

8-30-99

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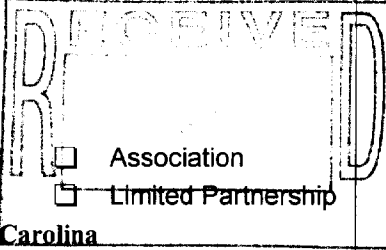
To the Honorable Commissioner of Patents :

101133037

1. Name of conveying party(ies):

Conso Products Company

- Individual(s)
- General Partnership
- Corporation-State South Carolina
- Other



- Association
- Limited Partnership

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

Name: Conso International Corporation

Internal Address: _____

Street Address: 513 North Duncan Bypass

City: Union State: SC ZIP: 29379

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State South Carolina
- 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

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: July 8, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,821,378	1,978,322	1,978,323
2,214,183	2,227,320	2,227,321

Additional numbers Yes No

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

Name: Karl S. Sawyer, Jr.

Internal Address: _____

Kennedy Covington Lobdell & Hickman, LLP

Street Address: Bank of America Corporate Center,

Suite 4200, 100 North Tryon Street

City: Charlotte State: NC ZIP: 28202

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:

18-1215

DO NOT USE THIS SPACE

09/01/1999 DNGUYEN 00000253 1021370

01 FC:481 40.00 OP
02 FC:482 125.00 OP

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.

Karl S. Sawyer, Jr.

Name of Person Signing

Signature

August 27, 1999

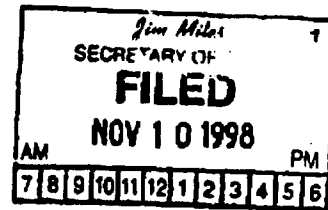
Date

Total number of pages including cover sheet, attachments, and

13

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

ARTICLES OF AMENDMENT



Pursuant §Section 3-10-106 of the 1976 South Carolina Code, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Conso Products Company.
2. On November 9, 1998, the corporation adopted the following Amendment(s) of its Articles of Incorporation:
(Type or attach the complete text of Each Amendment)

See Exhibit A attached.

3. The manner, if not set forth in the amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the Amendment shall be effected, is as follows: (if not applicable, insert "not applicable" or "NA").

N/A

4. Complete either a or b, whichever is applicable.
 - a. Amendment(s) adopted by shareholder action.
At the date of adoption of the amendment, the number of outstanding shares of each voting group entitled to vote separately on the Amendment, and the vote of such shares was:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares Voted	
				For	Against
Common	7,386,882	7,386,882	6,424,482	6,409,570	11,835
(3,077 shares abstained)					

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AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE.

JUL 08, 1999


SECRETARY OF STATE OF SOUTH CAROLINA

98-041420CC

EXHIBIT A

The corporation's Articles of Incorporation are hereby amended by deleting in its entirety Article 1 and inserting in lieu thereof the following:

1. The name of the Corporation is Conso International Corporation.

1636443.01
LIB:

*NOTE: Pursuant to Section 33-10-106(6)(i), the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number of cast for the amendment by each voting group was sufficient for approval by that voting group.

b. The Amendment(s) was duly adopted by the incorporators or board of directors without shareholder approval pursuant to §33-6-102(d), 33-10-102 and 33-10-105 of the 1976 South Carolina Code as amended, and shareholder action was not required.

5. Unless a delayed date is specified, the effective date of these Articles of Amendment shall be the date of acceptance for filing by the Secretary of State (See §33-1-230(b)): _____

DATE November 9, 1998

Conso Products Company
(Name of Corporation)

By: [Signature]
(Signature)

David B. Dechant, as VP of Accounting and CAO
(Type or Print Name and Office)

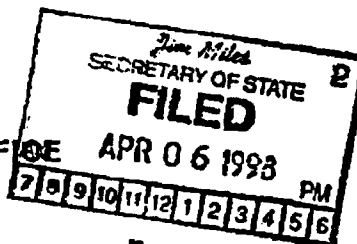
FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. Filing fees and taxes payable to the Secretary of State at time of filing application.

Filing Fee	\$ 10.00
Filing tax	100.00
Total	\$110.00

Form Approved by South Carolina
Secretary of State 1/89

STATE OF SOUTH CAROLINA
SECRETARY OF STATE



NOTICE OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH
OF A SOUTH CAROLINA
OR FOREIGN CORPORATION

Pursuant to §§33-5-102 and 33-15-108 of the 1976 South Carolina Code, as amended, the under signed corporation submits the following information.

1. The name of the corporation is Conso Products Company
2. The corporation is (complete either a or b, whichever is applicable):
 - a. a domestic corporation incorporated in South Carolina on October 29, 1993; or
 - b. a foreign corporation incorporated in _____ on _____, and
(State) (Date)
authorized to do business in South Carolina on _____
(Date)
3. The street address of the current registered office in South Carolina is Highway 176 Bypass
(Street & Number)
in the city of Union, South Carolina 29379
(Zip Code)
4. If the current registered office is to be changed, the street address to which its registered office is to be changed is 513 North Duncan Bypass in the city of Union South Carolina 29379
(Street & Number) (Zip Code)
5. The name of the present registered agent is J. Cary Findlay
6. If the current registered agent is to be changed, the name of the successor registered agent is _____
*I hereby consent to the appointment as registered agent of the corporation:

(signature of New Registered Agent)


7. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
8. Unless a delayed date is specified, this application will be effective upon acceptance for filing by the Secretary of State (See §33-1-230(b)): _____

Pursuant to §§33-9-102(5) and 33-19-108(5), the written consent of the registered agent may be attached to this form.

98-013922BC

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JUL 08 1999


SECRETARY OF STATE OF SOUTH CAROLINA
TRADEMARK
REEL: 001954 FRAME: 0939

Dated this 3 day of Apr, 19 98.

Conso Products Company

(Name of Corporation)

By: G. Bartell

Gilbert G. Bartell

VP Fin. / Mgr. Mkt. Sales

(Type or Print Name and Title)

FILING INSTRUCTIONS

Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.

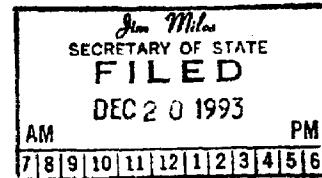
Filing Fee (payable to the Secretary of State at the time of filing this document) — \$10.00

Pursuant to §33-5-102(b), the registered agent can file this form when the only change is changing the street address of the registered office. In this situation, the following statement should be typed on the form above the registered agent's signature: "The corporation has been notified of this change."

Form Approved by South Carolina
Secretary of State

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

ARTICLES OF MERGER



Pursuant to Section 33-11-105 of the South Carolina Business Corporation Act, and for the purpose of merging Conso Products Company, a Delaware corporation, into CPC of South Carolina, Inc., a South Carolina corporation (the "Merger"), the undersigned as the surviving corporation in the Merger hereby submits the following information:

1. The name of the surviving corporation is CPC of South Carolina, Inc., a South Carolina corporation, whose name will be changed to "Conso Products Company" upon effectiveness of the Merger.

2. Attached hereto and made a part hereof is a copy of the Agreement and Plan of Merger of Conso Products Company, a Delaware corporation, with and into CPC of South Carolina, Inc. The Agreement and Plan of Merger provides for an amendment to the Articles of Incorporation of the surviving corporation to change its name to "Conso Products Company."

3. The Agreement and Plan of Merger was approved by the shareholders of each of the constituent corporations as follows:

(a) Name of the corporation: CPC of South Carolina, Inc. (a South Carolina corporation)

The Agreement and Plan of Merger was duly approved by the shareholder of CPC of South Carolina, Inc. as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the Meeting	Number of Undisputed Shares Voted	
				For	Against
Common Stock	100	100	100	100	0

(b) Name of the corporation: Conso Products Company (a Delaware corporation)

The Agreement and Plan of Merger was duly approved by the shareholder of Conso Products Company as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the Meeting	Number of Undisputed Shares Voted	
				For	Against
Common Stock	100	100	100	100	0

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JUL 08 1999

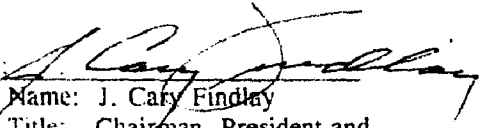

SECRETARY OF STATE OF SOUTH CAROLINA

4. The effective time of this document shall be at 11:59 p.m. on the date that (i) it shall have been accepted for filing by the Secretary of State of the State of South Carolina and (ii) the Agreement and Plan of Merger shall have been filed with the Secretary of State of the State of Delaware.

Date: December 17, 1993

CPC OF SOUTH CAROLINA, INC.

By:


Name: J. Cary Findlay

Title: Chairman, President and
Chief Executive Officer

**AGREEMENT AND PLAN OF MERGER
OF
CONSO PRODUCTS COMPANY
WITH AND INTO
CPC OF SOUTH CAROLINA, INC.**

This Agreement and Plan of Merger (this "Plan of Merger") between CONSO PRODUCTS COMPANY, a Delaware corporation, and CPC OF SOUTH CAROLINA, INC., a South Carolina corporation, sets forth the terms and conditions upon which, at the Effective Time (herein defined), Conso Products Company shall be merged with and into CPC of South Carolina, Inc.:

1. Constituent Corporations, Merging Corporations and Surviving Corporation.

The constituent corporations party to this Plan of Merger (the "Constituent Corporations") are CONSO PRODUCTS COMPANY, a Delaware Corporation ("Conso"), and CPC OF SOUTH CAROLINA, INC., a South Carolina corporation ("CPC-SC"). Conso shall be merged with and into CPC-SC (the "Merger"), and CPC-SC shall be the surviving corporation in the Merger (the "Surviving Corporation"), with its corporate name changed to "Conso Products Company."

2. Effective Time.

This Plan of Merger (or an appropriate Certificate of Merger with respect hereto) shall be filed with the Secretary of State of Delaware, and appropriate Articles of Merger including this Plan of Merger shall be filed with the Secretary of State of South Carolina, on such date as the Constituent Corporations may agree. The Merger shall become effective at 11:59 p.m. on the date that such respective filings shall have been made (the "Effective Time").

3. Terms and Conditions of Merger; Abandonment.

The Merger shall be effected in accordance with the terms set forth in this Plan of Merger, and is conditioned upon the Effective Time occurring no later than February 28, 1994. The Merger may be abandoned at any time prior to the Effective Time by action of the Board of Directors of either of the Constituent Corporations, notwithstanding the prior approval of the shareholders of the Constituent Corporations.

4. Effect of Merger.

At the Effective Time, Conso will be merged with and into CPC-SC with the effects set forth in Section 33-11-106 of the South Carolina Business Corporation Act and in Sections 252 and 259 of the Delaware General Corporation Law, and the separate corporate existence of Conso shall cease and the corporate existence of CPC-SC shall

182072.1

continue as the Surviving Corporation. The Articles of Incorporation, except as provided in Section 5 below, and Bylaws of CPC-SC as in effect immediately prior to the Effective Time shall continue to be the articles of incorporation and bylaws of the Surviving Corporation after the Effective Time until they may be thereafter duly amended in accordance with applicable law. The manner and basis of exchanging the shares of Conso for shares of the Surviving Corporation is set forth in Section 6 below.

5. Amendment to Articles of Incorporation of Surviving Corporation.

At the Effective Time, the name of the Surviving Corporation shall be changed to "Conso Products Company" and, to that end, Article 1 of the Articles of Incorporation of CPC-SC, as the Surviving Corporation, shall be amended to read as follows:

"1. The name of the Corporation is Conso Products Company."

6. Conversion and Exchange of Shares.

At the Effective Time:

- (a) Each of the 100 outstanding shares of the \$100 par value Common Stock of Conso shall be automatically converted into the right to receive, and shall be exchanged for, 17,141 shares of the Common Stock of the Surviving Corporation, which shares shall then be fully paid and nonassessable; and
- (b) Each of the 100 shares of the Common Stock of CPC-SC outstanding immediately prior to the Effective Time shall be cancelled and no longer be outstanding as shares of the Surviving Corporation.

Certificates for the shares of the Common Stock of the Surviving Corporation to be issued in exchange for the outstanding shares of Conso shall be delivered to the shareholder of Conso against receipt from him for cancellation of the certificates for the shares of Conso for which such Common Stock of the Surviving Corporation are exchanged, and from the Effective Time until the receipt by the Surviving Corporation of the certificates for the shares of Conso, each certificate for the shares of Conso shall only represent the right to receive the shares of the Common Stock of the Surviving Corporation to which the holder thereof is entitled as a result of the Merger, and shall no longer represent any interest in Conso.

7. Service of Process.

The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Conso, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as

determined in appraisal proceedings pursuant to §262 of the Delaware General Corporation Law, and hereby irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Delaware Secretary of State is:

Conso Products Company
513 North Duncan Bypass
Post Office Box 326
Union, South Carolina 29379
Attention: President

8. Adoption and Approval.

Conso represents that this Plan of Merger has been duly adopted, approved, executed and acknowledged in the manner prescribed by the Delaware General Corporation Law (including having been approved by Conso's sole stockholder), and CPC-SC represents that this Plan of Merger has been duly adopted and approved in the manner prescribed by the South Carolina Business Corporation Act.

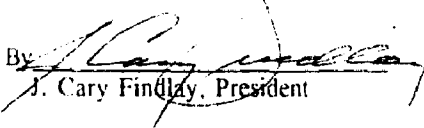
IN WITNESS WHEREOF, the respective Constituent Corporations have caused this Plan of Merger to be duly executed in their respective names as of the 17th day of December, 1993, but to become effective at the Effective Time.

[CORPORATE SEAL]

ATTEST:


Konstance J.K. Findlay, Secretary

CONSO PRODUCTS COMPANY

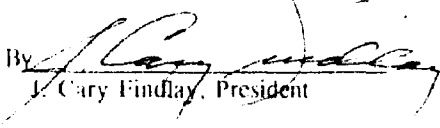
By 
J. Cary Findlay, President

[CORPORATE SEAL]

ATTEST:


Konstance J.K. Findlay, Secretary

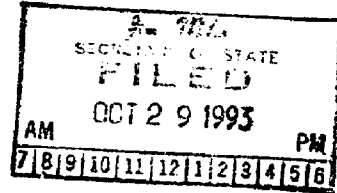
CPC OF SOUTH CAROLINA, INC.

By 
J. Cary Findlay, President

10/27/93

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
CPC OF SOUTH CAROLINA, INC.



1. The name of the Corporation is CPC of South Carolina, Inc.
2. The initial registered office of the Corporation is Conso Products Company Main Plant, Highway 176 Bypass, Union, Union County, South Carolina 29379, and the name of the initial registered agent at such address is J. Cary Findlay.
3. The Corporation is authorized to issue 60,000,000 shares of capital stock, divided into two classes: 50,000,000 shares of Common Stock and 10,000,000 shares of Preferred Stock. The Board of Directors is authorized, to the fullest extent permitted by applicable law, to determine the preferences, limitations and relative rights of the Preferred Stock or to create one or more series of the Preferred Stock and determine the preferences, limitations and relative rights of each such series, as the Board of Directors may from time to time determine.
4. The existence of the Corporation shall begin when these Articles of Incorporation are filed with the Secretary of State.
5. The optional provisions which the Corporation elects to include in these Articles of Incorporation are as follows:
 - 5.1 The number of directors constituting the Board of Directors shall be fixed by or determined pursuant to the Bylaws. Prior to the adoption of the initial Bylaws, the Board of Directors of the Corporation shall consist of one director and the name and address of such initial director is J. Cary Findlay, Conso Products Company, Highway 176 Bypass, Union, Union County, South Carolina 29379.
 - 5.2 To the fullest extent permitted by applicable law, the Board of Directors of this Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend and rescind the Bylaws of the Corporation.
 - 5.3 To the fullest extent permitted by applicable law, no director of the Corporation shall have any personal liability arising out of any action whether by or in the right of the Corporation or otherwise for monetary damages for breach of his or her duty as a director. This provision shall not impair any right to indemnity from the Corporation which any director may now or hereafter have. Any repeal or modification of this provision shall be prospective only and shall not adversely affect any limitation hereunder on the personal liability of a director with respect to acts or omissions occurring prior to such repeal or modification.

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JUL 08 1999


SECRETARY OF STATE SOUTH CAROLINA

- 5.4 The Corporation elects not to have preemptive rights.
- 5.5 The shareholders of the Corporation shall not be entitled to cumulative voting in the election of directors.
- 5.6 The provisions of Article 1, "Control Share Acquisitions," of Chapter 2, Title 35, of the 1976 South Carolina Code (S.C. Code §§ 35-2-101 *et seq.*) shall not be applicable to the Corporation or to any control share acquisition of shares of the Corporation or be effective to provide any dissenters' rights under S.C. Code § 35-2-111.
- 5.7 The provisions of Article 2, "Business Combinations," of Chapter 2, Title 35, of the 1976 South Carolina Code (S.C. Code §§ 35-2-201 *et seq.*) shall not be applicable to the Corporation.
6. The name, address and signature of the incorporator are as follows:

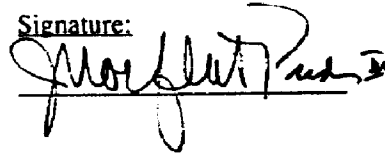
Name:

J. Norfleet Pruden, III

Address:

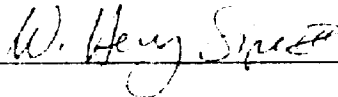
NationsBank Corporate
Center, Suite 4200
100 North Tryon Street
Charlotte, NC 28202-4006

Signature:



7. I, W. Henry Sipe, III, an attorney licensed to practice in the State of South Carolina, certify that the Corporation, to whose Articles of Incorporation this certificate is attached, has complied with the requirements of Chapter 2, Title 33 of the 1976 South Carolina Code relating to articles of incorporation.

Date: October 28, 1993



Name: W. Henry Sipe, III

Address: Kennedy Covington Lobdell &
Hickman
The Guardian Building
Suite 300
Post Office Box 11429
Rock Hill, South Carolina 29731 1429