



09-03-1999

WBAM Ref. No.: 0029044-0009

08-27-1999

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Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks 101133545

ed original documents or copy thereof.

<p>1. Name of conveying party(ies) Fuji Trucolor, Inc. <i>8-27-99</i></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: Fujicolor Processing, Inc.</p> <p>Internal Address: Street Address: 555 Taxter Road</p> <p>City: Elmsford State: NY Zip: 10523</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Merger <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: June 20, 1997</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **2,092,827**

Additional numbers attached? Yes No (see attached Schedule)

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Galina Kirman</p> <p>Internal Address: Whitman Breed Abbott & Morgan LLP</p> <p>Street Address: 200 Park Avenue</p> <p>City: New York State: New York Zip: 10166</p>	<p>6. Total number of applications and registrations involved..... 4</p> <p>7. Total fee (37 CFR 3.41) \$115.00</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account # 50-0297</p> <p>8. Deposit account number: 50-0297 (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Galina Kirman *Galina Kirman* *8/27/99*
Name of Person Signing Signature Date

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SCHEDULE A

U.S.A.

SERVICE MARK	SERVICE MARK REGISTRATION NUMBER
MCJON	2,092,827
MCJON	1,036,393
DEAN'S	970,423
DEAN'S	955,956

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"FUJICOLOR PROCESSING, INC.", A DELAWARE CORPORATION, WITH AND INTO "FUJI TRUCOLOR, INC." UNDER THE NAME OF "FUJICOLOR PROCESSING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 9565494

DATE: 02-09-99

CERTIFICATE OF MERGER

OF

FUJICOLOR PROCESSING, INC.

INTO

FUJI TRUCOLOR, INC.

FUJI TruColor, Inc., incorporated under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name and state of incorporation of each of the constituent corporations of the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Fujicolor Processing, Inc.	Delaware
FUJI TruColor, Inc.	Delaware

2. A plan and agreement of merger between the Constituent Corporations has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The surviving corporation is FUJI TruColor, Inc.

4. The certificate of incorporation of the surviving corporation is amended to change the corporate name and authorized capital. Articles FIRST and FOURTH are amended to read as follows:

FIRST: The name of the corporation is Fujicolor Processing, Inc. The name under which the corporation was originally incorporated is Fuji TruColor Photo, Inc. The certificate of incorporation of Fuji TruColor Photo, Inc. was filed by the Secretary of State of Delaware on September 3, 1991.

FOURTH: The total number of shares of stock that the corporation shall have authority to issue is 1,000 shares of common stock without par value.

5. The executed plan and agreement of merger is on file at the principal place of business of the surviving corporation located at 555 Taxter Road, Elmsford, New York 10523.

6. A copy of the plan and agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any Constituent Corporation.


7. The merger shall be effective on July 1, 1997 at 12:01 a.m.

The undersigned has executed this Certificate of Merger this 20th day of June,
1997.

FUJI TRUCOLOR, INC.

By: 
Name: Hidesyuki Hayashi
Title: President

ATTEST:


Jonathan E. File
Secretary

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