

05-01-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

APR 13 2001

4.13.01

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

1898968

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

646-424-0770

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

6

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	1898968	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

19-0748

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Michael A. Cornman

April 9, 2001

Name of Person Signing

Signature

Date Signed

**UNANIMOUS WRITTEN CONSENT
IN LIEU
OF
A MEETING OF THE
CLASS A COMMON STOCK SHAREHOLDERS
OF
PENN-PLAX PLASTICS, INC.**

The undersigned, being all of the shareholders of Penn-Plax Plastics, Inc., a New York corporation (the "Corporation"), entitled to vote, do hereby agree and consent, pursuant to Section 615 of the Business Corporation Law, to the adoption of the following resolutions:

RESOLVED, that the Board of Directors of the Corporation be, and they hereby are, authorized and directed to cause the proper officers of the Corporation to amend the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"); and be it further

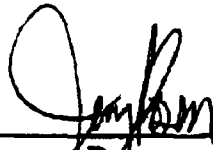
RESOLVED, that the Certificate of Amendment to the Certificate of Incorporation, substantially in the form annexed hereto as Exhibit A and presented to the undersigned at the signing of this consent (the "Certificate of Amendment") be, and it hereby is, approved, authorized and adopted in all respects; and be it further

RESOLVED, that the Board of Directors be, and they hereby are, authorized and directed, to cause the proper officers of the Corporation to execute, deliver and file the Certificate of Amendment substantially in the form annexed hereto and to make such changes, additions or deletions therein as any of them in his sole discretion determines necessary or appropriate, and to do and perform all such other acts and things as any of them shall determine to be necessary or desirable to effectuate the intent and purposes of the foregoing resolutions, the execution and delivery of such documents, and the doing and performing of such acts and things to be deemed conclusive evidence of such determinations; and be it further

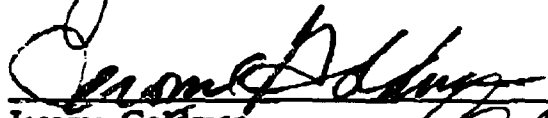
RESOLVED, that the directors and officers of the Corporation be, and they hereby are, authorized and directed, by and on behalf of the Corporation, to take any and all actions and prepare, execute, deliver and/or file any other documents, agreements or instruments, as such directors and officers deem appropriate or reasonable and to pay all such expenses and taxes, as in their judgment shall be necessary, proper or advisable in order to carry out fully the intent and to accomplish the purposes of the foregoing resolution; and be it further

RESOLVED, that any action heretofore taken and all other documentation heretofore delivered by any director or officer of the Corporation in furtherance of the foregoing resolutions be, and such actions hereby are, authorized, approved and ratified in all respects.

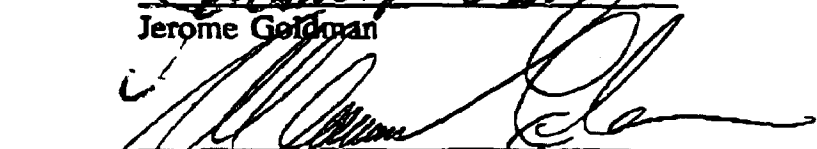
IN WITNESS WHEREOF, the undersigned have set their hands hereunto as of the 21st day of February, 1996.




Jerome Rosen




Jerome Goldman




Marvin Goldman




Jerome Goldman and Terry Goldman, as Trustees f/b/o R. Scott Goldman




R. Scott Goldman



Jerome Goldman and R. Scott Goldman, as Trustees f/b/o Terry Goldman



Terry Goldman



Susan Goldman and Jerome Goldman, as Trustees f/b/o Dina Goldman

**UNANIMOUS WRITTEN CONSENT
IN LIEU
OF
A MEETING OF THE
BOARD OF DIRECTORS
OF
PENN-PLAX PLASTICS, INC.**

The undersigned, being all of the directors of Penn-Plax Plastics, Inc., a New York corporation (the "Corporation"), do hereby agree and consent, pursuant to Section 708 of the Business Corporation Law, to the adoption of the following resolutions:

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to amend the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"); and be it further

RESOLVED, that the Certificate of Amendment to the Certificate of Incorporation, substantially in the form annexed hereto as Exhibit A and presented to the undersigned at the signing of this consent (the "Certificate of Amendment") be, and it hereby is, approved, authorized and adopted in all respects; and be it further

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to execute, deliver and file the Certificate of Amendment substantially in the form annexed hereto and to make such changes, additions or deletions therein as any of them in his sole discretion determines necessary or appropriate, and to do and perform all such other acts and things as any of them shall determine to be necessary or desirable to effectuate the intent and purposes of the foregoing resolutions, the execution and delivery of such documents, and the doing and performing of such acts and things to be deemed conclusive evidence of such determinations; and be it further

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed, by and on behalf of the Corporation, to take any and all actions and prepare, execute, deliver and/or file any other documents, agreements or instruments, as such officers deem appropriate or reasonable and to pay all such expenses and taxes, as in their judgment shall be

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necessary, proper or advisable in order to carry out fully the intent and to accomplish the purposes of the foregoing resolution; and be it further

RESOLVED, that any action heretofore taken and all other documentation heretofore delivered by any officer of the Corporation in furtherance of the foregoing resolutions be, and such actions hereby are, authorized, approved and ratified in all respects.

IN WITNESS WHEREOF, the undersigned have set their hands hereunto as of the 21st day of February, 1996.



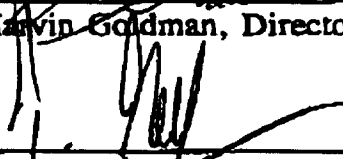
Jerome Rosen, Director



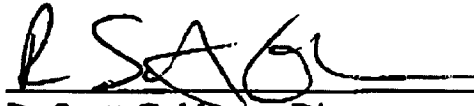
Jerome Goldman, Director



Marvin Goldman, Director



Terry Goldman, Director



R. Scott Goldman, Director

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
PENN-PLAX PLASTICS, INC.**

(Under Section 805 of the Business Corporation Law)

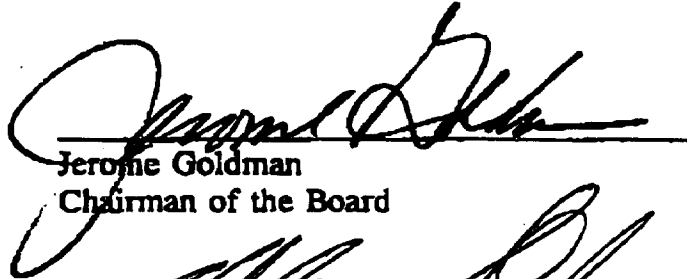
It is hereby certified that:

- FIRST:** The name of the corporation is: Penn-Plax Plastics, Inc. (the "Corporation").
- SECOND:** The Certificate of Incorporation of the Corporation was filed by the Department of State on June 27, 1960.
- THIRD:** The amendment of the Certificate of Incorporation effected by this Certificate of Amendment is to change the name of the Corporation.
- FOURTH:** To accomplish the foregoing amendment, Article First of the Certificate of Incorporation, relating to the name of the Corporation, is hereby stricken out in its entirety, and the following new Article First is substituted in lieu thereof:
- "FIRST:** "The name of the corporation is: Penn-Plax, Inc. "
- FIFTH:** The foregoing amendment of the Certificate of Incorporation of the Corporation was duly authorized by the consent in writing of all of the members of the Board of Directors of the Corporation, followed by the unanimous written consent of the

holders of all of the outstanding shares of the Corporation entitled to vote on the said amendment of the Certificate of Incorporation.

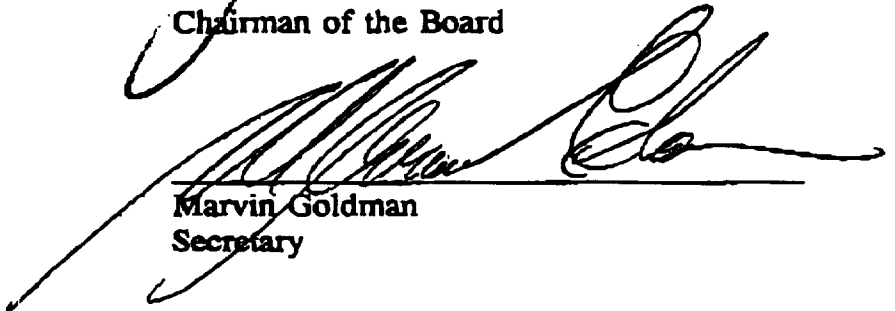
IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by us and are true and correct.

Dated: February 21, 1996



Handwritten signature of Jerome Goldman in black ink, written over a horizontal line.

Jerome Goldman
Chairman of the Board



Handwritten signature of Marvin Goldman in black ink, written over a horizontal line.

Marvin Goldman
Secretary