

FORM PTO-1595 (Modified)
(Rev. 03-01)
OMB No. 0651-0027 (exp. 5/31/2002)
P08/REV03

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

5-22-03 RF

05-28-2003



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Tab settings

To the Honorable Director of the United States Patent and Trademark Office

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Huntsman Design Products Corporation

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Huntsman Film Products Corporation

Internal Address:

Street Address: 500 Huntsman Way

City: Salt Lake City State: UT ZIP: 84108

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: December 31, 1996

4. Application number(s) or patent numbers(s):

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

A. Patent Application No.(s)

B. Patent No.(s)

5,738,478

Additional numbers attached? Yes No

OFFICE OF PUBLIC RECORDS
2003 MAY 22 PM 4:01
FINANCE SECTION

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

Name: Scott F. Young

Internal Address: STOEL RIVES LLP

Street Address: One Utah Center

201 So. Main Street, Suite 1100

City: Salt Lake City State: UT ZIP: 84111

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed - Any excess or insufficiency should be credited or debited to deposit account
- Authorized to be charged to deposit account

8. Deposit account number:

502375

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DO NOT USE THIS SPACE

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.

Scott F. Young

May 22, 2003

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22304-4400

PATENT
REEL: 014090 FRAME: 0799

I hereby certify that the foregoing has been filed
and approved on this 31 day of Dec 1996
in the office of this Division and hereby issue
this Certificate thereof.

'96 DEC 23 P1:57

Examiner KS Date 12/24/96



Korla T. Woods
KORLA T. WOODS
Division

ARTICLES OF MERGER
OF #160000
HUNTSMAN DESIGN PRODUCTS CORPORATION AND #158921
HUNTSMAN DESIGN PACKAGING CORPORATION
INTO
HUNTSMAN FILM PRODUCTS CORPORATION #129427

EXPEDITE

Effective December 31, 1996

In accordance with Section 16-10a-1105 of the Utah Revised Business Corporation Act (the "URBCA"), Huntsman Film Products Corporation, a Utah corporation ("Film Products"), hereby declares and certifies as follows:

ARTICLE ONE

Plan of Merger

The Agreement and Plan of Merger, dated as of December 20, 1996 (the "Plan of Merger"), by and among Film Products, Huntsman Design Products Corporation, a Utah corporation ("Design Products"), and Huntsman Design Packaging Corporation, a Utah corporation ("Design Packaging"), is attached hereto as Exhibit A and is incorporated herein by this reference.

ARTICLE TWO

Shareholder Approval

The shareholder of each of Film Products, Design Products and Design Packaging was required to approve the Plan of Merger. No shareholders were entitled to vote separately in voting groups. The designation, number of outstanding shares, number of votes entitled to be cast, and the total number of votes cast for and against the Plan of Merger were as follows:

Corporation and Designation	Outstanding Shares	Votes entitled to be cast	For	Against
Design Products Common Stock	2,000	2,000	2,000	0
Design Packaging Common Stock	1,000	1,000	1,000	0
Film Products Class A Voting Common Stock	2,000	2,000	2,000	0

The number of votes cast for the Plan of Merger was sufficient for approval.

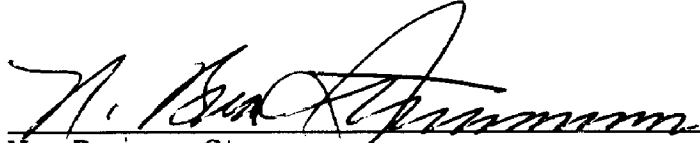
ARTICLE THREE

Effective Date

Pursuant to Section 16-10a-1105(2), these Articles of Merger shall be effective on December 31, 1996.


IN WITNESS WHEREOF, Film Products hereby certifies to the truth of the facts stated herein and executes and delivers these Articles of Merger this 20th day of December, 1996.

Huntsman Film Products Corporation,
a Utah corporation



N. Brian Stevenson
President, Chief Operating Officer

ATTEST:



Robert B. Lence
Secretary

MAILING ADDRESS

If, upon completion of filing of the above Articles of Merger, the Division elects to send a copy of the Articles of Merger to Film Products by mail, the address to which the copy should be mailed is:

Huntsman Film Products Corporation
500 Huntsman Way
Salt Lake City, Utah 84108
Attention: Robert B. Lence

Exhibit A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 20th day of December, 1996 by and among Huntsman Film Products Corporation, a Utah corporation ("Film Products"), Huntsman Design Products Corporation, a Utah corporation ("Design Products"), and Huntsman Design Packaging Corporation, a Utah corporation ("Design Packaging").

Recitals

WHEREAS, the Board of Directors of each of Film Products, Design Products and Design Packaging (collectively, the "Constituent Corporations") has determined that Design Products and Design Packaging (collectively, the "Merging Corporations") should be merged with and into Film Products (the "Merger") in accordance with the applicable provisions of the Utah Revised Business Corporation Act (the "URBCA") and the Internal Revenue Code (the "Code").

Agreement

NOW, THEREFORE, pursuant to and in accordance with the URBCA and the Code, the Constituent Corporations agree to merge into a single corporation, which shall be Film Products, and the Constituent Corporations agree upon and prescribe, as follows, the terms and conditions of the Merger:

I. Merger

1.1 Names and States of Incorporation. The name and state of incorporation of each of the Constituent Corporations is as follows:

(a) Huntsman Film Products Corporation, a Utah corporation,

(b) Huntsman Design Products Corporation, a Utah corporation, and

(c) Huntsman Design Packaging Corporation, a Utah corporation.

1.2 Effective Time. In accordance with the URBCA, the Merger shall be effective on December 31, 1996 as specified in the Articles of Merger (the "Effective Time").

1.3 Merger. At the Effective Time, the following shall occur:

(a) The Merging Corporations shall be merged with and into Film Products, and the separate existence of each of the Merging Corporations shall cease.

(b) Film Products shall be the surviving corporation and shall continue its corporate existence in accordance with the laws of the State of Utah and under the name "Huntsman Film Products Corporation."

(c) The Merger shall have the effects set forth in Section 16-10a-1106 of the URBCA.

(d) All of the assets and liabilities of the Merging Corporations (collectively, the "Assets and Liabilities") shall become assets and liabilities of Film Products.

1.4 Articles of Incorporation. The Articles of Incorporation of Film Products shall continue to be the Articles of Incorporation of Film Products after the Effective Time, until amended or repealed in accordance with the URBCA.

1.5 Bylaws. The Bylaws of Film Products shall continue to be the Bylaws of Film Products after the Effective Time, until amended or repealed in the manner provided by such Bylaws and the URBCA.

1.6 Directors. The directors of Film Products immediately prior to the Effective Time shall continue to serve as the directors of Film Products for the term specified in the Bylaws of Film Products.

1.7 Officers. The officers of Film Products immediately prior to the Effective Time shall continue to be officers of Film Products until otherwise provided in accordance with the Bylaws of Film Products.

II. Shares of the Constituent Corporations

2.1 Design Products Stock. As of the date of this Agreement, (a) Design Products has an authorized capital structure of Fifty Thousand (50,000) shares of Common Stock ("Design Products Common Stock"), and (b) Two Thousand (2,000) shares of Design Products Common Stock are issued and outstanding.

2.2 Design Packaging Stock. As of the date of this Agreement, (a) Design Packaging has an authorized capital structure of Fifty Thousand (50,000) shares of Common Stock ("Design Packaging Common Stock"), and (b) One Thousand (1,000)

shares of Design Packaging Common Stock are issued and outstanding.

2.3 Film Products Stock. As of the date of this Agreement, (a) Film Products has an authorized capital structure of Fifty Thousand (50,000) shares of Class A Voting Common Stock ("Film Products Class A Stock") and Fifteen Thousand (15,000) shares of Class B Nonvoting Common Stock ("Film Products Class B Stock"), and (b) Two Thousand (2,000) shares of Film Products Class A Stock are issued and outstanding and no shares of Film Products Class B Stock are issued and outstanding.

2.4 Conversion of Outstanding Shares. As of the Effective Time, by virtue of the Merger and without any further action, the following shall occur:

(a) Each issued and outstanding share of Film Products Class A Stock shall continue to be one (1) share of fully paid and nonassessable Film Products Class A Stock.

(b) Each issued and outstanding share of Design Products Common Stock shall be canceled (and because Design Products is a wholly-owned subsidiary of Huntsman Packaging Corporation ("Packaging"), which also owns all of the stock of Film Products, no consideration shall be paid by Film Products to Packaging for the cancellation of the Design Products Common Stock).

(c) Each issued and outstanding share of Design Packaging Common Stock shall be canceled (and because Design Packaging is a wholly-owned subsidiary of Design Products and, as noted above, Design Products is a wholly-owned subsidiary of Packaging, which also owns all of the stock of Film Products, no consideration shall be paid by Film Products to Packaging for the cancellation of the Design Packaging Common Stock).

2.5 Certificates. As soon after the Effective Time as practicable, each certificate nominally representing shares of Design Products Common Stock or Design Packaging Common Stock shall be marked canceled in accordance with Section 2.4 above.

2.6 Options, Warrants or Other Rights. At the Effective Time, any options, warrants or other rights to purchase shares of the Merging Corporations, without any further action, shall be terminated.

III. General Provisions

3.1 Approval. This Agreement has been approved by the Board of Directors and the shareholder of each of the Constituent Corporations as required by the URBCA.

3.2 Accounting Records. As of the Effective Time, the Assets and Liabilities shall be recorded in the accounting records of Film Products at the amounts at which they shall be carried at that time in the accounting records of each of the Merging Corporations, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles.

3.3 Issuance of Shares. Between the date of this Agreement and the Effective Time, none of the Merging Corporations shall issue or cause to be issued any additional shares of stock.

3.4 Tax Matters. The Merging Corporations and Film Products intend that the transactions contemplated by this Agreement shall constitute a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Code. Therefore, all of the terms and provisions of this Agreement shall be interpreted so that such terms and provisions are in accordance with Section 368(a)(1)(A) of the Code.

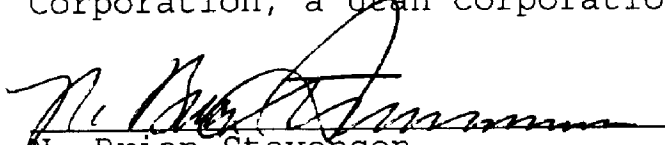
3.5 Additional Actions. The officers of the Constituent Corporations shall execute all such other documents and shall take all such other action as may be necessary or advisable to make this Agreement and the Merger effective.

[signature page follows]

IN WITNESS WHEREOF, this Agreement has been executed by the duly authorized officers of the Constituent Corporations as of the date first written above.

Merging
Corporations:

Huntsman Design Products
Corporation, a Utah corporation



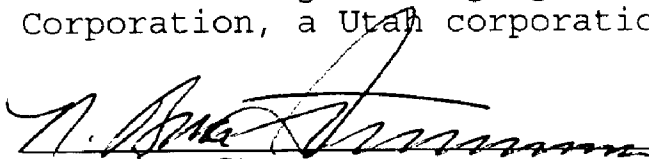
N. Brian Stevenson
President, Chief Operating Officer

ATTEST:



Robert B. Lence
Secretary

Huntsman Design Packaging
Corporation, a Utah corporation



N. Brian Stevenson
President, Chief Operating Officer

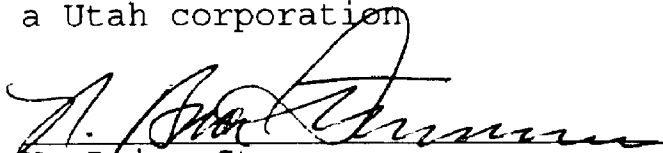
ATTEST:



Robert B. Lence
Secretary

Film Products:

Huntsman Film Products Corporation,
a Utah corporation



N. Brian Stevenson
President, Chief Operating Officer

ATTEST:



Robert B. Lence
Secretary