

05-24-1999



Attorney Docket No. 14572P-28-2-1US

101043126

Recordation Form Cover Sheet
(Patents Only)

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):

Kensington Microware Limited

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

2. Name and address of receiving party(ies)

Name: ACCO USA, INC.

Internal Address:

Street Address: 300 Tower Parkway

3. Nature of conveyance:

 Assignment Merger

 Security Agreement

Execution Date: December 29, 1997

City: Lincolnshire State: IL ZIP: 60069-3665

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: December 13, 1993
December 8, 1993
December 13, 1993

A. Patent Application No(s): 08/138,634 B. Patent No(s):

Additional numbers attached? Yes No

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

Name: James P. Cleary
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


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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  11 May '99
Name of Person Signing Signature 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

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:

"KENSINGTON MICROWARE LIMITED", A DELAWARE CORPORATION, WITH AND INTO "ACCO USA, INC." UNDER THE NAME OF "ACCO USA, 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 11:57 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 that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

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971449413

AUTHENTICATION: 8838517

DATE: 12 ~~PATENT~~

REEL: 009961 FRAME: 0177

CERTIFICATE OF MERGER

OF

KENSINGTON MICROWARE LIMITED
(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.
Kensington Microware Limited ("Kensington") 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 Kensington into ACCO USA (the "Merger") has been
approved, adopted, certified, executed and acknowledged by
each of Kensington 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 USA, 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 as in effect immediately prior to the Effective Date shall 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.

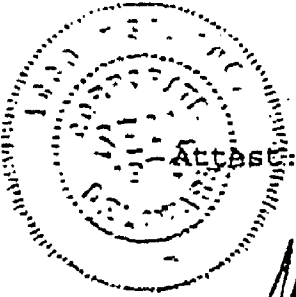
FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 770 S. ACCO Plaza, Wheeling, Illinois 60090 and a copy thereof will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Kensington or ACCO USA.

SIXTH: The time when the Merger shall become effective shall be 11:57 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 27th 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