

04-23-1999



RECORD

TRAD 101020465

Our Ref.: 956-253

4-20-99

Commissioner of Patents and Trademarks
Box Assignments, Washington, DC 20231

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

1. Name of conveying party(ies):
Maryland Cup Corporation

Individual(s) Association
 General partnership Limited Partnership
 Corporation-State:
 Other: Name Change

3. Nature of conveyance:
 Assignment Merger
 Security Assignment Change of Name
 Other: _____

Execution Date: November 29, 1989

2. Name and address of receiving party(ies):
Name: Sweetheart Cup Company Inc.
Internal Address: _____
Street Address: 10100 Reisterstown Road
City: Owings Mills
State/Country: Maryland
Zip: 21117

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 registration number(s):
If this document is being filed together with a new application, the execution date of the application is: N/A

A. Trademark Application No.(s) (1) (2) (3)	B. Trademark Registration No.(s) (1) 677,442 (2) (3)
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Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: James T. Hosmer
Internal Address: _____
Street Address: Nixon & Vanderhye P.C.
1100 North Glebe Road
8th Floor
City Arlington State: VA Zip: 22201

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account #14-1140

8. The Commissioner is hereby authorized to charge any deficiency in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.

04/22/1999 DNGUYEN 00000182 677442
01 FC:481 40.00 OP

DO NOT USE THIS SPACE

9. Statements 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.

James T. Hosmer [Signature] April 20, 1999
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 14

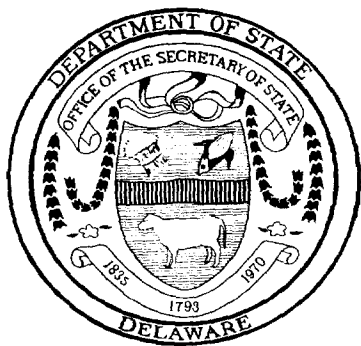


State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Ownership _____
filed in this office on _____ December 31, 1986 _____



Michael Harkins

Michael Harkins, Secretary of State

BY: *M. Magnusson*

DATE: _____ May 22, 1991 _____

866365121

FILED

DEC 31 1960

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MARYLAND CUP CORPORATION

INTO

LILY-TULIP, INC.

(Pursuant to Section 253 of the
General Corporation Law of the State of Delaware
and Section 3-106 of the General Corporation Law
of the State of Maryland)

Lily-Tulip, Inc., a Delaware corporation (the
"Company"), does hereby certify:

FIRST: That the Company is incorporated pursu-
ant to the General Corporation Law of the State of Dela-
ware ("GCL").

SECOND: That the Company owns all of the out-
standing shares of each class of the capital stock of
Maryland Cup Corporation, a Maryland corporation ("MC").

THIRD: That the name of the corporation sur-
viving the merger is Lily-Tulip, Inc. (the "Surviving
Corporation").

00007

FOURTH: That the Company, by the following resolutions of its Board of Directors, duly adopted by written consent in lieu of a meeting, determined to merge MC into itself on the conditions set forth in such resolutions:

RESOLVED, that, immediately following the merger of Sweetheart Holding Corp., a Maryland corporation, with and into the Company, Maryland Cup Corporation, a Maryland corporation ("MC"), merge with and into the Company (the "Merger") and the Company assume and does hereby assume all of its obligations in accordance with Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 3-106 of the Maryland General Corporation Law (the "MGCL"), that the Company be the surviving corporation in the Merger and that none of its name, charter provisions, by-laws, officers or directors shall be changed as a result of such Merger, and that the proper officers of the Company be, and they hereby are, authorized and directed for and on behalf of the Company to take any and all action and to execute and deliver any and all documents as such officers may determine to be necessary or appropriate to effectuate the foregoing and carry out the purposes thereof, including but not limited to the execution, acknowledgement and filing of a Certificate of Ownership and Merger with respect to the Merger in accordance with Section 253 of the DGCL and Articles of Merger with respect to the Merger pursuant to Section 3-106 of the MGCL, the taking of any such action and the execution of any such agreement or document conclusively to evidence the due authorization thereof by the Board of Directors; provided, however, that at any time prior to the filing of said Certificate of Ownership and Merger and Articles of Merger the Merger may be terminated or this resolution may be amended in accordance with Section 251(d) of the General Corporation Law of the State of Delaware; and further

RESOLVED, that the Board of Directors of the Company intends that the effect of the Merger shall be a complete liquidation of MC pursuant to Section 332 of the Internal Revenue Code of 1986.

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IN WITNESS WHEREOF, the Company has caused its corporate seal to be affixed to, and this Certificate of Ownership and Merger to be executed in its corporate name by Paul J. Schierl, its President, and attested to by James W. Nellen II, its Secretary, this 31st day of December, 1986.

LILY-TULIP, INC.

By:

Paul J. Schierl
Paul J. Schierl
President

ATTEST:

By:

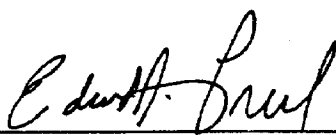
James W. Nellen II
James W. Nellen II
Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

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 RESTATED CERTIFICATE OF "FORT HOWARD CUP CORPORATION", CHANGING ITS NAME FROM "FORT HOWARD CUP CORPORATION" TO "SWEETHEART CUP COMPANY INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 1989, AT 12 O'CLOCK P.M.




Edward J. Freel, Secretary of State

0920662 8100

960162382

AUTHENTICATION: 7977143

DATE: 06-07-96

TRADEMARK

REEL: 1887 FRAME: 0603

FILED

NOV 29 1981

Michael Hill
SECRETARY OF STATE

12/100

RESTATED
CERTIFICATE OF INCORPORATION
OF
FORT HOWARD CUP CORPORATION

FORT HOWARD CUP CORPORATION (the "Corporation"), a Delaware corporation, hereby certifies as follows:

1. The name of the Corporation is Fort Howard Cup Corporation. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was August 19, 1981.

2. This Restated Certificate of Incorporation amends and restates the provisions of the Restated Certificate of Incorporation of the Corporation and was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

3. The text of the Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

"ARTICLE FIRST

The name of the Corporation is Sweetheart Cup Company, Inc.

ARTICLE SECOND

The address of the registered office of the Corporation in the State of Delaware is United States Corporation Company, 32 Lockerman Square, Suite L-100, in the City of Dover, County of Kent. The name of its registered agent at that address is United States Corporation Company.

ARTICLE THIRD

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code.

ARTICLE FOURTH

The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock at five cents (\$0.05) par value per share.

ARTICLE FIFTH

(a) The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all the powers of the Corporation and do all such lawful acts and things that are not conferred upon or reserved to the stockholders by law, by this Restated Certificate of Incorporation or by the By-Laws of the Corporation. The Corporation may retain such qualified persons as may be determined by the Board of Directors to provide the Corporation with general management, supervision and administrative services relating to the operation of the business of the Corporation.

(b) Election of directors of the Corporation need not be by written ballot, except and to the extent provided in the By-Laws of the Corporation.

(c) Except as may be otherwise expressly provided in the By-Laws of the Corporation, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

ARTICLE SIXTH

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE SEVENTH

(a) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit.

(b) Any repeal or modification of this Article Seventh shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE EIGHTH

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent

that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) and (b) above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b) above. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders.

(e) Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation pursuant to this Article Eighth or as otherwise authorized by law. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(f) The indemnification and advancement of expenses provided by or granted pursuant to the other subsections of this Article Eighth shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

(g) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of the General Corporation Law of the State of Delaware.

(h) For purposes of this Article Eighth, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article Eighth with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(i) For purposes of this Article Eighth, references to "other enterprises" shall include employee benefit plans; references to "taxes" shall include any excise taxes assessed on a person with respect to any employee benefit plan; references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves service by, such director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation", as referred to in this Article Eighth.

(j) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article Eighth shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person."

IN WITNESS WHEREOF, FORT HOWARD CUP CORPORATION has caused this certificate to be signed by Robert H. Niehaus, its Vice President, and attested by James S. Hoch, its Assistant Secretary, this 29th day of November, 1989.

FORT HOWARD CUP CORPORATION

By Robert H. Niehaus
Name: Robert H. Niehaus
Title: Vice President

Attest:

James S. Hoch
Title: Assistant Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "LILY-TULIP, INC.", CHANGING ITS NAME FROM "LILY-TULIP, INC." TO "FORT HOWARD CUP CORPORATION", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1986, AT 11 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

0920662 8100

DATE: 7962746

960149246

05-28-96

TRADEMARK

REEL: 1887 FRAME: 0610

866365122

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
LILY-TULIP, INC.

FILED *1/2/87*

DEC 31 1986

Paul J. Schlerl
SECRETARY OF STATE

The undersigned, being the President and the Secretary of LILY-TULIP, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DO HEREBY CERTIFY:

FIRST: That Article 1 of the Certificate of Incorporation of the Corporation be amended to read in its entirety as follows: "1. The name of this corporation is: Fort Howard Cup Corporation."

SECOND: This amendment had been duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

THIRD: This Certificate of Amendment shall become effective at 5:15 p.m. Eastern Standard Time on December 31, 1986.

IN WITNESS WHEREOF, we have signed this Certificate this 31st day of December, 1986.



Paul J. Schlerl
Paul J. Schlerl
President

James W. Mellen II
James W. Mellen II
Secretary

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