

MRD 12-20-99

01-31-2000



Attached original documents or copies

To the Honorable Commissioner thereof.

101255184

1. Name of conveying party(ies):
M. Grumbacher, Inc.

- Individuals
- General Partnership
- Corporation-New York
- Other

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

2. Name and address of receiving party(ies):
KOH-I-NOOR, INC.

Address:
100 North Street
P.O. Box 68
Bloomsbury, New Jersey 08804-006

- Individual(s) citizenship: _____
- Association: _____

- General Partnership: _____
- Limited Partnership: _____
- Corporation: New Jersey
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:

- Yes No

(Designation must be a separate document from Assignment).

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

3. Nature of Conveyance:

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

Execution Date: December 13, 1996

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

See Schedule "A"

Additional numbers attached? Yes No

5. Mail correspondence to:

Richard M LaBarge
MARSHALL, O'TOOLE, GERSTEIN,
MURRAY & BORUN
6300 Sears Tower -- 233 South Wacker Drive
Chicago, Illinois 60606
(312) 474-6300

6. Total number of applications and registrations involved: 28

7. Attached is a check in the amount of \$715.00 the total fee due pursuant to 37 C.F.R. §3.41.

8. Commissioner is hereby authorized to charge any deficiency in the amount enclosed or any additional fees which may be required under 37 C.F.R. §3.41, or credit any overpayment, to Deposit Account No. 13-2855. A copy of this Recordation Form Cover Sheet is enclosed.

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.

JAMES P. ZELLEN
Name of Person Signing

[Signature]
Signature

12-15-99
Date

Total number of pages comprising cover sheet: 12

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01 FC:481 40.00 DP
02 FC:482 675.00 DP

TRADEMARK
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OPR/FINANCE

SCHEDULE "A"

Trademark	Registration No.
DESIGN	828,744
AERO	1,311,810
CAMOX (STYLIZED)	196,212
CARDCRAFT	158,692
COOKBOOK PAINTING	1,743,914
FRANZ HALS	802,215
G AND DESIGN	1,233,195
GAMMA	1,250,109
HYGEL	936,458
HYPLAR	833,675
HYPLAR	762,191
HYPLAR	918,950
HYSLO	936,459
KAZANOX (STYLIZED)	196,208
KEEPSAKE	1,477,616
KWIK-FLIP AND DESIGN	1,110,005
LA MER	1,207,220
MAXIMA (STYLIZED)	1,284,309
MENTOR	802,216
MICHELANGELO	802,218
PLYEX	924,809
RUBENS	127,529
SYMPHONIC (STYLIZED)	272,789
SYMPHONIC (STYLIZED)	510,105
TECHNOS	874,976
THE RENOIR	1,150,383
VELASQUEZ	801,312
WESTPORT	1,479,564

170 000751

CERTIFICATE OF MERGER

of

CSC 45

M. GRUMBACHER, INC.

into

KOH-I-NOOR INC.

(Under Section 907 of the Business Corporation Law)

KOH-I-NOOR INC., a corporation organized under the laws of the State of New Jersey, pursuant to the provisions of Section 907 of the Business Corporation Law of the State of New York hereby certifies as follows:

FIRST: The Board of Directors of KOH-I-NOOR INC. has adopted a plan of merger setting forth the terms and conditions of merging M. GRUMBACHER, INC. (the subsidiary corporation) into KOH-I-NOOR INC. (the surviving corporation).

SECOND: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of Koh-I-Noor Inc. and is in compliance with said laws.

THIRD: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on January 31, 1947, is M. GRUMBACHER, INC. The name under which said corporation was formed is S. Grumbacher, Inc.

FOURTH: The name of the surviving corporation, which was organized under the laws of the State of New Jersey, on December 27, 1937, is KOH-I-NOOR INC. The name under which said corporation was formed is L. & C. Hardtmuth, Inc. No Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York, and it is not to do business in the State of New York until an Application for Authority shall have been filed by the Department of State of the State of New York.

FIFTH: The designation and number of outstanding shares of each class of M. Grumbacher, Inc., all of which are owned by Koh-I-Noor Inc., as set forth in the plan of merger, are as follows:

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<u>Designation</u>	<u>Number</u>
Common Stock, par value \$.01 per share	1

SIXTH: Koh-I-Noor Inc. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of M. Grumbacher, Inc. and for the enforcement of any liability or obligation of Koh-I-Noor Inc. for which Koh-I-Noor Inc. is previously amenable to suit in the State of New York.

SEVENTH: Koh-I-Noor Inc. hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address without the State of New York to which the said Secretary of State shall mail a copy of any process against Koh-I-Noor Inc. served upon him is:

Koh-I-Noor Inc.
100 North Street
P.O. Box 68
Bloomsbury, NJ 08804-0068
Attention: Robert A. Jones,
Vice President

EIGHTH: The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be the 1st day of January, 1997.

NINTH: Koh-I-Noor Inc. agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the holders of those shares of M. Grumbacher, Inc. which are not owned by Koh-I-Noor Inc. the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

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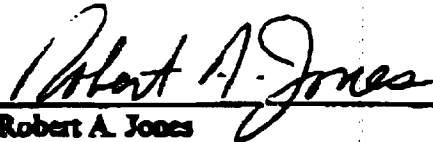
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IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by us and are true and correct.

Date: December 13, 1996

KOH-I-NOOR INC.



Robert A. Jones
Vice President of the surviving corporation



Shirley A. Pensack
Assistant Secretary of the surviving corporation

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FILED**CERTIFICATE OF MERGER****DEC 30 1996**

of

LONNA R. HOOKS
Secretary of State**M. GRUMBACHER, INC.**

into

KOH-I-NOOR INC.

Pursuant to the provisions of Sections 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act, **KOH-I-NOOR INC.**, a corporation organized under the laws of the State of New Jersey, hereby certifies that:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of New York, is **M. GRUMBACHER, INC.** The name under which said corporation was formed is **S. Grumbacher, Inc.**

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of New Jersey, is **KOH-I-NOOR INC.** The name under which said corporation was formed is **L. & C. Hardtmuth, Inc.**

3. The number of outstanding shares of **M. GRUMBACHER, INC.**, all of which are owned by **KOH-I-NOOR INC.**, is 1 share of Common Stock, par value \$0.01 per share.

4. The following is the Plan of Merger for merging **M. GRUMBACHER, INC.** into **KOH-I-NOOR INC.** as approved by the Board of Directors of **KOH-I-NOOR INC.** on November 26, 1996.

"1. **KOH-I-NOOR INC.**, which is a business corporation incorporated under the laws of the State of New Jersey and is the owner of all of the outstanding shares of **M. GRUMBACHER, INC.**, which is a business corporation incorporated under the laws of the State of New York, hereby merges **M. GRUMBACHER, INC.** into **KOH-I-NOOR INC.** pursuant to the provisions of the laws of the New Jersey Business Corporation Act and the provisions of the laws of the New York Business Corporation Law.

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2. The number of outstanding shares of M. GRUMBACHER, INC., all of which are owned by KOH-I-NOOR INC., is 1 share of Common Stock, par value \$0.01 per share.
3. The separate existence of M. GRUMBACHER, INC., shall cease upon the effective date of the merger pursuant to the provisions of the New York Business Corporation Law; and KOH-I-NOOR INC. shall continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.
4. The issued shares of M. GRUMBACHER, INC. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
5. The issued shares of KOH-I-NOOR INC. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of KOH-I-NOOR INC.
6. The Board of Directors and the proper officers of KOH-I-NOOR INC. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
7. The effective date of the merger shall be the 1st day of January, 1997."
5. Neither the certificate of incorporation of KOH-I-NOOR INC. nor the certificate of incorporation of M. GRUMBACHER, INC. requires the approval of its shareholders to authorize the merger herein certified.
6. The applicable provisions of the laws of the State of New York relating to the merger of M. GRUMBACHER, INC. into KOH-I-NOOR INC. will have been complied with upon compliance with any of the filing and recording requirements thereof.
7. KOH-I-NOOR INC. will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

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8. The merger herein certified shall become effective in the State of New Jersey on January 1, 1997.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 13th day of December, 1996.

KOH-I-NOOR INC.

By: Robert A. Jones
Robert A. Jones
Vice President

M. GRUMBACHER, INC.

By: Billy G. Stovall
Billy G. Stovall
Vice President

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**State of New York
Department of State }^{ss:}**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **JAN 03 1997**



Special Deputy Secretary of State

DOS-1266 (5/96)

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REEL: 002023 FRAME: 0855**

PR-30.31 (7/98)

New York State Department of Taxation and Finance - Corporation Tax
Albany NY 12227

To: Secretary of State

Date: 11/19/96

Name of Corporation	
M. GRUMBACHER, INC.	ID# 13-5573096 AA1

Pursuant to provisions of section 907 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the Merger of the above named corporation, into KOH-I-NOOR INC. (NJ) - If filed on or before 2/20/97.

Certificate and fee are attached.

Filed by: CSN

Director, Processing Division

By *France Bollogne*

White-Department of State

Yellow-Department of State

Pink-Taxpayer

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**CERTIFICATE OF MERGER
OF
M. GRUMBACHER, INC.**

INTO

KOH-I-NOR INC.

**Under Section 271907
of the Business Corporation Law**

MORGAN, LEWIS & BOCKIUS LLP

ATTORNEYS FOR

**OFFICE & POST OFFICE ADDRESS
101 PARK AVENUE
NEW YORK, N.Y. 10178-0080
212-309-6000**

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FILING RECEIPT

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ENTITY NAME : KDH-I-NOOR INC.

DOCUMENT TYPE : MERGER (UNA. BUSINESS) PROCESS COUNTY:

SERVICE COMPANY : CSC NETWORKS/PRENTICE HALL SERVICE CODE: 45

CONSTITUENT NAME: M. GRUMBACHER INC.

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FILED: 12/31/1996 DURATION: ***** CASH #: 961231000809 FILM #: 96123100

ADDRESS FOR PROCESS EFFECT

THE CORPORATION 01/01/9

ATTN: ROBERT J. JONES V.P. 108 NORTH STREET, P.O. BOX 68

BLOOMSBURY, NJ 08804-0068



REGISTERED AGENT

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FILER	FEE	AMOUNT	PAYMENTS	AMOUNT
MORGAN. LEWIS & BOCKIUS LLP	FILING :	60.00	CASH :	
101 PARK AVENUE	TAX :	0.00	CHECK :	
NEW YORK, NY 10178-0060	CERT :	0.00	BILLED :	95
	COPIES :	10.00		
	HANDLING :	25.00	REFUND :	

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RECORDED: 02/20/1997

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RECORDED: 12/20/1999

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