09-02-1999

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #11

TUCKER FLYER, P.C.

Suite 400
1615 L Street, N.W.
Washington, D.C. 20036-5612
(202) 452-8600

09-21-1999

101149005

1. NAME OF CONVEYING PARTY(IES): T-Chem Holdings, Inc. A California Corporation 9028 Dice Road Santa Fe Springs, California 90670 MRD 9-2-99	2. NAME AND ADDRESS OF RECEIVING PARTY(IES): KIK-SoCal Inc. A Delaware Corporation 9028 Dice Road Santa Fe Springs, California 90670
3. NATURE OF CONVEYANCE: ____ Assignment _X_ Merger ____ Security Agreement ____ Change of Name ____ Other _____ 3a. EXECUTION DATE: May 11, 1999 3b. EFFECTIVE DATE: June 30, 1999	2a. ASSIGNEE A FOREIGN ENTITY: Yes: ____ No: _X_ 2b. DOMESTIC REPRESENTATIVE DESIGNATED: Yes: ____ No: _X_
4a. TRADEMARK APPLICATION NOS.: 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 Additional numbers attached ___ Yes _X_ No	4b. TRADEMARK REGISTRATION NO(S).: Reg. No. 2,251,947 – SPRING SHOWER CLEAN Additional numbers attached? ___ Yes _X_ No
5. NAME AND ADDRESS OF CORRESPONDENT: Norm D. St. Landau, Esq. Tucker Flyer P.C. 1615 L Street, N.W., Suite 400 Washington, D.C. 20036-5612 Our Ref: 56940.302	
6. TOTAL NUMBER OF TITLES: 5 7. TOTAL FEE: $140.00 8. CHECK ENCLOSED: _X_ YES (CHARGE ANY ADDITIONAL FEES TO DEPOSIT ACCOUNT NO. 20-1582)	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. K. M. Miller Kristine M. Miller Date: 9/1/99 1 of 8

09/20/1999 MTHAI1 00000282 75366914
01 FC:481 40.00 OP
02 FC:482 100.00 OP

* * * *

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 1st day of September, 1999

023640-00000-00011.doc

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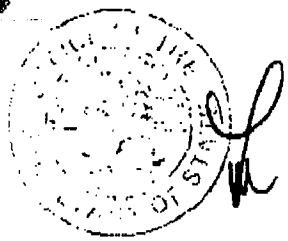

SECRETARY OF STATE

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 1999

Bill Jones

Secretary of State

Sec State Form CE [illegible]

AUG-20-99 18:41 From:GOODMAN,PHILLIPS,VINEBERG 12123080132 T-067 P.07/13 Job-609

D0598962

ENDORSED - FILE
In the office of the Secretary of State
of the State of California
JUN 30 1999
BILL JONES, Secretary of State

CERTIFICATE OF OWNERSHIP
MERGING
T-CHEM HOLDINGS, INC.
WITH AND INTO
KIK-SOCAL INC.

We, David Cynamon and Richard Pfab, the President and the Secretary of KIK-SoCal Inc. do hereby certify:

1. That we are the President and the Secretary, respectively, of KIK-SoCal Inc.

2. That KIK-SoCal Inc. is duly organized and existing under the General Corporation Law of the State of Delaware, which permits a merger in the manner provided by Section 1110 of the California Corporation Code.

3. That KIK-SoCal Inc. owns all 750,000 outstanding common shares and all 250,000 shares of Series A Exchangeable Preferred Stock of T-Chem Holdings, 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 Holdings, Inc. ("Holdings"), 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 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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MS Word: 20774.01

AUG-20-99 18:41 From:GOODMAN,PHILLIPS,VINEBERG 12123080132 T-087 P.08/13 Job-609

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 KIK-Socal Inc.

Richard Pfab, Secretary of KIK-Socal Inc.

OFFICE OF THE SECRETARY OF STATE

MS Word: 20774.01

AUG-20-99 18:42 From:GOODMAN,PHILLIPS,VINEBERG 12123080132 T-067 P.09/13 Job-609

State of Delaware

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"T-CHEM HOLDINGS, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "KIK-SOCAL INC." UNDER THE NAME OF "KIK-SOCAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF MAY, A.D. 1999, AT 11 O'CLOCK A.M.

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

[redacted]

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9769121

DATE: 05-26-99

CERTIFICATE OF OWNERSHIP AND MERGER
OF
T-CHEM HOLDINGS, INC.
WITH AND INTO
KIK-SOCAL INC.

Pursuant to Section 253 of the
Delaware General Corporation Law

KIK-SoCal Inc., a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY THAT:

1. This corporation ("SoCal") was incorporated on the 23rd day of February, 1999, pursuant to the Delaware General Corporation Law. SoCal owns all of the issued and outstanding shares of the capital stock of all classes in and to T-Chem Holdings, Inc ("Holdings").

2. The name of the constituent corporations and their respective states of incorporation are as follows:

KIK-SoCal Inc.	Delaware
T-Chem Holdings, Inc.	California

3. The surviving corporation shall be SoCal. The merged corporation is Holdings.

4. The certificate of incorporation of the surviving corporation shall be the certificate of incorporation of KIK-SoCal Inc.

5. The aforementioned merger described herein was approved by the unanimous written consent of the Board of Directors of SoCal in accordance with Sections 141(f) and 253 of the Delaware General Corporation Law as of May 11, 1999, copies of which resolutions are attached hereto as Exhibit A.

6. The merger of Holdings with and into SoCal has been adopted, approved, certified, executed and acknowledged by Holdings in accordance with the laws of California, including the California Corporations Code.

7. The authorized capital of T-Chem Holdings, Inc. is 4,000,000 shares, divided into 2,000,000 shares of common stock without stated par value and 2,000,000 shares of preferred stock without stated par value.

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AUG-20-99 18:42 From:GOODMAN,PHILLIPS,VINEBERG 12123080132 T-087 P.11/13 Job-609

In witness whereof, KIK-SoCal Inc. has caused this certificate to be signed by Richard Pfab, its Secretary, this 25th day of May, 1999.

KIK-SoCal Inc.

By: /s/ Richard Pfab
Richard Pfab, Secretary

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EXHIBIT A

RESOLVED, that the Corporation merge, and does hereby merge into itself T-Chem Holdings, Inc. ("Holdings"), 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 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.

MS Word: 20737.01

AUG-20-99 18:43 From:GOODMAN,PHILLIPS,VINEBERG 12123080132 T-067 P.13/13 Job-609