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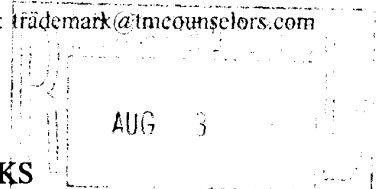
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July 31, 1998



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RECORDATION FORM COVER SHEET - TRADEMARKS



Assistant Commissioner for Trademarks
Box Assignments
Washington DC 20231

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Washington, D.C. 20231

Attn: BOX ASSIGNMENTS FEE

BETTY COLLINS
Betty Collins
(Signature of person mailing paper or fee)

Re: Recordal of Merger
Assignor: CHEMICAL-WAYS CORPORATION
Assignee: ARDROX INC.
Trademarks: Reg. No. 1,822,339 **SABRELAP**
 Reg. No. 1,813,322 **SABRE**
 Reg. No. 1,811,779 **SABRESLURRY**
 Ser. No. 74/324,740 **CHEM SEAL**

Our ref.: BARLI-803

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

Chemical-Ways Corporation, a corporation organized and existing under the laws of the State of Illinois.

2. Name and address of receiving party(ies):

Ardrox Inc., a corporation organized and existing under the laws of the State of Delaware, located and doing business at 16961 Knott Avenue, La Mirada, California 90638

3. Nature of conveyance:

Merger
Date of execution: December 21, 1992

4. Trademark Application/Registration Numbers:

Reg. No. 1,822,339 **SABRELAP**
Reg. No. 1,813,322 **SABRE**

00000045 1822339
40.00 EP
75.00 EP
08/05/1998 TT011
FC:411
FC:412

Reg. No. 1,811,779
Ser. No. 74/324,740

SABRESLURRY
CHEM SEAL

5. Please address all correspondence in this matter to:

Mark I. Peroff
Trademark & Patent Counselors of America, P.C.
915 Broadway - 19th Floor
New York, New York 10010
(212) 387-0247

6. Total number of applications and registrations involved: 4

7. Total fee enclosed: \$115

8. Also enclosed is an Appointment of Domestic Representative for each of the four (4) marks involved in the name of the final assignee.

9. Also enclosed is an acknowledgment postcard.

10. 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.

Sincerely,



Keith E. Danish

KED:jfb
Enclosures

Total number of pages comprising cover sheet: 2

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNEE: BRENT INTERNATIONAL PLC

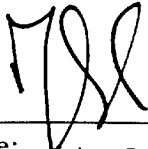

FIL. DATE: October 22, 1992

MARK: **CHEM SEAL**

SER. NO.: 74/324,740

APPOINTMENT OF DOMESTIC REPRESENTATIVE

The firm of TRADEMARK & PATENT COUNSELORS OF AMERICA, P.C., 915 Broadway, New York, New York 10010, (212) 387-0247, is hereby designated assignee's representative upon whom notices or process in proceedings affecting the mark may be served.



Name: John Graham Laurence
Title: Secretary

PLACE AND DATE: Iver, Buckinghamshire, England 20th January 1998

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CHEMICAL-WAYS CORPORATION

INTO

ARDROX INC.

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

ARDROX INC., a Delaware corporation ("Ardrox"), hereby
certifies as follows:

FIRST: Ardrox was incorporated on September 12, 1984,
pursuant to the General Corporation Law of the State of Delaware
(the "Delaware General Corporation Law"). CHEMICAL-WAYS
CORPORATION ("CWC") was incorporated under the Business
Corporation Act of Illinois on August 18, 1964.

SECOND: Ardrox owns all of the issued and outstanding
capital stock of CWC.

THIRD: On December 21, 1992, the directors of Ardrox
unanimously approved the merger of CWC into Ardrox (the
"Merger") by adopting by written consent the resolutions
attached hereto as Exhibit A, pursuant to Section 141(f) of the
Delaware General Corporation Law, which resolutions are
incorporated herein by reference.

FOURTH: The Certificate of Incorporation of Ardrox,
which is the surviving corporation, shall continue in full force
and effect as the Certificate of Incorporation of the surviving
corporation.

FIFTH: The Merger shall be effective upon the later of
the filing of this Certificate of Ownership and Merger with the
Secretary of State of the State of Delaware or the filing of
Articles of Merger relating to the Merger with the Secretary of
State of the State of Illinois.

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EXHIBIT A

(1) RESOLVED, that pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 11.30 of the Business Corporation Act of 1983 of the State of Illinois (the "BCA"), CHEMICAL-WAYS CORPORATION, an Illinois corporation ("CWC"), be merged into ARDROX INC., a Delaware corporation and the owner of all the issued and outstanding shares of Common Stock, par value \$1.00 per share (the "Shares"), of CWC ("Ardrox," and with respect to the period following the Merger, as hereinafter defined, the "Surviving Corporation") (the merger being hereinafter referred to as the "Merger" and Ardrox and CWC being sometimes referred to as the "Constituent Corporations"); the Merger to become effective upon the later of the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware or the filing of Articles of Merger with the Secretary of State of the State of Illinois (the date and time of the later of such filings being hereinafter referred to as the "Effective Time").

(2) RESOLVED, that the Plan of Merger (the "Plan"), in the form presented to the Board of Directors of Ardrox be, and it hereby is, authorized and approved; and that the officers of Ardrox be, and they hereby are, authorized and directed to execute on behalf of Ardrox such Plan, which such Plan sets forth the terms and conditions of the Merger, including the following:

(a) At the Effective Time, the Certificate of Incorporation of Ardrox, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the Surviving Corporation;

(b) At the Effective Time, the By-Laws of Ardrox shall be the By-Laws of the Surviving Corporation;

(c) At the Effective Time, the directors and officers of Ardrox shall be the directors and officers of the Surviving Corporation, until their respective successors are duly elected or appointed and qualified in the manner provided by the Certificate of Incorporation and By-Laws of the Surviving Corporation or as otherwise provided by law;

(d) At the Effective Time, each issued and outstanding Share of CWC shall, by virtue of the Merger, be cancelled and retired and shall cease to exist;

(e) At the Effective Time, the shares of capital stock of Ardrox shall be the shares of capital stock of the Surviving Corporation; and

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(f) At the Effective Time, the Surviving Corporation shall possess all of the assets and property of every description, and all of the rights, privileges, powers, franchises and authority, of each of the Constituent Corporations, and all obligations belonging to or due either of them, shall be vested in the Surviving Corporation without further act or deed.

(3) RESOLVED, that the officers of Ardrox be, and they hereby are, authorized and directed to execute, verify or acknowledge and file on behalf of Ardrox with respect to the Merger a Certificate of Ownership and Merger in accordance with Section 253 of the DGCL and Articles of Merger in accordance with Section 11.30 of the BCA.

(4) RESOLVED, that the officers of Ardrox be, and they hereby are, authorized and directed in the name and on behalf of Ardrox to do and perform all such acts and things and to execute and deliver all such instruments, certificates, reports, agreements, and documents, and pay such expenses as they or any of them may consider necessary or appropriate to enable Ardrox to carry out the intent and to accomplish the purposes of the foregoing resolutions.

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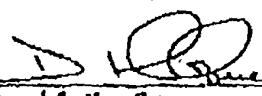
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IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed by Sam Currie, President of Ardrex, and attested to by David H. Crowe, Secretary of Ardrex, this 21st day of December, 1992.

ARDROX INC.

By: 
Sam Currie
President

Attest:

By: 
David H. Crowe
Secretary

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