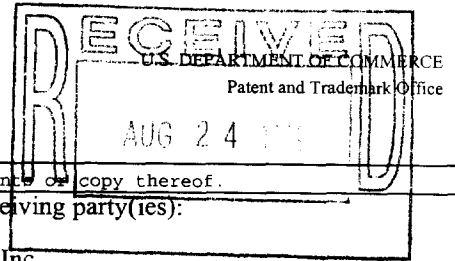


08-26-1999



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SHEET



To the Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies):
James Hardie Irrigation, Inc.

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of California
 Other:

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

2. Name and address of receiving party(ies):
James Hardie Irrigation, Inc.
5825 Jasmine Street
Riverside, California 92504

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: March 20, 1991

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State of Nevada
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Reg. No.(s)
1,588,874

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Michael L. Mau
Address: Mau & Krull, P.A.
1250 Moore Lake Drive East
Suite E
Fridley, MN 55432

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 500549

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.

Michael L. Mau
Name of Person Signing

Signature

August 18, 1999
Date

Total number of pages including cover sheet, attachments, and document: 5

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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MAR 25 1991

CERTIFICATE OF OWNERSHIP AND MERGER

CHERYL A. LAU SECRETARY OF STATE

No.

Cheryl Lau
11917-90

The undersigned hereby certify, pursuant to Nev. Rev. Stat. §78.486 and §1110 of the California Corporation Code, that:

(i) They are the president and secretary of *James Hardie Irrigation, Inc., a Nevada corporation ("JHII (NEV)");*

(ii) *JHII (NEV)* owns all of the issued and outstanding stock of *James Hardie Irrigation, Inc., a California corporation ("JHII (CAL)");*

(iii) On February 15, 1991, the board of directors of *JHII (NEV)* duly adopted the following resolutions to merge *JHII (CAL)* into *JHII (NEV)*:

WHEREAS, *JHII (NEV)* owns all the issued and outstanding shares of stock of *JHII (CAL)*, such shares of stock consisting of 100 shares of common stock, and

WHEREAS, it is deemed advisable that *JHII (NEV)* merge with *JHII (CAL)* in order that all the estate, property, rights, privileges, and franchises of *JHII (CAL)* shall vest in and be possessed by *JHII (NEV)*.

NOW, THEREFORE, BE IT RESOLVED, that *JHII (CAL)* shall be merged into *JHII (NEV)* which shall be the surviving corporation.

RESOLVED, that the outstanding shares of stock of *JHII (CAL)* consist of 1000 shares of common stock, all of which are owned by *JHII (NEV)*.

RESOLVED, that on the effective date of the merger of *JHII (CAL)* into *JHII (NEV)*, the separate existence of *JHII (CAL)* shall cease, the stock of *JHII (CAL)* shall be canceled, and *JHII (NEV)* shall succeed to all of the properties, rights and other assets and shall be subject to of all the liabilities of *JHII (CAL)* without further action by either corporation.

RESOLVED, that if at any time *JHII (NEV)* shall determine that additional conveyances, documents, or other action are necessary to carry out the provisions of this plan of merger, the officers and directors of *JHII (CAL)* as of the effective date of this merger shall execute such conveyances or documents or take such action.

RESOLVED, that the effective date of this merger shall be upon filing the certificate of ownership and merger with the Secretary of State of Nevada.

RESOLVED, that the President and the Secretary of *JHII (NEV)* are hereby authorized and directed to make and execute, in name and on behalf of *JHII (NEV)*, a certificate of ownership and merger of all the stock of *JHII (CAL)*, and of the adoption and date of adoption of these resolutions, pursuant to Nev. Rev. Stat. §78.486 and §1110 of the California Corporation Code in counterparts and to file such certificate in the office of the State of Nevada and to do all other acts and things that may be necessary to carry out and consummate the merger.

Each of the undersigned declares under penalties of perjury that the statements in the above certificate are true of his own knowledge.

DATED: This 20 day of March, 1991.

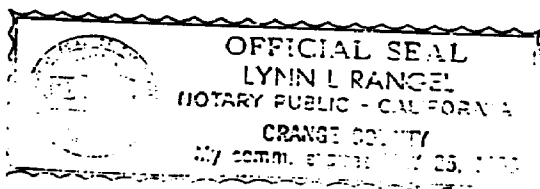
*James Hardie Irrigation, Inc.,
a Nevada corporation*

By: [Signature]
Bryon G. Borgardt, President

By: [Signature]
Robert E. Armstrong, Secretary

STATE OF CALIFORNIA)
 : ss
COUNTY OF CRANGE)

On this the 20 day of March, 1991 personally appeared before me, a notary public, Bryon G. Borgardt, as President of *James Hardie Irrigation, Inc., a Nevada corporation*, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.



[Signature]
NOTARY PUBLIC

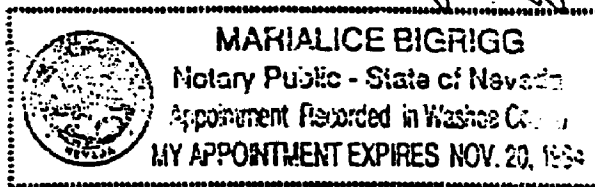
STATE OF NEVADA)

: SS

COUNTY OF WASHOE)

On this the 20th day of March, 1991 personally appeared before me, a notary public, Robert E. Armstrong, as Secretary of *James Hardie Irrigation, Inc., a Nevada corporation*, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

Marialice Bigrigg
NOTARY PUBLIC



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STATE OF NEVADA
Department of
State

I hereby certify that this is a true
and complete copy of the document
as filed in this office.

DATED: MAR 25 1991

Charles H. Jones

CHARLES H. JONES
Secretary of State

By *Richard D. Furness*

TRADEMARK
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