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To the Honorable Commissioner of

100773883

attached original documents or copy thereof.

1. Name of conveying party(ies):

DAX MANUFACTURERS, INC.

- Individual(s)
- General Partnership
- Corporation-State (New York)
- 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: March 28, 1997

2. Name and address of receiving party(ies)

Name: INTERCRAFT COMPANY

Internal Address: 1 Intercraft Plaza

Street Address: 1 Intercraft Plaza

City: Taylor State: TX ZIP: 76574

- 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)

n/a

B. Trademark Registration No.(s)

1,835,473

Additional numbers attached? Yes No

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

Name: Mary A. Miller

Internal Address: Foley & Lardner

777 East Wisconsin Avenue

Milwaukee, WI 53202-5367

Street Address: Foley & Lardner

777 East Wisconsin Avenue

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 (previously)

Authorized to be charged to deposit account

8. Deposit account number:

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

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

July 15, 1998

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231 TRADEMARK

REEL: 1757 FRAME: 0910

MTC REC
4898

04-21-1998

100716753
7/15/98

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100716753

checked original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

DAX MANUFACTURERS, INC.

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

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777 East Wisconsin Avenue

Milwaukee, WI 53202-5367

Street Address: Foley & Lardner

777 East Wisconsin Avenue

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:

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

04/20/1998 JSHABAZZ 00000099 1835473

DO NOT USE THIS SPACE

All OK

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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

Signature

Date

Total number of pages including cover sheet, attachments, and document: 7

PR-30.31 (7/96)

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

To: Secretary of State

Date: 3/24/97

Name of Corporation

DAX MANUFACTURERS, INC.

ID# 13-2675735 AA2

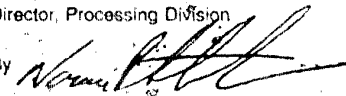
Pursuant to provisions of section 907 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the Merger of the above named corporation, into INTERCRAFT COMPANY (DE) - If filed on or before 6/24/97.

Certificate and fee are attached.

Filed by: CSN

Director, Processing Division

By



Pink-Taxpayer

White-Department of State

Yellow-Department of State

02/26/97 FRI 14:38 FAX

SEW. CHICAGO 72nd floor

2002-

970328000 CSC 45

CERTIFICATE OF MERGER

of

Dax Manufacturers, Inc.

into

Intercraft Company

(Under Section 907 of the Business Corporation Law)

NOV 19 1997
CORPORATION TAX
DISSOLUTION

It is hereby certified on behalf of the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving corporation 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 September 8, 1970, is Dax Manufacturers, Inc. The name under which said corporation was formed is Art Ininitum, Inc.

FOURTH: The name of the surviving corporation, which was organized under the laws of the State of Delaware, on September 23, 1992, is Intercraft Company. Intercraft Company has not filed an Application for Authority to do business in New York State and will not do business until such Application has been filed.

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FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

DESIGNATION	NUMBER
Common	10,050

SIXTH: The surviving corporation 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 of or obligation of the subsidiary corporation, for the enforcement of any liability or obligation of the surviving corporation for which the surviving corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the rights of the holders of those shares of the subsidiary corporation which are not owned by the surviving corporation to receive payment for their shares against the surviving corporation.

SEVENTH: The surviving corporation 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 the subsidiary corporation which are not owned by the surviving corporation 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.

EIGHTH: The surviving corporation 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 the surviving corporation served upon him is: c/o Newell Co., Legal Services, 4000 Auburn Street, Rockford, IL 61101.

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 therein have been examined by us and are true and correct.

Date: FEBRUARY 7, 1997.

D. Matschullat
Dale L. Matschullat, Vice President of the surviving corporation

R. Wolff
Richard H. Wolff, Secretary of the surviving corporation

Verification by One of Signers of Certificate of Merger

STATE OF ILLINOIS
COUNTY OF COOK

)
) SS:
)

Dale L. Matschullat, being duly sworn, deposes and says that he is one of the persons who signed the foregoing Certificate of Merger on behalf of the surviving corporation; that he signed said Certificate in the capacity set opposite or beneath his signature thereon; that he has read the foregoing Certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.

D. Matschullat
Dale L. Matschullat, Vice President

Subscribed and Sworn to before
me on February 7, 1997.

Karen E. Cibert

**OFFICIAL SEAL
KAREN E. CIBERT
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES 02/22/98**

CH12-35534.1 02.3.97 13.49

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CSC 45

CERTIFICATE OF MERGER

OF

DAX MANUFACTURERS, INC.

INTO

INTERCRAFT COMPANY

Section 907 of the Business Corporation Law

Filer: Schiff Hardin & Waite
7200 Sears Tower
233 South Wacker Drive
Chicago, IL 60606

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 28 1997
TAXS
BY: PSC

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BILLED

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