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01-25-1999



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Document ID No. 100829497

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Attached original documents or copy thereof.

MCP 1-22-99

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

WAVERLY MINERAL PRODUCTS COMPANY

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State (Pennsylvania), Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: GIMBORN, INC.

Internal Address:

Street Address: 4280 Northeast Expressway

City: Atlanta State: GA ZIP: 30340

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Pennsylvania, 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

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: November 17, 1997

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Attached Schedule A

Additional numbers attached? Yes No

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

Name: Scott R. Cox

Internal Address:

LYNCH, COX, GILMAN & MAHAN, P.S.C.

500 Meidinger Tower

Street Address: 462 So. 4th Avenue

City: Louisville State: KY ZIP: 40202

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

03-3420

(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.

Scott R. Cox

Name of Person Signing

Signature

1/18/99

Date

Total number of pages including cover sheet, attachments, and document: 9

SCHEDULE A

Marks owned by Waverly Mineral Products Company

Name of Mark	Status	Registration No.
KITTY BOX	Registered	728,709
KITTY PAN	Registered	743,938
MULTICAT	Registered	1,398,741
HI-DRI	Registered	624,640
PETRO-SORB	Registered	874,416
GLAMOUR KITTY	Registered	1,049,782

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09-16-1998

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are attached original documents or copy thereof.

09-01-1998

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #54

WAVERLY MINERAL PRODUCTS COMPANY

- Individual(s)
- General Partnership
- Corporation-State Pennsylvania
- 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: _____

2. Name and address of receiving party(ies)

Name: GIMBORN, INC.

Internal Address: _____

Street Address: 4280 Northeast Expressway

City: Atlanta State: GA ZIP: 30340

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Pennsylvania
- 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)

B. Trademark Registration No.(s)

See Schedule A attached.

Additional numbers attached? Yes No

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

Name: Scott R. Cox

Internal Address: _____

LYNCH, COX, GILMAN & MAHAN, P.S.C.

500 Meidinger Tower

Street Address: 462 South 4th Avenue

City: Louisville State: KY ZIP: 40202

6. Total number of applications and registrations involved: _____

6

7. Total fee (37 CFR 3.41).....\$165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

03-3420

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

FC:481
FC:482

40.00 DP
125.00 DP

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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.

Scott R. Cox
Name of Person Signing

[Signature]
Signature

8/27/98
Date

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

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PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

244

GIMBORN, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0381676

MICROFILM NUMBER: 09788

0402-0405

BARBARA G MANGUS
WYATT TARRANT & COMBS
2800 CITIZENS PLAZA
LOUISVILLE KY 40202-2898

TRADEMARK
REEL: 1842 FRAME: 0733

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 381676

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Waverly Mineral Products Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	_____	_____	_____	_____	_____
	Number and Street	City	State	Zip	County

(b) c/o:	<u>CT Corporation System</u>	<u>Montgomery</u>
	Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: The Pennsylvania Business Corporation Law

4. The date of its incorporation is: June 6, 1938

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT. OF STATE

DEC -3 97

NOV 17 1997

PA Dept. of State

9. JB- 403

heck if the amendment restates the Articles):

 The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly sized officer thereof this 13th day of November, 19 97.

Waverly Mineral Products Company

(Name of Corporation)

BY:

[Handwritten Signature]

(Signature)

Secretary

TITLE:

978-404

WAVERLY MINERAL PRODUCTS COMPANY

CONSENT OF SOLE SHAREHOLDER

The undersigned, being the sole shareholder of Waverly Mineral Products Company, a Pennsylvania corporation (the "Corporation"), hereby takes the following actions and adopts the following resolutions by unanimous written consent pursuant to Section 1766 of the Business Corporation Law of 1988 of the State of Pennsylvania and the By-laws of the Corporation:

RESOLVED, that the Corporation's Articles of Incorporation (the "Articles") be amended (the "Amendment") by deleting the text of PARAGRAPH 1st thereof and inserting a new PARAGRAPH 1st in its place to read in full as follows:

1st. The name of the corporation is Gimborn, Inc.

RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to take such action and to execute such further documents in the name of the Corporation as may be necessary, appropriate, or convenient to give effect to these resolutions, including, without limitation, executing Articles of Amendment and filing them with the Pennsylvania Department of State.

The actions taken by this Consent shall have the same force and effect as if taken at a special meeting of the shareholders of the Corporation duly called and constituted pursuant to the By-laws of the Corporation and the Business Corporation Law of 1988 of the State of Pennsylvania.

9778-405

IN WITNESS WHEREOF, the undersigned has executed this
Consent of Sole Shareholder the 3rd day of September, 1997.

UNITED CATALYSTS INC.

BY: Frank W. Wathen

Name: Frank W. Wathen

Title: Secretary & Treasurer

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