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01-26-1999



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SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

DS

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Empire Enterprises, Inc.

- Individual(s)
- General Partnership
- Corporation-State (Tennessee)
- 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: 2/3/98

2. Name and address of receiving party(ies)

Name: Berol Corporation

Internal Address:

Street Address: 2711 Washington Blvd.

City: Bellwood State: IL ZIP: 60104

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Exhibit A (attached)

Additional numbers attached? Yes No

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

Name: Richard J. McKenna

Internal Address: Foley & Lardner

Street Address: 777 E. Wisconsin Avenue

City: Milwaukee State: WI ZIP: 53202

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41).....\$ 190.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

01/26/1999 INQUIRY 00000040 1493069

01 FC:481
02 FC:482

40.00 DP
150.00 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.

Mary A Miller
Name of Person Signing

Mary A Miller
Signature

Jan. 8, 1999
Date

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

5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1845 FRAME: 0622



EXHIBIT A

**(Accompanies Recordation Form Cover Sheet for Merger of
Empire Enterprises, Inc. Into Berol Corporation)**

REG. NO.	TRADEMARK	OUR REF. NO.	Reg. Date
1,493,069	DAZZLERS	80933/215	June 21, 1988
878,665	HUSKY	80933/217	Oct. 14, 1969
812,200	PLAST-0-LED	80933/220	Aug. 2, 1966
890,910	STUDY	80933/222	May 12, 1970
890,911	TOPPER	80933/223	May 12, 1970
779,901	VISTA-DOME	80933/225	Nov. 10, 1964
1,037,431	E DESIGN	80933/266	Apr. 6, 1976



State of Delaware

PAGE 1

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"BEROL BLUE RIBBON CORP.", A KENTUCKY CORPORATION,

"EMPIRE ENTERPRISES, INC.", A TENNESSEE CORPORATION,

WITH AND INTO "BEROL CORPORATION" UNDER THE NAME OF "BEROL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF FEBRUARY, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0145606 8100M

981506566

AUTHENTICATION: 9494073

DATE: 12-29-98

TRADEMARK
REEL: 1845 FRAME: 0624



CERTIFICATE OF OWNERSHIP AND MERGER

OF

**BEROL BLUE RIBBON CORP., A KENTUCKY CORPORATION
AND
EMPIRE ENTERPRISES, INC., A TENNESSEE CORPORATION**

INTO

BEROL CORPORATION

It is hereby certified that:

1. Berol Corporation (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Berol Blue Ribbon Corp. ("Berol Ribbon"), a Kentucky corporation, and Empire Enterprises, Inc. ("Empire"), a Tennessee corporation.
3. The laws of the jurisdiction of organization of Berol Ribbon and Empire permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Berol Ribbon and Empire into the Corporation.
5. The following is a copy of the resolutions adopted on December 21, 1997 by the Board of Directors of the Corporation to merge the said Berol Ribbon and Empire into the Corporation:

RESOLVED, that the board of directors of the Corporation deems it advisable and in the best interest of the Corporation to have Berol Blue Ribbon Corp., a Kentucky corporation, ("Berol Ribbon") and Empire Enterprises, Inc., a Tennessee corporation ("Empire"), both wholly owned subsidiaries of the Corporation, merged with and into the Corporation.

RESOLVED, that the issued shares of Berol Ribbon and Empire shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.

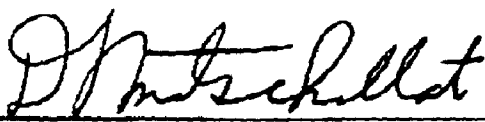
RESOLVED, that Berol Ribbon and Empire be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Berol Ribbon and Empire be vested in, held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Berol Ribbon and Empire in their respective names.

RESOLVED, that this Corporation shall assume all of the obligations of Berol Ribbon and Empire.

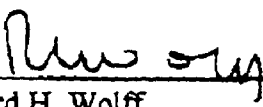
RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, the State of Kentucky, the State of Tennessee, and the laws of any other appropriate jurisdiction, and will cause to be performed all necessary acts within the jurisdiction of organization of Berol Ribbon, Empire, this Corporation and in any other appropriate jurisdiction.

Executed on December 22, 1997.

BEROL CORPORATION

By: 
Dale L. Matschullat
Vice President - General Counsel

Attest:

By: 
Richard H. Wolff
Secretary

CH72:170700.1 01.06.98 14.55