

07-22-1998

RECEIVED
U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
JUL 16 1998

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To the Honorable Commission.

100770370

the attached original documents or copy thereof

MED 7-16-98

1. Name of conveying party(ies):

Educational Teaching Aids, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 24, 1991

2. Name and address of receiving party(ies)

Name: A. Daigger and Company,
Incorporated
Internal Address:
Street Address: 675 Heathrow Drive
Lincolnshire, IL 60069

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Illinois
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

ATTORNEY DOCKET NO.: 1143-010

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,775,347

Additional numbers attached? Yes No

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

LAFF, WHITESEL, CONTE & SARET, LTD.
ATTORNEYS AT LAW
401 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60611-4212

Direct Telephone Calls to: Larry L. Saret
at telephone No. (312) 661-2100. Fax (312) 661-0029

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as first-class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231 on

Date: [Signature]
TYPED NAME: Robbi Shew

6. Total number of applications and registrations involved: 1

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

- Enclosed
- (Deficiencies) Authorized to be charged to deposit account

8. Deposit account number: 12-0064

(Attach duplicate copy of this page if paying by deposit account)

07/20/1998 BUYER 0000316 1775347
01 FC:481 40.00 DP

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.

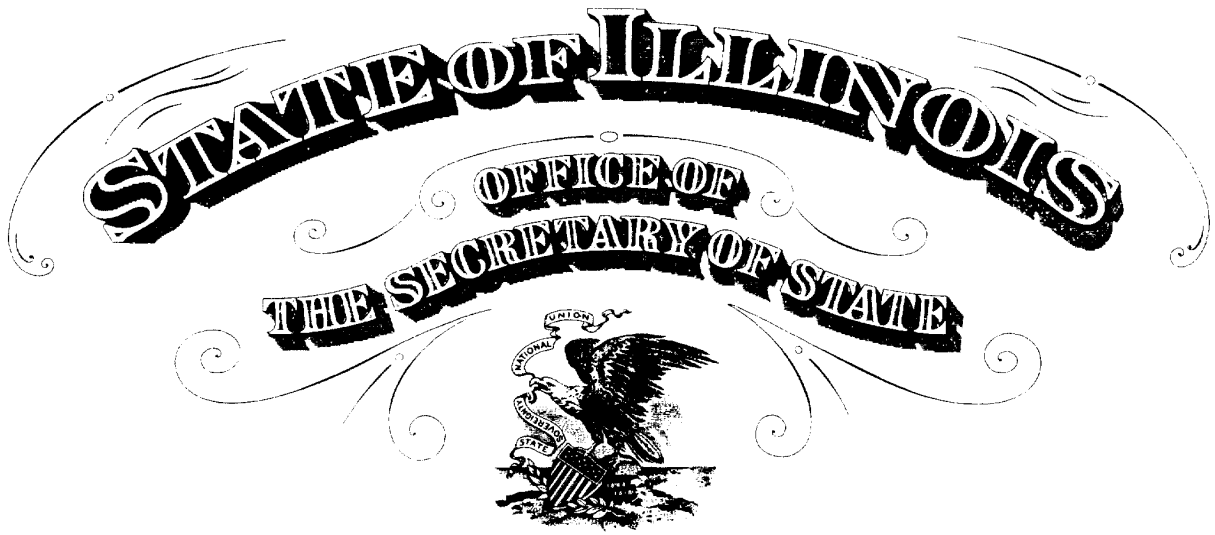
Larry L. Saret
Name of Person Signing

[Signature]
Signature

07/13/98
Date

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

6

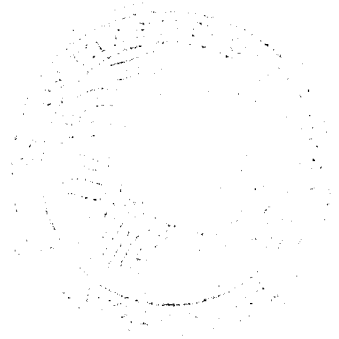


Whereas, ARTICLES OF MERGER OF

A. DAIGGER AND COMPANY, INCORPORATED
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 28th
day of June A.D. 19 84 and
of the Independence of the United States
the two hundred and 15th.*



George H. Ryan
SECRETARY OF STATE
TRADEMARK

REEL: 1756 FRAME: 0477

Submit in Duplicate

Remit payment in Check or Money Order, payable to "Secretary of State".

DO NOT SEND CASH!

Filing Fee is \$100, but if merger or consolidation of more than 2 corporations \$50 for each additional corporation.

JIM EDGAR Secretary of State State of Illinois PAID ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE.

File # 0969-0638

This Space For Use By Secretary of State Date 6/28/91 Filing Fee \$ 150.00 Clerk

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation(s) hereby adopt(s) the following Articles of Merger, Consolidation or Exchange. (Strike inapplicable words)

- 1. The names of the corporations proposing to merge consolidate exchange shares, and the State or Country of their incorporation, are:

Table with 2 columns: Name of Corporation, State or Country of Incorporation. Rows include A. Daigger and Company, Incorporated (Illinois), Educational Teaching Aids, Inc. (Illinois), and A. Daigger & Company of California (California).

- 2. The laws of the State or Country under which each corporation is incorporated permit such merger, consolidation or exchange.

- 3. The name of the surviving new acquiring corporation is A. Daigger and Company, Incorporated and it shall be governed by the laws of Illinois

- 4. The plan of merger consolidation exchange is as follows:

If not sufficient space to cover this point, add one or more sheets of this size

1. Educational Teaching Aids, Inc., an Illinois corporation, and A. Daigger & Company of California, a California corporation, wholly owned subsidiaries, of A. Daigger and Company, Incorporated, are hereby merged into A. Daigger and Company, Incorporated. 2. No shares of either said subsidiary are owned by anyone other than A. Daigger and Company, Incorporated. No new or additional shares shall be issued by A. Daigger and Company, Incorporated.

- merger
 5. The plan of consolidation was approved, as to each corporation, as follows:
 exchange

(Only "X" one box for each corporation)

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10. (§11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with §7.10 & §11.20.
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger of subsidiary corporations.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

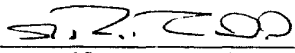
Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Educational Teaching Aids, Inc.	1000 /	1000
A. Daigger & Company of California	1500	1500

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was no shareholders of, 19 subsidiary corporations other than parent.
 Was written consent for the merger or written waiver of the 30 day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

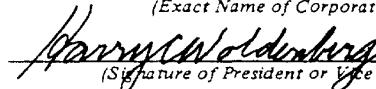
(If the answer is "No", the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.


Dated June 24, 19 91

attested by 
 (Signature of Secretary or Assistant Secretary)
E.I. ROTHSCHILD Ass. Secy.
 (Type or Print Name and Title)

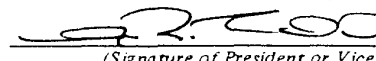
A. Daigger and Company, Incorporated
 (Exact Name of Corporation)

by 
 (Signature of President or Vice President)
Harry C. Woldenberg, President
 (Type or Print Name and Title)

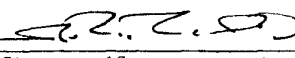
Dated June 24, 19 91

attested by 
 (Signature of Secretary or Assistant Secretary)
Joan M. Donegan, Asst. Secy.
 (Type or Print Name and Title)

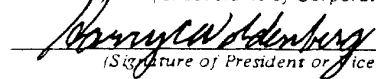
Educational Teaching Aids, Inc.
 (Exact Name of Corporation)

by 
 (Signature of President or Vice President)
Edward I. Rothschild, President
 (Type or Print Name and Title)

Dated June 24, 19 91

attested by 
 (Signature of Secretary or Assistant Secretary)
E.I. ROTHSCHILD Ass. Secy.
 (Type or Print Name and Title)

A. Daigger & Company of California
 (Exact Name of Corporation)

by 
 (Signature of President or Vice President)
Harry C. Woldenberg, President
 (Type or Print Name and Title)

Form BCA-11.25

File No. 769-063-8

**ARTICLES OF MERGER,
CONSOLIDATION, EXCHANGE**

Filing Fee \$100.00, but if a merger or a consolidation of more than two corporations, \$50 for each additional corporation

FILED
JUN 28 1991
GEORGE H. RYAN
SECRETARY OF STATE

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-6961

RECORDED: 07/13/1998

TRADEMARK
REEL: 1756 FRAME: 0481