

02-01-1999



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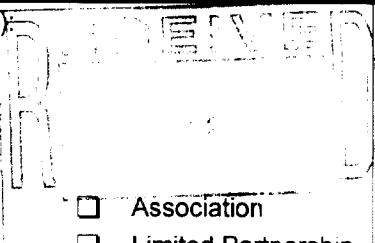
To the Honorable Commissioner of Patent

Attached original documents or copy thereof

1. Name of conveying party(ies):

LaGard, Inc.

MRO  
1-28-98



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

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

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

Execution Date: February 21, 1997

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

Name: Masco Corporation

Internal Address:

Street Address: 21001 Van Born Road

City: Taylor State: MI ZIP: 48180

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

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

4. Application number(s) or registration numbers(s):

A. Trademark Application No (s)

B. Trademark Registration No.(s)

1,105,910

1,221,423

Additional numbers

Yes  No

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

Name: Edgar A. Zarins

Internal Address: Legal Patent

Masco Corporation

Street Address 21001 Van Born Road

City: Taylor State: MI ZIP: 48180

6. Total number of applications and registrations involved:

**Two**

7. Total fee (37 CFR 3.41):.....\$ \$65.00

**65E**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-1981

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

01/29/1999 JSHADAZZ 00000106 131981 1105910

DO NOT USE THIS SPACE

01 FC:481 40.00 CH  
02 FC:482 25.00 CH

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.

Edgar A. Zarins

Name of Person Signing

*Edgar A. Zarins*  
Signature

1/25/97  
Date

Total number of pages including cover sheet, attachments, and

**4**

TRADEMARK

REEL: 1846 FRAME: 0118

State of Delaware  
Office of the Secretary of State

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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:

"LA GARD, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "MASCO CORPORATION" UNDER THE NAME OF "MASCO CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 1997, AT 3 30 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION:

0585027 8100M

DATE:

9530915

991023748

01-20-99  
TRADEMARK

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2-21-97

CERTIFICATE OF MERGER  
OF  
LA GARD, INC.  
INTO  
MASCO CORPORATION

Masco Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "GCL"), certifies that:

FIRST: The name and state of incorporation of each of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
La Gard, Inc. ("La Gard")	California
Masco Corporation ("Masco")	Delaware

SECOND: An Agreement and Plan of Reorganization dated February 21, 1997 (the "Agreement"), among Masco, La Gard and the Shareholders of La Gard, with respect to, among other things, the merger of La Gard into Masco (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the GCL.

THIRD: That the name of the surviving corporation of the Merger is Masco Corporation, a Delaware corporation.

FOURTH: That the Restated Certificate of Incorporation of Masco Corporation, a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement is on file at the principal place of business of the surviving corporation 21001 Van Born Road, Taylor, Michigan 48180.

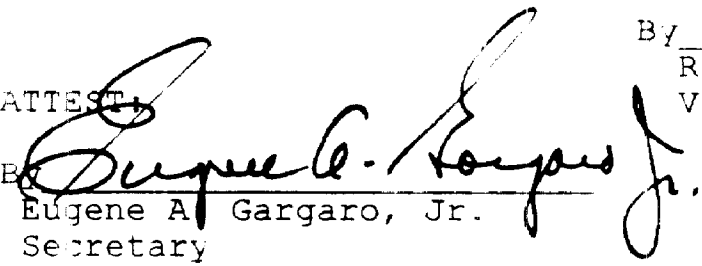
SIXTH: A copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of Masco and La Gard.

SEVENTH: The authorized capital stock of LaGard, Inc., the foreign corporation which is a party to the merger is 1,000,000 shares of Common Stock, no par value, of which 134,000 shares are issued, outstanding and owned by the Stockholders.

EIGHTH: The Merger has been approved by the Shareholders of LaGard, Inc.

This Certificate of Merger shall be effective as of filing with the Secretary of State of Delaware.

MASCO CORPORATION

ATTEST:   
By Eugene A. Gargaro, Jr.  
Secretary

By   
Richard G. Mosteller  
Vice President