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05-01-2004

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Triarco Arts & Crafts, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Nasco Preferred Corporation

Internal

Address:

Street Address: 96 Cummings Point Road

City: Stamford State: CT Zip: 06902

- 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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 06/18/2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,669,088

Additional number(s) attached Yes No

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

Name: Andrew S. McConnell

Internal Address: Boyle, Fredrickson, Newholm, Stein & Gratz, S.C.

Street Address: 250 E Wisconsin Ave, Ste 1030

City: Milwaukee State: WI Zip: 53202

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

8. Deposit account number:

50-1170

DO NOT USE THIS SPACE

9. Signature.

Dawn M. Oleszak

Name of Person Signing

Signature

Date April 26, 2004

04/30/2004 BRYNE 0000011 2669088

Total number of pages including cover sheet, attachments, and document: 8

01 FC:8521

40.00

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



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: DEC - 5 2003

BY: A handwritten signature in black ink, appearing to read "Cathy Mickelson".

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

RECEIVED

JUN 18 2002

Sec. 180.1101, WISCONSIN State of Wisconsin
180.1105 & 180.1107, DFI Department of Financial Institutions
Wis. Stats.

ARTICLES OF MERGER - DOMESTIC AND FOREIGN FOR-PROFIT CORPORATIONS

A. Name and state of incorporation of the merging (non-surviving) corporation(s):

Name: Triarco Arts & Crafts, Inc. <i>IND 8373</i>	State of Incorporation: Wisconsin
Name:	State of Incorporation:

B. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the surviving corporation:

Name: Nasco Preferred Corporation <i>NR</i>	State of Incorporation: Delaware
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C. The adopted Plan of Merger (the "Plan") is attached as Exhibit A.

D. The Plan was approved by each foreign corporation that is a party to the merger in accordance with the laws of the state under which it was incorporated, and by each domestic corporation that is a party to the merger in accordance with (select and (X) mark one of the following)

(X) Sec. 180.1103, Wis. Stats. OR () Sec. 180.1104, Wis. Stats.

- 180.1107

E. (OPTIONAL) These articles of merger, when filed, shall be effective (See instructions. Select, complete and (X) mark one of the following)

(X) At the time and date set by sec. 180.0123(1), Wis. Stats. OR () as of _____ (date)

F. Executed on June 18th 2002 (date) by the surviving corporation on behalf of all parties to the merger.

Richard J. Ciurczak

(Signature)

Richard J. Ciurczak

(Printed Name)

Title: (X) ^{Chairman} President () Secretary
or other officer title _____

This document was drafted by Jerome H. Kringel
(Name the individual who drafted the document)

DFI/CORP/61 (R9/00) Use of this form is voluntary.

Exhibit A - PLAN OF MERGER

I. Name and state of incorporation of the merging (non-surviving) corporation(s):

Name: Triarco Arts & Crafts, Inc.	State of Incorporation: Wisconsin
Name:	State of Incorporation:

II. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the surviving corporation:

Name: Nasco Preferred Corporation	State of Incorporation: Delaware
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III. State the terms and conditions of the merger:

None

IV. State the manner and basis of converting the shares of each non-surviving corporation:

Each share of the merging (non-surviving) corporation (all shares of both the surviving and non-surviving corporation being owned by a common parent corporation) shall be cancelled.

V. State any amendments to the surviving domestic corporation's articles of incorporation (see items B and C of the instructions):

None

VI. State any other provisions: None

INSTRUCTIONS (Ref. sec. 180.1101, 1105 and 180.1107, Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE** of \$50.00 or more, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. Upon filing, the information in this document becomes public and might be used for purposes other than that for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

DFI/CORP/61 (R9/00)

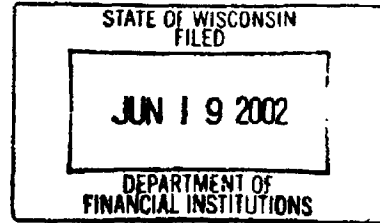
2 of 3

\$ 50.00 + \$ 25.00 Exp

ARTICLES OF MERGER - Domestic and Foreign, For-Profit Corporations

chap. 180

+ Jerome H. Kringsal
Michael Best & Friedrich LLP
100 East Wisconsin Avenue
Suite 3300
Milwaukee, WI 53202



- merges: Triarco Auto + Crafts, Inc (WI Corp) (Non-Dom)
+ into: an Unlicensed Foreign Corp (Germany)
Your name, return address and phone number during the day: (414) 271-6560

6/19/02
057824
\$75.00

INSTRUCTIONS (Continued)

- A. Enter the name and state of incorporation of the merging (non-surviving) corporations in item A.
- B. Enter the name and state of incorporation of the surviving corporation in item B. If the Plan of Merger includes an amendment changing the name of the survivor, state the name prior to giving effect to the amendment.
- C. PLAN OF MERGER: Supply the Plan of Merger as Exhibit A to the articles of merger. The plan of merger must contain all the information asked for in items I thru IV. If the plan includes an amendment to the articles of incorporation of the surviving domestic corporation's, enter the amendment in item V.
- D. In item D, indicate the statutory provision under which the Plan of Merger was approved with respect to the domestic corporation. Sec. 180.1103 generally requires that a merger be approved by the (voting) shareholders and directors of each domestic corporation that is a party to the merger. Sec. 180.1104 refers to parent-subsidiary mergers. Review, select and mark (X) the applicable statutory reference.
- E. The effective date of the merger will be set by the provisions of sec. 180.0123(1), Wis. Stats., unless the articles declare a delayed effective date. Such delayed effective date must be within 90 days after the date the articles are received by the department for filing. There is no provision for declaring an effective date earlier than the date the articles of merger are received by the department for filing.
- F. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is not empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

FILING FEE - Fee is \$50.00 for each domestic and licensed foreign corporation that is a party to the merger. If the articles of merger include an amendment to increase the authorized shares of the surviving domestic corporation, an additional fee may be due. Add one cent for each share the survivor will have authorized after the merger, less a credit at the same rate for each share presently authorized by each domestic corporation that is a party to the merger.

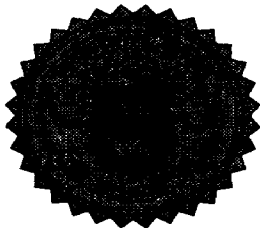
Delaware

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 MERGER, WHICH MERGES:

"TRIARCO ARTS AND CRAFTS, INC.", A WISCONSIN CORPORATION, WITH AND INTO "NASCO PREFERRED CORPORATION" UNDER THE NAME OF "NASCO PREFERRED CORPORATION", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JUNE, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2314741 8100M

AUTHENTICATION: 2894268

030795306

DATE: 01-28-04

TRADEMARK

REEL: 002960 FRAME: 0910

**CERTIFICATE OF MERGER
OF TRIARCO ARTS AND CRAFTS, INC.
INTO
NASCO PREFERRED CORPORATION**

NASCO PREFERRED CORPORATION, a Delaware corporation, hereby certifies pursuant to Section 252 of the General Corporation Law of the State of Delaware as follows:

1. The names and states of incorporation of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State</u>
TRIARCO ARTS AND CRAFTS, INC.	Wisconsin
NASCO PREFERRED CORPORATION	Delaware

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware.

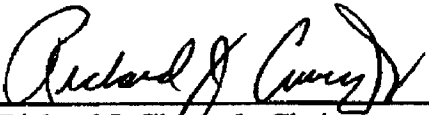
3. The name of the corporation surviving the merger (the "Surviving Corporation") is NASCO PREFERRED CORPORATION.

4. The Certificate of Incorporation of NASCO PREFERRED CORPORATION will be the Certificate of Incorporation of the Surviving Corporation.

5. An executed copy of the merger agreement is on file at the office of NASCO PREFERRED CORPORATION, 96 Cummings Point Road, Stamford, CT 06902. A copy of the merger agreement will be furnished upon request and without cost to any stockholder of either constituent corporation.

Executed this 18th day of June, 2002.

NASCO PREFERRED CORPORATION

By: 
Richard J. Ciurczak, Chairman

X:\CLIENTB\069109\0001\A0383038.1