

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/31/2005
CONVEYING PARTY DATA	
Name	Execution Date
Innovative Packaging Corp.	01/31/2005
RECEIVING PARTY DATA	
Name:	Smurfit-Stone Container Enterprises, Inc.
Street Address:	150 North Michigan Avenue
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60601
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6139938
CORRESPONDENCE DATA	
Fax Number:	(314)612-2307
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	314-621-5070
Email:	mglaus@armstrongteasdale.com
Correspondent Name:	Patrick W. Rasche
Address Line 1:	Armstrong Teasdale LLP
Address Line 2:	One Metropolitan Square, Suite 2600
Address Line 4:	St. Louis, MISSOURI 63102
ATTORNEY DOCKET NUMBER:	80006-649
NAME OF SUBMITTER:	Patrick W. Rasche
Total Attachments: 7	
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Delaware

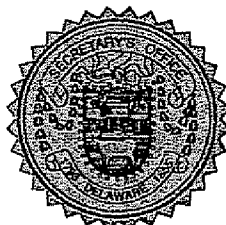
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"INNOVATIVE PACKAGING CORP.", A DELAWARE CORPORATION,
WITH AND INTO "SMURFIT-STONE CONTAINER ENTERPRISES, INC."
UNDER THE NAME OF "SMURFIT-STONE CONTAINER ENTERPRISES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 2005, AT 1:45 O'CLOCK P.M.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3652102

DATE: 01-31-05

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State of Delaware
Secretary of State
Division of Corporations
Delivered 03:35 PM 01/31/2005
FILED 01:45 PM 01/31/2005
SRV 050076502 - 2123437 FILE

CERTIFICATE OF OWNERSHIP AND MERGER
OF
INNOVATIVE PACKAGING CORP.
INTO
SMURFIT-STONE CONTAINER ENTERPRISES, INC.

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

SMURFIT-STONE CONTAINER ENTERPRISES, INC., a corporation formed
under the laws of the State of Delaware, desiring to merge INNOVATIVE PACKAGING
CORP. into SMURFIT-STONE CONTAINER ENTERPRISES, INC. pursuant to the
provisions of Section 253 of the General Corporation Law of the State of Delaware,
DOES HEREBY CERTIFY as follows:

FIRST, that SMURFIT-STONE CONTAINER ENTERPRISES, INC. is a
corporation formed under the laws of the State of Delaware, and its Certificate of
Incorporation was filed in the office of the Secretary of State on the 14th day of April,
1987.

SECOND, that INNOVATIVE PACKAGING CORP. is a corporation formed
under the laws of the State of Delaware, and its Certificate of Incorporation was filed in
the office of the Secretary of State of Delaware on the 8th day of May, 1997.

THIRD, that INNOVATIVE PACKAGING CORP. is a wholly owned subsidiary
of SMURFIT-STONE CONTAINER ENTERPRISES, INC.

FOURTH, the registered office of said INNOVATIVE PACKAGING CORP. in
the State of Delaware is located at 1209 Orange Street, Corporation Trust Center in the
City of Wilmington, County of New Castle, and the name of its registered agent at such
address is THE CORPORATION TRUST COMPANY; and the registered office of

SMURFIT-STONE CONTAINER ENTERPRISES, INC. in the State of Delaware is located at 1209 Orange Street, Corporation Trust Center in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is THE CORPORATION TRUST COMPANY.

FIFTH, that the Board of Directors of SMURFIT-STONE CONTAINER ENTERPRISES, INC., by resolutions adopted as of the 31st day of January, 2005 by the unanimous written consent of its members, filed with the minutes of the Board, determined INNOVATIVE PACKAGING CORP. shall be merged into SMURFIT-STONE CONTAINER ENTERPRISES, INC. and that SMURFIT-STONE CONTAINER ENTERPRISES, INC. shall assume all of its obligations effective at the effective time of such merger. Said resolutions are as follows:

RESOLVED, that the Corporation merge into itself Innovative Packaging Corp. and assume the obligations of such company (effective at the effective time of such merger).

FURTHER RESOLVED, that the proposed merger shall be submitted to the sole stockholder of the Corporation, and upon receiving the affirmative vote of the sole stockholder the merger shall be approved.

FURTHER RESOLVED, that the Agreement of Merger by and between the Corporation and Innovative Packaging Corp., in the form attached hereto as Exhibit A, is hereby approved, adopted, certified and acknowledged by the Corporation, the execution and delivery of such Agreement to be conclusive evidence that the same is authorized by this resolution.

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge into itself said Innovative Packaging Corp., and the date of adoption thereof, and to cause the same to be filed with the Secretary of State, and to do all other acts and things and to execute and deliver all documents and instruments as each of them shall deem necessary or appropriate, whether within or outside of the State of Delaware, which may be in anywise necessary or proper to effect said merger

FURTHER RESOLVED, that the merger of Innovative Packaging Corp. into Smurfit-Stone Container Enterprises, Inc. shall be effective at 11:59 p.m., Central time, on January 31, 2005.

SIXTH: That the proposed merger has been adopted by action of the sole shareholder of each INNOVATIVE PACKAGING CORP. and SMURFIT-STONE CONTAINER ENTERPRISES, INC. filed with the minutes of each such shareholder.

SEVENTH: That the proposed merger has been adopted, approved, certified, executed and acknowledged by SMURFIT-STONE CONTAINER ENTERPRISES, INC. in accordance with the laws of the State of Delaware, under which the corporation was organized.

EIGHTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of SMURFIT-STONE CONTAINER ENTERPRISES, INC. at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said SMURFIT-STONE CONTAINER ENTERPRISES, INC. has caused this Certificate to be executed by its officers thereunto duly authorized this 31st day of January, 2005.

SMURFIT-STONE CONTAINER
ENTERPRISES, INC.

By: /s/Patrick J. Moore
Patrick J. Moore
President and Chief Executive Officer

ATTEST:

/s/ Craig A. Hunt
Craig A. Hunt
Secretary

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 31st day of January, 2005, pursuant to section 253 of the General Corporation Law of the State of Delaware, between Smurfit-Stone Container Enterprises, Inc., a Delaware Corporation and Innovative Packaging Corp., a Delaware Corporation.

WITNESSETH that:

WHEREAS, each of the constituent corporations desire to merge into a single corporation, as hereinafter specified; and

WHEREAS, the registered office of said Innovative Packaging Corp. in the State of Delaware is located at 1209 Orange Street, Corporation Trust Center in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is THE CORPORATION TRUST COMPANY; and

WHEREAS, the registered office of Smurfit-Stone Container Enterprises, Inc. in the State of Delaware is located at 1209 Orange Street, Corporation Trust Center in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is THE CORPORATION TRUST COMPANY.

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: SMURFIT-STONE CONTAINER ENTERPRISES, INC. hereby merges into itself INNOVATIVE PACKAGING CORP. and said INNOVATIVE PACKAGING CORP. shall be and hereby is merged into SMURFIT-STONE CONTAINER ENTERPRISES, INC. which shall be the surviving corporation.

SECOND: The Restated Certificate of Incorporation of SMURFIT-STONE CONTAINER ENTERPRISES, INC., which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Restated Certificate of Incorporation of the corporation surviving this merger.

THIRD: the said Innovative Packaging Corp. is a wholly owned subsidiary of Smurfit-Stone Container Enterprises, Inc., and the common stock of the said Innovative Packaging Corp., and all rights in respect thereof, shall be contributed to the said Smurfit-Stone Container Enterprises, Inc. and shall forthwith, effective at the time of such merger, be cancelled.

FOURTH: The Terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective at 11:59 p.m. , Central time, on January 31, 2005.

(d) Upon the merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this Agreement filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Directors of the constituent corporations at any time prior to the time that this Agreement filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Restated Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

[remainder of page left intentionally blank]

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, and that fact having been certified on said Agreement of Merger by the Secretary of each corporate party hereto, have caused these presents to be executed by the president and chief executive officer of each party hereto as the respective act, deed and agreement of each of said corporations on this 31st day of January, 2005.

INNOVATIVE PACKAGING CORP.

By: /s/Patrick J. Moore
Patrick J. Moore
President and Chief Executive Officer

**SMURFIT-STONE CONTAINER
ENTERPRISES, INC.**

By: /s/Patrick J. Moore
Patrick J. Moore
President and Chief Executive Officer