

MPO 10.21.99

10-25-1999

Keep within borders

BOX ASSIGNMENTS

TRADEMARKS ONLY



TRADEMARKS ONLY

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marks
proof.

1. Name of Party(ies) conveying an interest:

Courtaulds Coatings Inc.
300 South 13th Street
Louisville, Kentucky 40203

Entity:

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation - Kentucky
- Other

3. Interest Conveyed:

- Assignment Change of Name
- Security Agreement Merger
- Other

Execution Date - December 1, 1998

2. Name and Address of Party(ies) receiving an interest:

Name: International Paint Inc.

Address: 300 South 13th Street
Louisville, Kentucky 40203

Entity:

- Individual(s) Association
- Corporation - Kentucky General Partnership Limited Partnership
- Other

Citizenship

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(The attached document must not be an assignment)



4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)
75/069,608

B. Trademark Registration No.(s)

5. Please mail documents back to:

Paul W. Kruse
Pillsbury Madison & Sutro LLP
1100 New York Avenue, N.W.
Washington, D.C. 20005-3918

6. Number of applications and registrations involved: 1

7. Amount of fee enclosed: \$40.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 60883 / 220703.
C# M#

10/22/1999 DMGUYEN 00000291 75069608

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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.

Signature

Total number of pages including cover sheet, attachments and document. (excluding duplicate cover sheet)	10
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Attorney: Paul W. Kruse
Date: October 21, 1999
Atty/Sec: STB/PWK:teh

Tel: (202) 861-3613
Fax: (202) 822-0944

IN THE NAME AND BY THE AUTHORITY OF THE

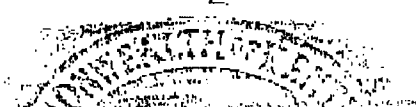
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JOHN Y. BROWN III
SECRETARY OF STATE

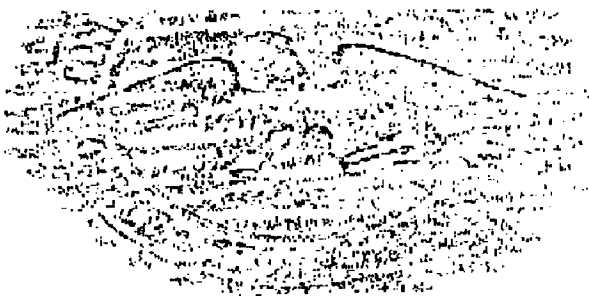
CERTIFICATE

I, JOHN Y. BROWN III, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of RESTATED ARTICLES OF INCORPORATION AND CERTIFICATE OF COURTAULDS COATINGS INC. CHANGING NAME TO INTERNATIONAL PAINT INC. FILED NOVEMBER 25, 1998, EFFECTIVE DATE DECEMBER 1, 1998.



IN WITNESS WHEREOF, I have hereunto

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set my hand and affixed my official seal.

Done at Frankfort this 28TH day of

DECEMBER, 19 98

John Y. Brown III
Secretary of State, Commonwealth of Kentucky

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CERTIFICATE

Pursuant to the provisions of KRS 271B.10-030; 271B.10-060 and 271B.10-070, COURTAULDS COATINGS INC., a Kentucky corporation (the "Corporation"), files herewith Restated Articles of Incorporation and hereby certifies that:

Nov 25 2 49 PM '98

KENTUCKY SECRETARY OF STATE
 COURTNEY B. BROWN, ET AL.
 SECRETARIES OF STATE
 COMMONWEALTH OF KENTUCKY
 BY *[Signature]*

FIRST: The name of the Corporation is COURTAULDS COATINGS INC.

SECOND: The Restated Articles of Incorporation filed herewith contain certain amendments to the Corporation's Articles of Incorporation which required shareholder approval.

THIRD: The text of each amendment so adopted is as follows:

1. Article I of the Corporation's Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE I

The name of the Corporation shall be INTERNATIONAL PAINT INC."

2. Article VII of the Corporation's Article of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE VII

The affairs of the Corporation shall be managed and conducted by a Board of Directors. The number of Directors shall be three or such greater or lesser number as shall be fixed by resolution of the Board of Directors from time to time; provided, the Board of Directors may increase or decrease by only thirty (30%) percent or less the number of directors last approved by the shareholders. Only the shareholders may increase or decrease by more than thirty (30%) percent the number of directors last approved by the shareholders.

The Board of Directors of the Corporation, to the extent not prohibited by law, shall have the power to cause the Corporation to repurchase its own shares and shall have the power to make distributions, from time to time, to the Corporation's shareholders."

3. Article VIII of the Corporation's Articles of Incorporation is hereby repealed in its entirety and the remaining Articles renumbered accordingly.

4. Article IX of the Corporation's Articles of Incorporation is hereby amended by adding the following sentence to the end of the first paragraph of Article IX:

"This right of indemnification includes but is not limited to threatened, pending or completed actions, suits or proceedings, including appeals, whether civil, criminal, administrative or investigative under or pursuant to any federal, state or local law (statutory, regulatory or common law) relating to protection of the environment, including, without limitation, the Comprehensive Environmental

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Response Compensation and Liability Act, the Resource Conservation and Recovery Act, the Clean Air Act, the Clean Water Act, the Toxic Substances Control Act, and the Emergency Planning and Community Right-To-Know Act, all as amended."

FOURTH: Each of the foregoing amendments to the Articles of Incorporation was adopted by the Corporation's Board of Directors on November 2, 1998 and recommended for approval to the Corporation's shareholders.

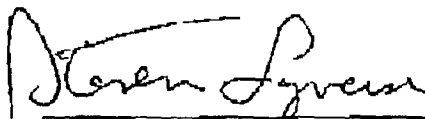
FIFTH: Each of the foregoing amendments was approved by the Corporation's shareholders on November 2, 1998. On such date, the Corporation had One Thousand Four Hundred Seventy (1,470) shares of common stock, no par value per share, outstanding, each of which shares was entitled to cast one (1) vote on the foregoing amendments. Each share of common stock outstanding (and each vote represented thereby) was undisputedly represented at the meeting

SIXTH: The vote of each of the One Thousand Four Hundred Seventy (1,470) outstanding shares of common stock of the Corporation was cast for the foregoing amendments which number was sufficient for approval of the Restated Articles of Incorporation.

SEVENTH: The effective time and date of this Certificate shall be 12:01 a.m., Tuesday, December 1, 1998.

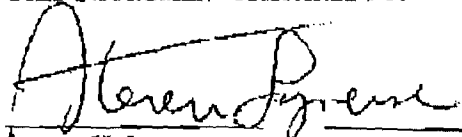
Dated: Nov 25 1998

COURTAULDS COATINGS INC.



Steven H. Lyverse, Vice President and Secretary

THIS INSTRUMENT PREPARED BY:



Steven H. Lyverse
Attorney at Law
400 South 13th Street
Louisville, Kentucky 40203
Phone: 502-588 9355

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RESTATED ARTICLES OF INCORPORATION
OF
COURTAULDS COATINGS INC.

Pursuant to the provisions of KRS 271B.10-070, COURTAULDS COATINGS INC., a Kentucky corporation (the "Corporation"), hereby restates its Articles of Incorporation as follows:

FIRST: The name of the Corporation is COURTAULDS COATINGS INC.

SECOND: The text of the Articles of Incorporation, as restated by these Articles of Restatement, is as follows:

ARTICLE I

The name of the Corporation shall be INTERNATIONAL PAINT INC.

ARTICLE II

The Corporation shall have perpetual duration.

ARTICLE III

The purposes for which the Corporation is organized are to engage, directly or through ownership of other corporations or joint ventures, in the transaction of any and all lawful business for which corporations may be incorporated under the Kentucky Business Corporation Act.

ARTICLE IV

A. The aggregate number of shares of capital stock, including that heretofore issued, which the Corporation shall have the authority to issue is Four Million (4,000,000) shares of common stock, without par value, and Fifty Thousand (50,000) shares of preferred stock, having a par value of ONE HUNDRED DOLLARS (\$100.00) per share.

B. The designation of each class and a statement of the preferences, limitations and relative rights in respect of the shares of each class are:

- 1) The preferred stock may be issued from time to time as fully paid and non-assessable shares of one or more series. All shares of preferred stock shall be identical except as to variations between different series permitted by paragraph 2) next following.
- 2) The Board of Directors shall have authority, by resolution, to divide the preferred stock into series, to fix the number of shares of each such series and to determine the

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relative rights and preferences of the shares of any series so established to the fullest extent now or hereafter permitted by the Kentucky Business Corporation Act and to change the shares of one series that have been redeemed or reacquired into shares of another series. The authority of the Board of Directors to fix and determine the relative rights and preferences of the shares of any series shall include but shall not, except as restricted by law, be limited to the fixing and determination of the following:

- a) The rate of dividend;
- b) Whether the shares may be redeemed and, if so, the redemption price and terms and conditions of redemption;
- c) The amount payable upon shares in the event of voluntary and involuntary liquidation;
- d) Sinking fund provision, if any, for the redemption or purchase of shares;
- e) The terms and conditions, if any, on which shares may be converted;
- f) Voting rights, if any.

3) The holders of shares of the preferred stock of each series shall be entitled to receive dividends, in accordance with the provisions of the resolution of the Board of Directors creating each series, out of funds legally available for the payment thereof, at the rates fixed by the Board of Directors for such series, and no more, before any dividends on the common stock, other than dividends payable in common stock, shall be declared and paid, or set apart for payment.

4) The holders of shares of the preferred stock of each series shall be entitled upon voluntary or involuntary liquidation or dissolution or upon the distribution of the assets of the Corporation to such preferences as are provided in the resolution or resolutions creating such series of preferred stock, and no more, before any distribution of the assets of the Corporation shall be made to the holders of shares of common stock. Whenever the holders of shares of the preferred stock shall have been paid the full amounts to which they shall be entitled, the holders of shares of the common stock shall be entitled to share ratably in all assets of the Corporation remaining.

5) Except as otherwise provided by a resolution or resolutions of the Board of Directors creating any series of preferred stock or by the Kentucky Business Corporation Act, the holders of shares of the common stock issued and outstanding shall have and possess the exclusive right to notice of stockholders' meetings and the exclusive power to vote.

C. No shareholder of the Corporation shall have any preemptive or preferential right to subscribe for or purchase unissued or treasury shares of any class of the Corporation, whether now or hereafter authorized, options or warrants to purchase shares of the Corporation, or any obligation convertible into shares of the Corporation or carrying options or warrants to purchase shares of the Corporation, issued or sold, other than such right, if any, and for such consideration as the Board of Directors may, in its discretion, from time to time determine; and the Board of Directors may issue shares (or sell treasury shares) of the Corporation, options or warrants to purchase shares, or obligations convertible into shares or carrying options or warrants to purchase shares to such persons, firms or corporations and for such consideration and upon such terms as the Board of Directors may, in its discretion, from time to time determine, without first offering such shares, options, warrants or obligations or any part thereof to the shareholders of the Corporation.

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ARTICLE V

A. Except as provided in Section B of this Article V, the affirmative vote or consent of the holders of eighty percent (80%) of the issued and outstanding shares of common stock of the Corporation shall be required for (1) approval of any merger or consolidation to which the Corporation is a party, other than merger or consolidation with a subsidiary and (2) authorization of any sale or other disposition of all, or substantially all, of the property and assets of the Corporation for which shareholder authorization is required under applicable law.

B. The provisions of Section A of this Article V shall not be applicable to any transaction if such transaction is approved by resolution adopted by the Board of Directors of the Corporation upon the affirmative vote of a majority in aggregate number thereof.

C. The affirmative vote or consent of the holders of eighty percent (80%) of the issued and outstanding shares of common stock of the Corporation shall be required for the amendment, alteration or repeal of this Article.

ARTICLE VI

The address of the registered office of the Corporation and the address of CT Corporation System, the registered agent of the Corporation, is Kentucky Home Life Building, Louisville, Kentucky 40202.

ARTICLE VII

The affairs of the Corporation shall be managed and conducted by a Board of Directors. The number of directors shall be three or such greater or lesser number as shall be fixed by resolution of the Board of Directors from time to time; provided, the Board of Directors may only increase or decrease by thirty (30%) percent or less the number of directors last approved by the shareholders.

The Board of Directors of the Corporation, to the extent not prohibited by law, shall have the power to cause the Corporation to repurchase its own shares and shall have the power to make distributions, from time to time, to the Corporation's shareholders.

ARTICLE VIII

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, including appeals, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, or is or was serving at the request of the Corporation as a "fiduciary," as defined in Section 3(21)(A) of the Employee Retirement Income Security Act of 1974 ("ERISA") with regard to any employee benefit plan in which employees of the Corporation are participants because of such employment, whether or not the act or omission to act on the part of such person which is the basis of such action, suit or proceeding, occurred before or after the adoption of this Article, against expenses (including attorneys' fees),

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judgments, fines and amounts paid in settlement (if such settlement is determined to be reasonable as herein provided) actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless it shall be determined by a court of competent jurisdiction in a final, non-appealable order or judgment (whether in such action, suit, or proceeding or in another action brought for the purpose of determining whether the person should be indemnified) that the person seeking indemnification was guilty of gross negligence, fraud or willful misconduct. Provided that with respect to an action by or in the right of the Corporation to procure a judgment in its favor such indemnification shall extend only as to expenses (including attorneys' fees) actually and reasonably incurred. This right of indemnification includes but is not limited to threatened, pending or completed actions, suits or proceedings, including appeals, whether civil, criminal, administrative or investigative under or pursuant to any federal, state or local law (statutory, regulatory or common law) relating to protection of the environment, including, without limitation, the Comprehensive Environmental Response Compensation and Liability Act, the Resource Conservation and Recovery Act, the Clean Air Act, the Clean Water Act, the Toxic Substances Control Act, and the Emergency Planning and Community Right-To-Know Act, all as amended.

With respect to amounts paid in settlement of any action, suit or proceeding, it shall be determined by the Corporation whether such settlement is reasonable. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or (b) by the shareholders in the event such a quorum is not obtainable. In the event it is determined that the settlement is reasonable, such person shall be indemnified for such amounts paid, unless it shall be determined by a court of competent jurisdiction, in a final, non-appealable order or judgment (whether in such action, suit or proceeding or in another action brought for the purpose of determining whether the person should be indemnified) that the person seeking indemnification was guilty of gross negligence, fraud or willful misconduct. A determination by the Corporation that a settlement is reasonable shall not be deemed to create a presumption that the person seeking indemnification was or was not guilty of gross negligence, fraud or willful misconduct. In the event the person seeking indemnification enters into a settlement other than one determined to be reasonable by the Corporation, his or her rights to indemnification hereunder shall be forfeited and any expenses advanced pursuant to the provisions hereof shall be immediately repaid to the Corporation.

Expenses (including attorneys' fees) incurred which are subject to indemnification hereunder shall be advanced by the Corporation prior to the final disposition of the action, suit or proceeding upon receipt of a written undertaking by or on behalf of the person seeking such indemnification with such security as the Board of Directors may require, to repay such amount if it shall be determined by a Court of competent jurisdiction in a final, non-appealable order or judgment (whether in such action, suit or proceeding or in another action brought for the purpose of determining whether the person should be indemnified) that such person was guilty of gross negligence, fraud or willful misconduct.

The foregoing right of indemnification shall be in addition to, and not exclusive of any and all other rights to which those seeking indemnification may be entitled by statute, agreement or otherwise, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE IX

Shareholders holding not less than one-fifth (1/5) of all shares entitled to vote on any matter to be presented at a meeting shall be entitled to call a special meeting of the shareholders by giving due and proper notice thereof as required by law. At any meeting called pursuant to this provision, a quorum of

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at least four-fifths (4/5) of the shares entitled to vote on any matter to be presented shall be required for the transaction of any business thereat.

The affirmative vote or consent of the holders of eighty percent (80%) of the issued and outstanding shares of common stock of the Corporation shall be required for the amendment, alteration or repeal of this Article.

THIRD: The effective time and date of these Articles of Restatement shall be 12:01 a.m. Tuesday, December, 1998

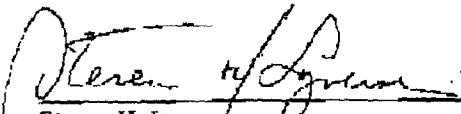
Dated: November 18, 1998

COURTAULDS COATINGS INC.



Steven H. Lyverse, Vice President and Secretary

THIS INSTRUMENT PREPARED BY:



Steven H. Lyverse
Attorney at Law
400 South 13th Street
Louisville, Kentucky 40203
Phone: 502-588-9355

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