



*State of Delaware*  
*Office of the Secretary of State* PAGE 1


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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"UC INDUSTRIES, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "OWENS CORNING" UNDER THE NAME OF "OWENS CORNING", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF MARCH, A.D. 1998, AT 2 O'CLOCK P.M.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 9195743  
DATE: 07-14-98  
TRADEMARK  
REEL: 1771 FRAME: 0706

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
UC INDUSTRIES, INC.  
INTO  
OWENS CORNING**

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Owens Corning, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 31<sup>st</sup> day of October, 1938, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of UC Industries, Inc., a corporation incorporated on the 6<sup>th</sup> day of July, 1984, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 12<sup>th</sup> day of February, 1998, determined to and did merge into itself said UC Industries, Inc.:

NOW THEREFORE BE IT RESOLVED, that the Plan and Agreement of Merger (the "UCI Agreement"), between the Corporation and UC Industries, Inc. is hereby adopted and approved in all respects, together with the transactions contemplated therein, including, but not limited to, the merger of UC Industries, Inc. into the Corporation, with the Corporation being the surviving corporation (the "UCI Merger"), and the elected officers of the Corporation be, and each of them hereby is, authorized and directed to execute and deliver such UCI Agreement in the name and on behalf of the Corporation;

FURTHER RESOLVED, that the effective date of the Merger is March 31, 1998;

FURTHER RESOLVED, that the Delaware Certificate of Ownership and Merger relating to the UCI Agreement is hereby adopted and approved, and the President, Vice President, Secretary or Assistant Secretary of the Corporation be, and they hereby are, authorized and directed to execute such Certificate in the name and on behalf of the Corporation, and to cause such Certificate to be filed, as appropriate, with the Secretary of State of the state of Delaware in order to effectuate the UCI Merger; and

FURTHER RESOLVED, that each officer of the Corporation be, and each of them hereby is, authorized and directed to take all such further actions and to execute and deliver, in the name and on behalf of the Corporation, any and all such further documents, agreements, certificates and instruments, and to pay all

such expenses, as they or any of them may deem necessary or advisable to carry out the purposes of any and all of the foregoing resolutions and the transactions contemplated thereby; and that the taking of any such action, the execution and delivery of each such document, agreement, certificate or instrument, and the payment of each such expense shall be conclusive evidence of its necessity or advisability.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Owens Corning at any time prior to March 31, 1998.

IN WITNESS WHEREOF, said Owens Corning has caused this Certificate to be signed by Dennis L. Jarvela, its Assistant Secretary this 3rd day of March, 1998.

OWENS CORNING

By: 

Assistant Secretary