

10-26-1998

TO THE HONORABLE
PLEASE RECORD THIS



100860624

AND TRADEMARKS:
PRINT OR COPY THEREOF

86-91-01
Gall

1. Name of Party(ies) conveying an interest: **Rubbermaid Commercial Products Inc.**

Entity:

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State: **Delaware** Other _____

2. Name and Address of Party(ies) receiving an interest:

Name: **Rubbermaid Commercial Products LLC**
Internal Address: **3124 Valley Avenue** Street Address: **3124 Valley Avenue**
City: **Winchester** State: **Virginia** Zip: **22601**
Entity:
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State: **Delaware** Other _____

If not domiciled in the United States, a domestic representative designation is attached:
 Yes No (The attached documents must not be an assignment.)

3. Interest Conveyed:

Assignment Change of Name Other _____
 Security Agreement Merger _____

4. Application number(s) or patent number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s) B. Trademark Registration No.(s)
1,111,799

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

Name: **Richard B. O'Planick**
Internal Address: **1147 Akron Road** Street Address: **1147 Akron Road**
City: **Wooster** State: **Ohio** Zip: **44691-6000**

6. Number of applications and registrations involved: **One (1)**.

7. Amount of fee enclosed or authorized to be charged: **\$40.00**.

8. Deposit Account number: **18-2230**. (Attach duplicate copy of this form if paying by deposit account.)

10/23/1998 SBURNS 00000140 182230 1111799 DO NOT USE THIS SPACE
01 FC:481 40.00 CH

9. Date of execution of attached document: **September 24, 1998**.

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on: **September 25**, 1998.

Signature

Richard B. O'Planick
Name of Person Signing

TRADEMARK
REEL: 1802 FRAME: 0896



D

09-29-1998

U.S. Patent & TMO/™ Mail Rcpt 011126

UNITED STATES OF AMERICA)
)
 STATE OF OHIO) SS:
)
 COUNTY OF WAYNE)

I, the undersigned Notary Public in and for said county and state, do hereby certify and affirm that the attached Certificate of Merger of Rubbermaid Commercial Products Inc., a Delaware corporation, into Rubbermaid Commercial Products LLC, a Delaware corporation, having its head office at 3124 Valley Avenue, Winchester, Virginia, U.S.A., is a true and correct copy of the Certificate of Merger of Rubbermaid Commercial Products Inc. into Rubbermaid Commercial Products LLC. The Certificate of Merger has been approved by the Secretary of State for the State of Delaware, U.S.A. I further certify that I have compared these copies with the original documents and have found them to be identical.

Signed at Wooster, Wayne County, Ohio, U.S.A., this 24th day of September, 1998.

Stacy J. Sidle

 NOTARY PUBLIC

STACY J. SIDLE
 Notary Public, State of Ohio
 My Commission Expires 8-24-2002

State of Delaware
Office of the Secretary of State

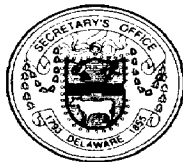
PAGE 1

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 MERGER, WHICH MERGES:

"RUBBERMAID COMMERCIAL PRODUCTS INC.", A DELAWARE CORPORATION,

WITH AND INTO "RUBBERMAID COMMERCIAL PRODUCTS LLC" UNDER THE NAME OF "RUBBERMAID COMMERCIAL PRODUCTS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 1998, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2877280 8100M

981123018

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9002804

DATE: 03-31-98

TRADEMARK
REEL: 1802 FRAME: 0898

**CERTIFICATE OF MERGER
OF
RUBBERMAID COMMERCIAL PRODUCTS INC.
INTO
RUBBERMAID COMMERCIAL PRODUCTS LLC**

dated: March 31, 1998

(Under Section 264 of the General Corporation Law of the State of Delaware
and Section 18-209 of the Delaware Limited Liability Company Act)

The undersigned limited liability company formed and existing under and by virtue of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101, et seq. (the "Act"),

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Rubbermaid Commercial Products Inc.	Delaware
Rubbermaid Commercial Products LLC	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264(c) of the General Corporation Law of the State of Delaware, 8 Del. C. §101, et seq. (the "GCL"), Section 18-209 of the Act and, with respect to Rubbermaid Commercial Products Inc., Section 228 of the GCL.

THIRD: The name of the surviving Delaware limited liability company is Rubbermaid Commercial Products LLC.

FOURTH: The merger of Rubbermaid Commercial Products Inc. into Rubbermaid Commercial Products LLC shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

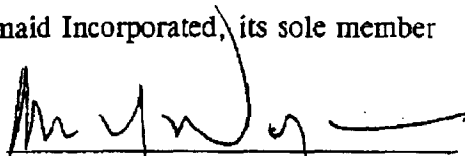
FIFTH: The executed Agreement and Plan of Merger is on file at a place of business of the surviving Delaware limited liability company. The address of such place of business of the surviving Delaware limited liability company is 3124 Valley Avenue, Winchester, Virginia 22601.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving Delaware limited liability company, on request and without cost, to any member of Rubbermaid Commercial Products LLC, and to any stockholder of Rubbermaid Commercial Products Inc.

RUBBERMAID COMMERCIAL PRODUCTS LLC

By: Rubbermaid Incorporated, its sole member

By:



Name: MARTIN J. DEGNAN

Title: VP, Assoc. Genl. Coun. & Asst. Secy.