

RECORDATION FORM C TRADEMARKS

07-28-1999

Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please

101101734

Return to the Patent and Trademark Office or copy thereof

<p>1. Name of conveying party(ies): <u>Delcorp Incorporated</u> MAD 7-26-99</p> <p> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ </p> <p>Additional name(s) of conveying party(ies) attached? <input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Sterling Products, Inc.</u> Internal Address: _____ Street Address: <u>801 AEC Drive</u> City: <u>Wood Dale</u> State: <u>IL</u> Zip: <u>60191</u> </p> <p> <input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: <u>Delaware</u> <input type="checkbox"/> Other: _____ </p> <p>If assignee is not domiciled in the U.S., a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ </p> <p>Execution Date: <u>March 7, 1995</u></p>	<p>4. Application number(s) or patent number(s):</p> <p>A. Trademark Application No.(s): _____</p> <p>B. Trademark Registration No.(s): <u>1,112,142</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>DICKSTEIN SHAPIRO MORIN & OSHINSKY LLP</u> Internal Address: <u>Attn: Dkt.: F8800.0303/T007</u> <u>Attn: Gabrielle S. Roth, Esq.</u> Street Address: <u>2101 L Street N.W.</u> City: <u>Washington</u> State: <u>D C</u> Zip: <u>20037-1526</u></p>	<p>6. Total number of applications and registrations involved: _____</p> <p>7. Total fee (37 CFR 3.41) <u>\$40.00</u></p> <p> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account </p> <p>(Any deficiencies) 8. Deposit account number: <u>04-1073</u></p>
<p>7/28/1999 DNGUYEN 00000047 1112142</p> <p>FC:481 40.00 DP</p> <p style="text-align: center;">DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><u>Gabrielle S. Roth</u> <u>Gabrielle S. Roth</u> <u>7/26/99</u> Name of Person Signing Signature Date Reg. No. _____ </p>	
<p>Total number of pages including cover sheet, attachments, and document: <u>6</u></p>	

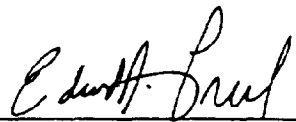
State of Delaware
Office of the Secretary of State PAGE 1

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:

"D.C. ACQUISITION, INC.", A DELAWARE CORPORATION,
WITH AND INTO "DELCORP INCORPORATED" UNDER THE NAME OF
"STERLING PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE SEVENTH DAY OF MARCH, A.D. 1995, AT 9 O'CLOCK
A.M.

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




Edward J. Freel, Secretary of State

AUTHENTICATION:

2144780 8100M

DATE: 7429792

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03-07-95

CERTIFICATE OF MERGER

OF

D.C. ACQUISITION, INC.

INTO

DELCORP INCORPORATED

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

Name	State of Incorporation
DelCorp Incorporated	Delaware
D.C. Acquisition, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 228 and Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is DelCorp Incorporated, a Delaware corporation.

FOURTH: That the name of the surviving corporation be, and hereby is, changed to Sterling Products, Inc.

FIFTH: That the Certificate of Incorporation of the surviving corporation shall be amended in its entirety as attached hereto as Exhibit A.

SIXTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 801 AEC Drive, Wood Dale, Illinois 60191-1198.

REEL: 001934 FRAME: 0944

Certificate of Incorporation
of
STERLING PRODUCTS, INC.

FIRST: The name of the corporation is Sterling Products,
Inc.

SECOND: Its registered office in the State of Delaware
is to be located at 1013 Centre Road, in the City of Wilmington,
County of New Castle, Delaware 19805. Its registered agent at
such address is CORPORATION SERVICE COMPANY.

THIRD: The purpose of the Corporation is to engage in
any lawful acts or activities for which corporations may be
organized under the General Corporation Law of the State of
Delaware.

FOURTH: The total number of shares of stock which the
Corporation shall have authority to issue is Ten Thousand
(10,000) designated as common stock and the par value of each
such share of common stock is one cent (\$.01), amounting in the
aggregate to one hundred dollars (\$100.00).

FIFTH: The name and mailing address of the incorporator is:
Paula J. Stevens, 900 Huntington Center, Columbus, OH 43215

SIXTH: The Board of Directors shall have the power to adopt,
amend or repeal the bylaws.

SEVENTH: No director shall be personally liable to the
Corporation or its stockholders for monetary damages for any

breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article SEVENTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendments.