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04-10-2000



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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner

ached original documents or copy thereof.

101313859

1. Name and Address of Conveying Party(ies):

American Building Components, Inc.
7301 Fairview
Houston, Texas 77041

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: Texas
- Other:
- Additional Name(s) of Conveying Party(ies) Attached

Address of Receiving Party(ies):

Metal Building Components Holding, Inc.
7301 Fairview
Houston, Texas 77041

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: Delaware
- Other:
- Additional Name(s) of Receiving Party(ies) Attached
- Assignee is not domiciled in the United States, a Domestic Representative Designation is Attached.

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other:

Execution Date:

4. Application Number(s) or Registration Number(s):

- A. Trademark Application No.(s) (See attachment #1)
75/365,61
- B. Trademark Registration No.(s) (See attachment #1)
2,262,735;
2,266,746; 2,259,247

Additional Numbers Attached

5. Name and Address of Party to Whom Correspondence Concerning Documents Should Be Mailed:

Kay Lyn Schwartz
Gardere & Wynne, L.L.P.
1601 Elm Street, Suite 3000
Dallas, Texas 75201

214-999-4702 - Telephone
214-999-3702 - Facsimile

6. Total Number of Applications and Registrations Involved: 4

7. Total Fee (37 CFR 3.41): \$115.00

- Enclosed
- Authorized to be Charged to Deposit Account
- Charge Any Deficiencies to Deposit Account

8. Deposit Account Number: 07-0153

9. Statement and Signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attachment copy is a true copy of the original document.

04/10/2000 DCOATES 00000007 7536561

01 FC:481
02 FC:482

Kay Lyn Schwartz
Kay Lyn Schwartz

40.00 OP
75.00 DE
3-2-00

Date

Mail To: Commissioner of Patents and Trademarks,
Box ASSIGNMENTS, Washington, D.C. 20231

Total # of Pages Including This Cover Sheet: 4

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 MERGER, WHICH MERGES:

"AMERICAN BUILDING COMPONENTS, INC.", A TEXAS CORPORATION, WITH AND INTO "METAL BUILDING COMPONENTS HOLDING, INC." UNDER THE NAME OF "METAL BUILDING COMPONENTS HOLDING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF MAY, A.D. 1998, AT 12:02 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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981184661

AUTHENTICATION: 9080250

DATE: 05-13-98

CERTIFICATE OF MERGER

of

AMERICAN BUILDING COMPONENTS, INC.,
a Texas corporation

into

METAL BUILDING COMPONENTS HOLDING, INC.,
a Delaware corporation

The undersigned corporation, Metal Building Components Holding, Inc.,

DOES HEREBY CERTIFY:

FIRST: That the names and state of incorporation of each of the constituent corporations of the merger are as follows:

Name	State of Incorporation
American Building Components, Inc.	Texas
Metal Building Components Holding, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Metal Building Components Holding, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Metal Building Components Holding, Inc., a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the office of the surviving corporation, the address of which is 7301 Fairview, Houston, Texas 77041.

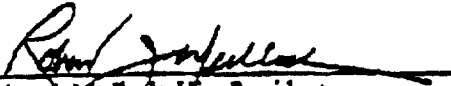
SIXTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The number of authorized shares of common stock of American Building Components, Inc. is 500,000 shares, \$0.10 par value.

EIGHTH: That this Certificate of Merger shall be effective at 3:00 p.m. on May 5, 1998.

DATED: May 5, 1998.

**METAL BUILDING COMPONENTS
HOLDING, INC.**

By: 
Robert J. Medlock, Vice President

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