



09-02-1999

U.S. Patent & TMOs/TM Mail RcptDt. #11

TUCKER FLYER, P.C.

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Washington, D.C. 20036-5612

(202) 452-8600

09-21-1999



101149006

<p>1. NAME OF CONVEYING PARTY(IES):</p> <p><i>MRO</i> <i>9-2-99</i></p> <p>T-Chem Products, Inc. A California Corporation 9028 Dice Road Santa Fe Springs, CA 90670</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY(IES):</p> <p>T-Chem Holdings, Inc. A California Corporation 9028 Dice Road Santa Fe Springs, CA 90670</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>3a. EXECUTION DATE: May 11, 1999 3b. EFFECTIVE DATE: June 30, 1999</p>	<p>2a. ASSIGNEE A FOREIGN ENTITY:</p> <p>Yes: ___ No: <u>x</u></p> <p>2b. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>Yes: ___ No: <u>x</u></p>
<p>4a. TRADEMARK APPLICATION NOS.:</p> <p>Ser. No. 75/366,914 – SPRING SHOWER BRIGHT Ser. No. 75/366,915 – SPRING SPRINKLE BRIGHT Ser. No. 75/366,916 – SPRING SPRINKLE CLEAN Ser. No. 75/360,424 – MISTY CLEAN</p> <p>Additional numbers attached ___ Yes <u>x</u> No</p>	<p>4b. TRADEMARK REGISTRATION NO(S).:</p> <p>Reg. No. 2,251,947 – SPRING SHOWER CLEAN</p> <p>Additional numbers attached? ___ Yes <u>x</u> No</p>
<p>5. NAME AND ADDRESS OF CORRESPONDENT:</p> <p>Norm D. St. Landau, Esq. Tucker Flyer P.C. 1615 L Street, N.W., Suite 400 Washington, D.C. 20036-5612</p> <p>Our Ref: 56940.302</p>	
<p>6. TOTAL NUMBER OF TITLES: 5</p> <p>7. TOTAL FEE: \$140.00</p> <p>8. CHECK ENCLOSED: <u>X</u> YES (CHARGE ANY ADDITIONAL FEES TO DEPOSIT ACCOUNT NO. 20-1582)</p>	<p>9. The undersigned declares to the best of her knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p><i>Kristine M. Miller</i> Date: <u>9/1/99</u> Kristine M. Miller 1 of <u>4</u></p>

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D2 FC:482

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I hereby certify that a copy of this document is being deposited with the United States Postal Service by First Class Mail, addressed to: BOX: ASSIGNMENT/FEE, The Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, this 11 day of September, 1999

Shah C. Khan

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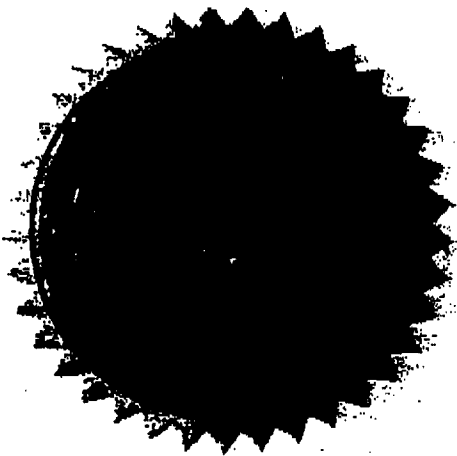
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 7 1999



Bill Jones
Secretary of State

EMBOSSING FILED
in the office of the Secretary of State
of the State of California

JUN 5 0 1999

BILL JONES, Secretary of State

**CERTIFICATE OF OWNERSHIP
MERGING
T-CHEM PRODUCTS, INC.
WITH AND INTO
T-CHEM HOLDINGS, INC.**

We, David Cynamon and Richard Pfab, the President and the Secretary of T-Chem Holdings, Inc. do hereby certify:

1. That we are the President and the Secretary, respectively, of T-Chem Holdings, Inc.
2. That T-Chem Holdings, Inc. is duly organized and existing under the California Corporations Code.
3. That T-Chem Holdings, Inc. owns all 1,000 outstanding common shares of T-Chem Products, Inc., a corporation duly organized and existing under the laws of the State of California.
4. That the following resolution was duly adopted and approved by the board of directors of this corporation (the "Corporation"):

RESOLVED, that the Corporation merge, and does hereby merge into itself T-Chem Products, Inc. ("Products"), it wholly owned subsidiary, and assumes all of its obligations pursuant to Section 1110 of the California Corporations Code.

RESOLVED, that the Corporation is hereby authorized to execute and deliver any certificates of ownership and/or merger and to cause same to be filed with the Secretary of State of the States of Delaware and California (collectively, the "Certificates"); and

RESOLVED, that any single officer of the Corporation is (unless two are required by applicable law, in which case any two officers acting together are) hereby authorized to execute and deliver, in the name and on behalf of the Corporation the Certificates and any other documents, instruments and other materials necessary to give effect to the foregoing.

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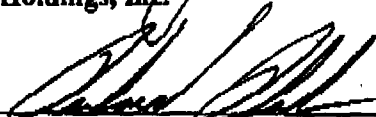
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AUG-20-99 18:40 FROM: GOODMAN, PHILLIPS, VINEBERG

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Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed this 11th day of May, 1999.


David Cynamon, President of T-Chem Holdings, Inc.


Richard Pfab, Secretary of T-Chem Holdings, Inc.



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AUG-20-99 18:41 From: GOODMAN, PHILLIPS, VINBERG

RECORDED: 09/02/1999

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