

08-28-1998

Attorney Docket No. 14572P-027200US



FORM PTO-1595
(Rev. 6-93)

100803653

U.S. Department of Commerce
Patent and Trademark Office

To the Honorable Asst. Commissioner for Patents. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

ACCO USA, Inc.

Additional name(s) of conveying parties attached? Yes
 No.

2. Name and address of receiving party(ies)

Name: ACCO Brands, Inc.

Internal Address:

Street Address: 300 Tower Parkway

City: Lincolnshire State: Illinois ZIP: 60069-3665

3. Nature of conveyance:

 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: December 29, 1997

Additional names and addresses attached? Yes No

4. Application Number(s) or Patent Numbers.

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No(s): 29/079,323 B. Patent No(s):

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael E. Woods
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200

6. Total number of applications and patents involved 1

7. Total fee (37 CFR 3.41): -----\$40.00
 Enclosed Charge Fees to Deposit Account
 Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: 20-1430

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true of copy of the original document.

Michael E. Woods
Name of Person Signing

Michael E. Woods
Signature

21 Aug '98
Date

Atty Reg. No. 33,466 Total number of pages including cover sheet, attachments and document 5

10. Change Correspondence Address to that of Part 5? Yes No

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion
Mail documents to be recorded with required cover to:

Asst. Commissioner for Patents
Box: Assignments
Washington, D.C. 20231

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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:

"DAY-TIMER CONCEPTS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ACCO USA, INC." UNDER THE NAME OF "ACCO BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1997, AT 11:58 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0746624 8100M

0711199124

AUTHENTICATION: TENT
REEL: 9406 FRAME: 0918
DATE: 8838531

12-29-97

CERTIFICATE OF MERGER

OF

DAY-TIMER CONCEPTS, INC.
(a Delaware corporation)

INTO

ACCO USA, INC.
(a Delaware corporation)

Pursuant to Section 251 of the General
Corporation Law of the State of Delaware

ACCO USA, INC., a corporation organized and
existing under the laws of the State of Delaware ("ACCO
USA"), DOES HEREBY CERTIFY that:

FIRST: ACCO USA is a corporation organized and
existing under the laws of the State of Delaware. Day-Timer
Concepts, Inc. ("Day-Timer Concepts") is a corporation
organized and existing under the laws of the State of
Delaware.

SECOND: An Agreement of Merger dated as of
December 19, 1997 (the "Merger Agreement") providing for the
merger of Day-Timer Concepts into ACCO USA (the "Merger")
has been approved, adopted, certified, executed and
acknowledged by each of Day-Timer Concepts and ACCO USA in

accordance with Section 251 of the General Corporation Law of the State of Delaware.

THIRD: ACCO USA is the surviving corporation (the "Surviving Corporation") and will continue its existence as the Surviving Corporation under the name ACCO Brands, Inc. upon the Effective Date (as defined below) pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH: The Certificate of Incorporation of ACCO USA is hereby amended, effective on the Effective Date, by changing Article FIRST thereof so as to read in its entirety as follows:

"FIRST: The name of the Corporation is ACCO Brands, Inc."

The Certificate of Incorporation of ACCO USA on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation and will continue to be the Certificate of Incorporation of the Surviving Corporation until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 770 S. ACCO Plaza, Wheeling, Illinois 60090

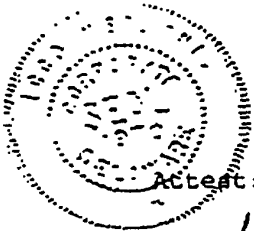
and a copy thereof will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Day-Timer Concepts or ACCO USA.

SIXTH: The time when the Merger shall become effective shall be 11:58 p.m. Eastern Standard Time on December 31, 1997 (the "Effective Date").

IN WITNESS WHEREOF, ACCO USA, INC. has caused this certificate to be signed by its President and Chief Executive Officer and attested by its Secretary this 29th day of December, 1997.

ACCO USA, INC.

By Bruce A. Gescheider
Bruce A. Gescheider
President and
Chief Executive Officer



By Mark S. Lyon
Mark S. Lyon
Secretary