			
Address <u>213 Market Street, 9th Floor</u>			
City <u>Harrisburg</u>	State <u>PA</u>	Zip Code <u>17101-2132</u>	

Document will be returned to the name and address you enter to the left.

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Filed with the Department of State on _____

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Matthews International Corporation

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
 Number and Street City State Zip County

(b) c/o Corporation Service Company Dauphin
 Name of Commercial Registered Office Provider County

_____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
 Number and Street City State Zip County

(b) c/o _____
 Name of Commercial Registered Office Provider County

_____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

_____ Number and Street City State Zip County

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3. The name and address of the registered office in this Commonwealth and the name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

<u>Name</u>	<u>Address of Registered Office or Name of Commercial Registered Office Provider</u>	<u>County</u>
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4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State

The plan of merger shall be effective on December 31, 2003 at 11:59 p.m.
Date Hour

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

<u>Name</u>	<u>Manner of adoption</u>
Matthews International Corporation	Adopted by action of the board of directors of the corporation pursuant to 15 Pa.C.S. § 1924(b)(2)

6. (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/§ 8547(b) (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 thereof. 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:

<u>Number and Street</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
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IN TESTIMONY WHEREOF, THE undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 16th day of December, 2003.

MATTHEWS INTERNATIONAL CORPORATION

By 
 Title CFO, SECRETARY AND TREASURER

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") dated as of the 16th day of December, 2003, by and between MATTHEWS INTERNATIONAL CORPORATION, a Pennsylvania corporation ("Matthews" or the "Surviving Corporation"), and MATTHEWS INTERNATIONAL (WEST VIRGINIA) CORPORATION, a West Virginia corporation ("WV") (Matthews and WV being herein sometimes collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Constituent Corporations desire that WV be merged with and into Matthews, with Matthews being the surviving corporation, upon the terms and conditions set forth herein;

WHEREAS, the Board of Directors Matthews has adopted resolutions approving this Agreement in accordance with the Pennsylvania Business Corporation Law of 1988 (the "BCL") and the West Virginia Business Corporation Act (the "WVBCA").

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and intending to be legally bound hereby, WV and Matthews hereby agree as follows:

1. **Terms of Merger.** On the Effective Date (as hereinafter defined), WV shall be merged with and into Matthews pursuant to the provisions of the BCL and the WVBCA (the "Merger").
2. **Surviving Corporation.** The corporation surviving the Merger shall be Matthews.
3. **Treatment of Shares.** Upon the Effective Date, (a) the shares of capital stock of Matthews issued and outstanding immediately prior to the Merger shall remain outstanding, without change therein by reason of the Merger; (b) each share of capital stock of WV issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be deemed retired and cancelled without necessity of further action.
4. **Effective Date.** If this Agreement is not terminated as contemplated by Section 8 hereof, (i) Articles of Merger, executed in accordance with the BCL, and (ii) Articles of Merger, executed in accordance with the WVBCA, shall be delivered to the appropriate state officials for filing. The Merger shall become effective at 11:59 p.m. on December 31, 2003 (the "Effective Date").
5. **Articles of Incorporation.** The Articles of Incorporation of Matthews as in effect on the Effective Date, from and after the Effective Date and until further amended as provided by applicable law, shall be, and may be separately certified as, the Articles of Incorporation of the Surviving Corporation.
6. **Bylaws.** The Bylaws of Matthews, as in effect on the Effective Date, shall be the Bylaws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.
7. **Directors and Officers.** Upon the Effective Date, the Board of Directors of the Surviving Corporation shall consist of those persons who were directors of Matthews immediately prior to the Effective Date, and the officers of the Surviving Corporation shall be the persons who were

officers of Matthews immediately prior to the Effective Date, each such person to hold, in accordance with the Bylaws and at the pleasure of the Board of Directors of the Surviving Corporation, the same office or offices with the Surviving Corporation as he or she then held with Matthews.

8. Termination and Amendment. This Agreement may be terminated by the Board of Directors of Matthews at any time prior to the Effective Date. In addition, the Board of Directors of Matthews may amend this Agreement at any time prior to the Effective Date.

9. Miscellaneous. Upon the Effective Date, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of WV shall be transferred to, vested in and devolve upon Matthews without further act or deed and all property, rights, and every other interest of Matthews and WV shall be as effectively the property of Matthews as they were of Matthews and WV respectively. WV hereby agrees from time to time, as and when requested by Matthews or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Matthews may deem necessary or desirable in order to vest in and confirm to Matthews title to and possession of any property of WV acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of WV and the proper officers and directors of Matthews are fully authorized in the name of WV or otherwise to take any and all such action.

IN WITNESS WHEREOF, Matthews and WV have caused this Agreement to be executed by their respective Chairmen of the Board of Directors or Presidents or Vice Presidents and attested by their respective Secretaries or Assistant Secretaries all as of the date first above written.

MATTHEWS INTERNATIONAL CORPORATION

By: 

Title: PRESIDENT AND CEO

MATTHEWS INTERNATIONAL (WEST VIRGINIA)
CORPORATION

By: 

Title: VICE PRESIDENT