

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

BELL, INC.

Petitioner.

Cancellation No. 31,904

vs.

Mark: BELL PACKAGING
CORPORATION

BELL PACKAGING CORP.

Registration No. 2,089,082

Respondent.

RESPONDENT'S NOTICE OF RELIANCE
PURSUANT TO 37 CFR 2.122 & 2.123

09-02-2003

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #22

Respondent, by its attorneys, hereby submits this Notice of Reliance pursuant to 37 CFR 2.122 & 37 CFR 2.123. Specifically, Respondent relies on the following enumerated excerpts from printed publications; and official records; copies of all of which are annexed hereto as Exhibits 1 through 6. Respondent also relies on the testimonial depositions listed herein. All of the printed publications and official records identified below are relevant to issues in this proceeding which include, without limitation, the registrability of the mark BELL PACKAGING CORPORATION, priority of use, and likelihood of confusion between the parties' respective marks.

A. Excerpts from Printed Publications. All of the publications identified below as Exhibit 1 are available to the general public via the Internet or in libraries or are of general circulation among members of the public or that segment of the public that is relevant under the issues in this proceeding.

Exhibit 1. Printout pages from Bell Paper Box/ Bell, Inc. website at www.bell-inc.com. (September 1, 2003).

B. Official Records.

Exhibit 2. Website printout from the Secretary of State of Indiana, showing Bell Packaging Corporation and several historical documents having been filed including the Articles of Incorporation dated December 19, 1913. (June 5, 2003).

Exhibit 3. A letter from the Secretary of State of Indiana's office indicating that certain records relating to Bell Packaging Corporation could not be located.

Exhibit 4. Records from the Secretary of State of Indiana, Articles of Amendment of Bell Fibre Products Corporation amending the corporate name to be Bell Packaging Corporation (December 31, 1987).

Exhibit 5. Records from the Secretary of State of Indiana, Articles of Merger of Bell Acquisition Corporation, a Texas Corporation and Bell Packaging Corporation, an Indiana corporation (August 20, 1997).

Exhibit 6. Records from the Secretary of State of South Dakota, Certificate of Amendment of Bell Paper Box, Inc. amending the corporate name to be Bell Incorporated (January 16, 2001).

C. Deposition Transcripts. Bell Packaging Corporation also relies on the transcripts for the following testimonial depositions:

1. Petitioner

a. Mark Graham*, dated June 12, 003 recorded by,

* Mark Graham's testimony was recorded by Jill M Connelly commencing at 10:30 AM and by Stacy L. Wiebesiek commencing at approximately 12:00 Noon. Ms. Connelly recorded Volume 1 up to approximately 12:00 PM at which point she had to leave for another appointment. Ms. Wiebesiek stepped in at 12:00 PM to conclude recording the deposition in Volume 2.

1. Jill M Connelly of Advanced Reporting

2. Stacy L. Wiebesiek of Advanced Reporting

2. Respondent

a. Todd Levy, dated August 13, 2003 recorded by,

1. The Office Court Reporting (Transcripts have not yet
been received.)

09/02/2003 11:09

Respectfully submitted this the 2nd day of September, 2003,



Priscilla L. Dunckel
Pamela S. Ratliff
BAKER BOTTS L.L.P.
2001 Ross Ave., Suite 600
Dallas, Texas 75201-2980
Telephone: (214) 953-6500
Telecopier: (214) 953-6503

ATTORNEYS FOR RESPONDENT
BELL PACKAGING CORP.

I hereby certify that this correspondence is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. 1.10 in an envelope addressed to: Box TTAB No Fee, Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on September 2nd, 2003.

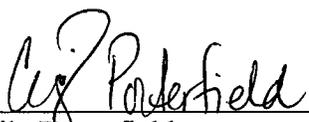

Name: Cecily Porterfield

EV 073005919 US
Express Mail Cert. No.

CERTIFICATE OF SERVICE

I hereby certify that on this the 2nd day of September, 2003, a true and correct copy of *Respondent's Notice of Reliance Pursuant to 37 CFR 2.122 2.123* was served, via U.S. First Class Mail, upon the attorneys of record for Petitioner, addressed to:

J.W. Gipple, Esq.
GIPPLE & HALE
P.O. Box 40513
Washington, D.C. 20016



Cecily Porterfield

BELL INCORPORATED



Certifications

About Us

Contact Us

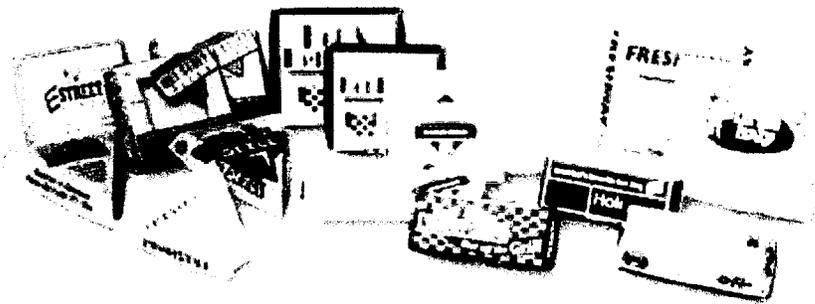


LXE

Mailers

General

Clamshells





Product Lines

About Us

Contact Us

Home

ISO 9001 CERTIFIED ISO 9001: Certified since April 2000

Superior Rating A.I.B. Certified with SUPERIOR Rating since 1997

The Process Control Department works with all departmental action teams and has taken on the role of the Quality Training & Education team. As a result of better communication, there is increased focus on individual quality ownership. Inspection & Testing are still the integral part of our process control, but at Bell Incorporated, quality is a level of excellence for all departments.

The employees of Bell Incorporated are committed to customer satisfaction by...

- Meeting & exceeding customer expectations
- Continuous improvement through controlled review procedures
- Implementing innovative technological advancements
- Pursuit of World Class Excellence from planning, training, communicating, and development throughout Bell Incorporated quality system.





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History

Bell Incorporated is an independently owned packaging company which designs and manufactures packaging for many markets, including: food packaging, retail consumer goods, mailers (technology & direct mail), LXE overnight envelopes, convenience food packaging, and wholesale meat processing.

BELL began in 1920 as a producer of rigid boxes for the confectionery and retail markets. Today, Bell Incorporated features a 19,000 square foot just-in-time manufacturing facility, supported by a 145+ person team of dedicated employees whose key job is providing value for our domestic and international clients.

Our manufacturing facilities and technologically advanced equipment operating 24 hours a day, 7 days a week, have the turnkey capabilities to take your project from concept to completion. And with over 80 years in the packaging industry, we have the experience to make the process simple and cost-efficient for you.

Our performance is proven. We deliver on our packaging promises. We offer a total capacity exceeding 800,000,000 pieces annually. That puts us in the top 10% of approximately 200 independent converters in the U.S.

We have not lost our focus on our customers! In a recent five-year period, we maintained a customer retention rate of more than 95%.

We've developed the resources and experience we need to provide cost-effective manufacturing and direct and just-in-time distribution according to the needs of our clients.

All so that we can offer shorter lead times, competitive pricing and our commitment to building a long-term relationship with you. *(please see our Mission Statement)*

Location

Located at the intersection of two major interstate highways and with excellent working relationships with several major

common carriers and truckload carriers, BELL can ship to meet your schedule. We even have the capabilities to ship and receive via rail. If temporary staging is what your project requires, we can administer that, too.

Bell Incorporated is located at

1411 N. D Avenue, Sioux Falls, SD 57104



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MISSION

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Our mission is to achieve balanced, profitable growth by building indispensable relationships with our customers and suppliers, developing our greatest asset: our people, maturing into a more market-driven independent converter, and continuously improving our business process.



[Company
History](#)

[Our
Process](#)



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We offer graphic designers and design engineers to help create your customer packaging.

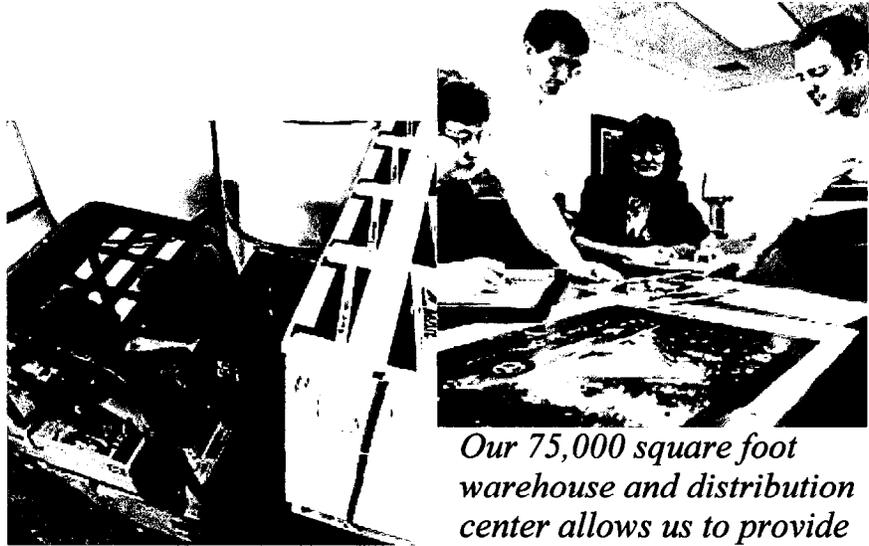
Our structural design department provides research and development assistance on new product introductions. We hold numerous patents for unique package designs.



Whether handling films and proofs or running automated platemaking functions, our prepress team uses a state-of-the-art checkpoint system to ensure excellent quality and cost efficiency in your project.

On-site sales and in-house service staff facilitate your project's development with online inquiries, inventory, ordering, WIP reports and follow up.

05/11/2003 11:00 AM



Our 75,000 square foot warehouse and distribution center allows us to provide efficient staging and shipping and our central U.S. location at the intersection of two major interstate highways helps us to ship cost-effectively across the U.S.



Product Lines

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Contact Us

Home

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Bell Incorporated is located at

1411 N. D Avenue, Sioux Falls, SD 57104

Bell Incorporated Login Screen

If you do not already have an account, please contact your Bell Incorporated Sales Service Rep for details.

If you do not wish to login yet, [click here](#) to return to the home page.

Username:

Password:

2



WELCOME | DUTIES & BIOGRAPHY | CONTACT US

INDIANA
SECRETARY OF STATE
TODD ROKITA

- PRESS RELEASES
- BUSINESS SERVICES DIVISION
- SECURITIES DIVISION
- ELECTIONS DIVISION
- FORMS
- WHAT'S NEW
- HOME

Name Searched On:
Bell Packaging (Legal)

Current Information

Entity Legal Name:
BELL PACKAGING CORPORATION

Entity Address:
1800 C SARASOTA PKWY , CONYERS, GA 30208

General Entity Information:

Control Number: **194027-004**
Status: **Active**
Entity Type: **For-Profit Domestic Corporation**

Entity Creation Date: **12/19/1913**
Entity Date to Expire:
Entity Inactive Date:

Other Names for this Entity:

Date	Name (Type)
12/31/1987	BELL FIBRE PRODUCTS CORPORATION (Former)

Registered Agent(name, address, city, state, zip):
CSC
251 E. Ohio St. Ste. 500
INDIANAPOLIS, IN 46204

Principals(name, address, city, state, zip - when provided)
GARY B. BYRD
President
1800 C SARASOTA PKWY
CONYERS, GA 30205

DAVID J. KYLES
Secretary
1800 C SARASOTA PKWY

CONYERS, GA 30208

Transactions:

Date Filed	Effective Date	Type
12/19/1913	12/19/1913	Articles of Incorporation
12/31/1987	12/31/1987	Articles of Amendment
7/22/1996	7/22/1996	Articles of Merger
8/20/1997	8/20/1997	Articles of Merger
10/1/1997	10/1/1997	Articles of Merger
11/18/1997	11/18/1997	Notice of Change of Registered Office or Registered Agent

Corporate Reports:

Years Paid

1983 1984 1985 1986 1987 1988 1989 1990 1991 1992
 1993 1994 1995 1997 1999 2001

Years Due

None

Additional Services Available:

	Generate an official Certificate of Existence/Authorization. There is a fee of \$20.00 for <i>accessIndiana</i> subscribers and a fee of \$23.10 for credit card users. Example Certificate
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NEW SEARCH

All the entity information captured by the Indiana Secretary of State, pursuant to law, is displayed on the Internet. For further information, please call our office at 317-232-6576. Copies of actual corporate documents can also be ordered online. If you encounter technical difficulties while using these services, please contact the accessIndiana Webmaster

SECRETARY OF STATE
STATE OF INDIANA



Todd Rokita
Secretary of State

3

TO: Business Services Division Customer

RE: Your document request

DATE: 08/08/03

ENTITY: Bell Packaging Corporation

The Business Services Division cannot locate certain records of the business entity listed above at this time. We will continue to search for the records. However, we must inform you that your request for Articles of Merger

(07/22/96)

cannot be filled at this time. If you have file marked copies of the entity's records that have been filed by this office, please send them to the attention of the Certifications Clerk and retain a copy for your records. We will be able to use those records to reconstruct the file in the event we are unable to locate the original documents.

We sincerely apologize for any inconvenience this may cause you.

Best regards,

Certifications Clerk
Indiana Secretary of State's Office

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of Amendment for:

BELL FIBRE PRODUCTS CORPORATION

and said Articles of Amendment have been prepared and signed in accordance with the provisions of the

Indiana Business Corporation Law,

as amended.

The name of the corporation is amended as follows:

BELL PACKAGING CORPORATION

NOW, THEREFORE, I, EVAN BAYH, Secretary of State of Indiana, hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is December 31, 1987.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Thirty-first day of December, 1987

EVAN BAYH, Secretary of State

By _____



ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION

State Form 38333R / Corporate Form No. 102 (June 1984)
Articles of Amendment (Amending Individual Articles Only)
Prescribe by Edwin J. Simcox, Secretary of State of Indiana

RECEIVED
CORPORATIONS DIV.

Recording Requirements-Recording of Articles of Amendment in the Office of the County Recorder is generally no longer required by the Indiana General Corporation Act. However, if the name of the corporation is changed by this amendment, a certified copy of the certificate of Amendment must be filed with the recorder of every county in which the corporation owns real estate.

DATE 31 P 1: 36

Instructions : Present 2 Originally Signed and Fully Executed Copies to :

APPROVED
AND
FILED

SECRETARY OF STATE
Room 155, State House
Indianapolis, Indiana 46204
(317) 232-6576

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF

194027-004
12-19-1913
1/87

E. B. J.
SECRETARY OF STATE OF INDIANA
CERTIFICATE NO. LONGER REQUIRED

BELL FIBRE PRODUCTS CORPORATION

The undersigned officers of Bell Fibre Products Corporation

(hereinafter referred to as the "Corporation") existing pursuant to the provisions of :

(Indicate appropriate act) Indiana Business Corporation Law

Indiana General Corporation Act Indiana Professional Corporation Act of 1983

as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts :

ARTICLE I Amendment(s)

SECTION 1 The date of incorporation of the corporation is :

SECTION 2 The name of the corporation following this amendment to the Articles of Incorporation is :
Bell Packaging Corporation

SECTION 3
The exact text of Article(s) ARTICLE I of the Articles of Incorporation is now as follows:

ARTICLE I

Name

The name of the Corporation is Bell Packaging Corporation.

ARTICLE II Manner of Adoption and Vote

SECTION 1 Action by Directors :

The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms

and provisions of Article(s) Article I of the Articles of Incorporation and

directing a meeting of the Shareholders , to be held on December 31, 1987 , allowing such Shareholders to vote on the proposed amendment.

The resolution was adopted by : (select appropriate paragraph)

(a) Vote of the Board of Directors at a meeting held on _____ , 19 _____ , at which a quorum of such Board was present.

(b) Written consent executed on December 31 , 19 87 , and signed by all members of the Board of Directors.

SECTION 2 Action by Shareholders :

The Shareholders of the Corporation entitled to vote in respect of the Articles of Amendment adopted the proposed amendment.

The amendment was adopted by : (select appropriate paragraph)

(a) Vote of such Shareholders during the meeting called by the Board of Directors. The result of such vote is as follows :

	TOTAL
SHAREHOLDERS ENTITLED TO VOTE :	
SHAREHOLDERS VOTED IN FAVOR :	
SHAREHOLDERS VOTED AGAINST :	

(b) Written consent executed on December 31 , 19 87 , and signed by all such Shareholders.

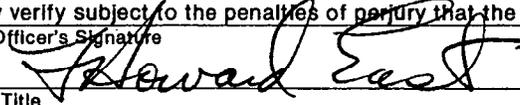
SECTION 3 Compliance with Legal Requirements.

The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

ARTICLE III Statement of Changes Made With Respect to Any Increase In The Number of Shares Heretofore Authorized

Aggregate Number of Shares Previously Authorized _____
Increase (indicate "o" or "N/A" if no increase) _____
Aggregate Number of Shares To Be Authorized After Effect of This Amendment _____

I hereby verify subject to the penalties of perjury that the facts contained herein are true.

Current Officer's Signature 	Officer's Name Printed F. Howard East
Officer's Title President	

ARTICLES OF MERGER

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, as amended, and Section 23-1-40-5 of the Indiana Business Corporation Law, as amended, Bell Acquisition Corp., a Texas corporation ("Acquisition"), and Bell Packaging Corporation, an Indiana corporation ("Packaging"), hereby adopt the following Articles of Merger for the purposes of affecting a merger in accordance with the provisions of Article 5.16 of the Texas Business Corporation Act and Section 23-1-40-1 of the Indiana Business Corporation Law:

5

ELIMINARY APPROVAL
AND
FILED
IND. SECRETARY OF STATE
INA SECRETARY OF STATE

- 1. A Plan of Merger, adopted in accordance with the provisions of Article 9.10A of the Texas Business Corporation Act and Section 23-1-34-2 of the Indiana Business Corporation Law, providing for the merger of Acquisition with and into Packaging, which is a wholly-owned subsidiary of Acquisition, with Packaging as the surviving corporation (the "Plan of Merger"), is attached hereto as Exhibit A and incorporated herein for all purposes.

The name of each of the undersigned corporations, the type of such corporation and the laws under which such corporation were organized are:

Name	Type of Corporation	State
Bell Acquisition Corp., a Texas corporation	For Profit	Texas
Bell Packaging Corporation, an Indiana corporation	For Profit	Indiana

- 3. There are 1,000 shares of common stock, par value \$0.01 per share, of Packaging issued and outstanding, all of which are owned by Acquisition. Packaging does not have any other shares of capital stock outstanding.

- 4. As to Acquisition, the approval of whose shareholder is required, the number of outstanding shares of each class of series of stock of such corporation are entitled to vote, with other shares or as a class, on the Plan of Merger are as follows:

Name	Number of Shares Outstanding	Designation of Class
Bell Acquisition Corp., a Texas corporation	11,150	Common

- 5. As to Acquisition, the approval of whose shareholder is required, the number of shares, not entitled to vote as a class, voted for and against the Plan of Merger, respectively, and, if the shares of any class or series are entitled to vote, as a class, the number of shares of each such class or series voted for or against the Plan of Merger, are as follows:

Name	Class	Voted For	Voted Against
Bell Acquisition Corp., a Texas corporation	Common	11,150	- 0 -

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CORPORATIONS DIV.
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SUE ANNE GILREATH

6. A copy of the resolutions adopted by the Board of Directors and by the sole shareholder of Acquisition approving the merger of Acquisition with and into Packaging, and setting forth the Plan of Merger is attached hereto as Exhibit B. Such resolutions were approved by unanimous consent of such sole shareholder and such Board of Directors on August 6, 1997.
7. The registered office of Packaging in the State of Indiana is 13155 Noel Road, Suite 910, Dallas, Texas 75240.
8. Shareholder approval of the merger contemplated hereby is not required by (i) Article 5.16A(b) of the Texas Business Corporation Act for Packaging or (ii) Section 23-1-40-4 of the Indiana Business Corporation Law for Packaging.
9. As to Packaging, approval of the Plan of Merger was duly authorized by all action required by the Indiana Business Corporation Law under which Packaging was organized and by its constituent documents.

Dated August 20, 1997.

BELL ACQUISITION CORP.,
a Texas corporation

By: Donald Lewis
Donald J. Lewis, Vice President

BELL PACKAGING CORPORATION,
an Indiana corporation

By: Donald Lewis
Donald J. Lewis, Vice President

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER is by and between Bell Acquisition Corp., a Texas corporation ("Acquisition"), and Bell Packaging Corporation, an Indiana corporation ("Packaging"), as follows:

WHEREAS, Acquisition owns all of the issued and outstanding capital stock of Packaging; and

WHEREAS, the Sole Shareholder and the Board of Directors of Acquisition, and the Board of Directors of Packaging believe that it will be in the best interest of each corporation that Acquisition be merged with and into Packaging.

NOW, THEREFORE, in consideration of the mutual undertakings hereinafter set forth, Acquisition and Packaging agree as follows:

1. Acquisition shall be merged with and into Packaging, with Packaging as the surviving corporation, to exist and be governed by the laws of the State of Indiana (the "Merger").
2. As a result of the Merger, each share of common stock of Acquisition that is outstanding immediately prior to the Merger will, by virtue of the Merger, be converted into and exchanged for one issued share of common stock of Packaging; and, each share of common stock of Packaging that is outstanding immediately prior to the Merger will, by virtue of the Merger, cease to exist and be cancelled.
3. From and after the date the Merger shall become effective, the separate existence of Acquisition shall cease and Packaging, the surviving corporation, shall succeed without other transfer to all the rights and properties of Acquisition and shall be subject to the liabilities of Acquisition as provided by law. All rights of creditors and all tax items upon property of each corporation shall be preserved unimpaired by the Merger, limited to the property affected by such liens immediately prior to the Merger.
4. The Articles of Incorporation and the Bylaws of Packaging as in effect immediately prior to the date the Merger shall become effective shall be the Articles of Incorporation and the Bylaws of the surviving corporation, until thereafter amended in accordance with applicable law and such Articles of Incorporation or Bylaws, as the case may be.
5. The name of the surviving corporation shall be "BELL PACKAGING CORPORATION".

Exhibit B

RESOLUTIONS

(see attached)

RESOLUTION OF THE SOLE SHAREHOLDER
OF
BELL ACQUISITION CORP.
(the "Corporation")

RESOLVED THAT the Articles of Merger of Bell Packaging Corporation and Bell Acquisition Corp. attached hereto as Exhibit A (the "Articles of Merger") and the Plan of Merger attached thereto are hereby approved by the shareholder; and

FURTHER RESOLVED THAT any and all actions taken on behalf of the shareholder or the Corporation by their respective officers and directors in connection with or relating to the Articles of Merger or the merger contemplated thereby are hereby ratified and approved.

**RESOLUTIONS OF THE SOLE DIRECTOR
OF
BELL ACQUISITION CORP.,
(the "Corporation")**

BE IT RESOLVED, that the Articles of Merger of Bell Acquisition Corp. and Bell Packaging Corporation in substantially the form attached as Exhibit A hereto (the "Articles of Merger") and the Plan of Merger attached thereto, pursuant to Articles 5.01 and 5.16 of the Texas Business Corporation Act, is authorized and approved by the sole director of the Corporation;

FURTHER RESOLVED, that the President or any Vice President of the Corporation is authorized and empowered, from time to time, on behalf of and in the name of the Corporation, to take or authorize the taking of any and all actions, to sign and deliver all agreements, instruments and other documents and papers, and to make all payments as may be necessary, proper or convenient in order to carry out, effectuate and perform all transactions contemplated in the Articles of Merger, or to otherwise effectuate the merger;

FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Corporation is hereby authorized to certify true copies of the foregoing resolutions and each of the agreements, instruments and other documents hereby approved, as well as any other documents and papers which may from time to time be necessary or appropriate to be delivered in connection with the transactions contemplated by the Articles of Merger, and to attest signatures of any officer of the Corporation executing and delivering the same; and

FURTHER RESOLVED, that any actions heretofore taken by the officers of the Corporation in furtherance of the purposes and objectives set forth in these resolutions are hereby ratified, approved and adopted as the acts and deeds of the Corporation.

State of South Dakota



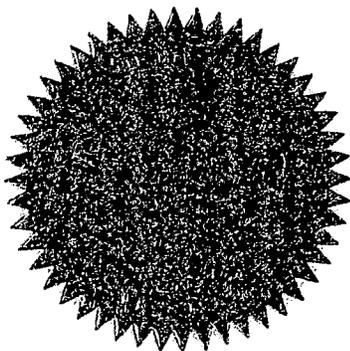
OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of **BELL PAPER BOX, INC changing its name to BELL INCORPORATED** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this January 16, 2001.



Joyce Hazeltine
Secretary of State

010230700411
2/9/01

Filed this 16th day of Jan 2001
[Signature]
SECRETARY OF STATE

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BELL PAPER BOX, INC.

RECEIVED
JAN 16 01
S.D. SEC. OF STATE

Pursuant to the provisions of SDCL § 47-2-9, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Bell Paper Box, Inc.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on December 19, 2000, in the manner prescribed by the South Dakota Corporation Acts:

FIRST

The name of the corporation is Bell Incorporated.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 125,000; and the number of shares entitled to vote thereon was 125,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: None.

FIFTH: The number of shares voted for such amendment was 125,000; and the number of shares voted against such amendment was none.

SIXTH: The manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows: No change.

db015286

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2/9/01

SEVENTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: No change.

Dated this 9 day of January 01.

BELL PAPER BOX, INC.

By Mark Graham
Mark Graham, Its President

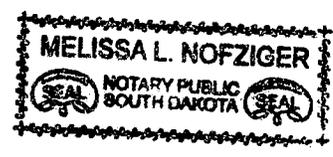
STATE OF SOUTH DAKOTA)
 : SS
COUNTY OF MINNEHAHA)

I, Melissa L. Noziger, a notary public, do hereby certify that on this 9th day of January 2001, personally appeared before me, Mark Graham, who, being by me first duly sworn, declared that he is the President of Bell Paper Box, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal.

Melissa L. Noziger
Notary Public - South Dakota

My Commission Expires 11/16, 2003



010230700411
2/9/01

Receipt Number: 946-13

File Number DB015086

AMENDMENT

For

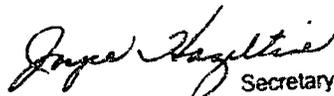
BELL PAPER BOX, INC. *N/C to Bell Incorporated.*

Filed at the request of:

WOODS FULLER SHULTZ & SMITH
CHRISTINE LILLO
PO Box 5027
SIOUX FALLS SD 57117

State of South Dakota
Office of the Secretary of State

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Secretary of State

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05/12/2003 11:00 AM

SOUTH DAKOTA SECRETARY OF STATE

OFFICIAL RECEIPT

NUMBER 1209518

FORM OF PAYMENT CHECK
CHECK NBR 116857

DATE 05/12/2003
AMOUNT \$ 4.00
BY STMAHEI

BAKER BOTTS LLP
2001 ROSS AVENUE
DALLAS TX 75201-

THIS RECEIPT IS IN REFERENCE TO:
BELL INCORPORATED

TRANSACTION DESCRIPTION	AMOUNT
COPIES.....	\$ 4.00

