

REC

FORM COVER SHEET

06-06-2000



To the Honorable Commissioner of

ached original documents or copy thereof.

1. Name of conveying party(ies):

Address of receiving party(ies):

AFAC INC

Name: NATIONAL FOAM, INC.

- Individual(s)
- General Partnership
- Corporation-Delaware
- Other

Address: 150 Gordon Drive

City: Exton State: PA Zip: 19341X

Additional name(s) of conveying party(ies) attached? Yes No

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Pennsylvania
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: February 22, 2000

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

A. Trademark Applications

B. Trademark Registrations

Mark Serial No.

Mark Reg. No.

MRO 5/17/00

SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

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

6. Total number of applications and registrations involved:

32

Name: Darby & Darby P.C.

Street Address: 805 Third Avenue, 27th Floor

City: New York State: New York Zip: 10022-7513

7. Total fee (37 CFR 3.41): \$815.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 04-0100

(Attach duplicate copy of this page if paying by deposit account)

5/17/00 508339247

Patent and Trademark Office
U.S. Department of Commerce
Washington, D.C. 20231

DB Peck
Name of Signer

DO NOT USE THIS SPACE

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.

Paul Fields
Name of Person Signing

Paul Fields
Signature

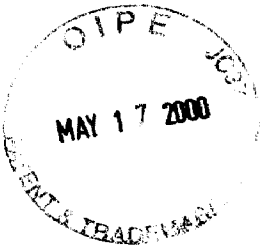
May 17, 2000
Date

01-FC:481
02-FC:482

Total number of pages including cover sheet, attachments, and document:

8

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231



1952/8E438

SCHEDULE A**TRADEMARK REGISTRATIONS**

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
AA in Circle	556,690	3/25/52
ALCOSEAL	1,939,872	12/5/95
ARMOR HIDE	831,819	7/11/67
ARMOUR GUARD	1,965,326	4/2/96
ASCOA	1,197,800	6/15/82
AUTO-SENTRY (script)	857,789	10/1/68
BLAZE GUARD	831,816	7/11/67
CHEMICOIL	1,948,966	1/16/96
CORO-COATED	865,612	3/4/69
GASYN-CHEM	1,024,676	11/11/75
HI-COMBAT	1,951,353	1/23/96
HI-COMBAT	1,573,355	12/26/89
HI-VOL	1,019,402	9/2/75
HIGH SPEED	806,261	3/29/66
HIGH SPEED	815,818	9/27/66
IDENTIFIRE WEAVE	2,080,546	7/22/97
NICEROL	988,708	7/23/74
PETROSEAL	1,312,911	1/8/85
POW-R-FOG	1,035,286	3/9/76
POWHATAN	832,083	7/18/67
POWHATAN & INDIAN HEAD & DESIGN	986,768	6/25/74
PREMIUM 200	1,946,942	1/9/96
RATE OF RISE Design	815,707	9/27/66
RATE OF RISE Design	815,819	9/27/66

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
RED CHIEF	1,022,072	10/7/75
SUPER AQUADUCT	1,999,259	9/10/96
SUPER E-Z OFF	1,447,491	7/14/87
SUPER INCH	1,276,976	5/8/84
SUPER MARSHALL	1,276,977	5/8/84
SUPROTEX	556,691	3/25/52
SUREFIRE	1,019,400	9/2/75
WELLMASTER	1,418,362	11/25/86

2000 6-112

Microfilm Number _____

Filed with the Department of State on FEB 3 9 2000

Entity Number 963161

Kim F...

Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION
DSCB 15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that

The name of the corporation surviving the merger is National Foam, Inc.

(Check and complete one of the following):

The surviving corporation is a domestic business corporation and the ~~address of its current registered office in this Commonwealth~~ **name of its commercial registered office provider and the county of venue is** (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: Corporation Service Company Dauphin
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department)

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation Address of Registered Office or Name of Commercial Registered Office Provider County
-NONE-

STATE

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2000-6-113

4. (Check, and if appropriate complete, one of the following)

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State

The plan of merger shall be effective on _____ at _____ hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
<u>National Foam, Inc.</u>	<u>Adopted by the directors and shareholders</u> <u>Pursuant to 15 Pa. C.S. Section 1924 (a)</u>

6. (Strike out this paragraph if no foreign corporation is a party to the merger) The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following)

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 22nd day of February, ~~19~~ 2000

AFAC, INC.
(Name of Corporation)

BY: [Signature]
(Signature)

TITLE: John F. Hannon, President

NATIONAL FOAM, INC.
(Name of Corporation)

BY: [Signature]
(Signature)

TITLE: John F. Hannon, Secretary

00016-114

PLAN AND AGREEMENT OF MERGER OF

AFAC INC.

(a Delaware corporation)

AND

NATIONAL FOAM, INC.

(a Pennsylvania corporation)

PLAN AND AGREEMENT OF MERGER entered into as of February 22, 2000, by AFAC INC., a business corporation of the State of Delaware ("AFAC"), and approved by resolutions adopted by its Board of Directors on said date, and entered into as of February 22, 2000, by NATIONAL FOAM, INC., a business corporation of the Commonwealth of Pennsylvania ("National Foam") which is subject to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, and approved by resolutions adopted by its Board of Directors on said date.

1 AFAC and National Foam shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, be merged with and into a single corporation, to wit, National Foam, which shall be the surviving corporation from and after the effective time of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania. The separate existence of AFAC, which is sometimes hereinafter referred to as the "terminating corporation," shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Delaware.

2 From and after the effective time of the merger, all of the estate, property, rights, privileges, powers and franchises of AFAC shall become vested in and be held by National Foam as fully and entirely and without change or diminution as the same were before held and enjoyed by AFAC, and National Foam shall assume all of the obligations of AFAC.

3 The Articles of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time of the merger in the Commonwealth of Pennsylvania shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

4 The bylaws of the surviving corporation as the same shall be in force and effect at the effective time of the merger will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner

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prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

5. The directors and officers in office of the surviving corporation at the effective time of the merger shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

6. At the effective time of the merger, each issued and outstanding share of AFAC shall not be converted into any shares of National Foam and shall not be exchanged for any other stock, securities, cash, property or rights of any kind, but shall be canceled. The issued and outstanding shares of National Foam shall not be converted or exchanged in any manner, but each said share which is issued and outstanding as of the effective time of the merger shall continue to represent one issued share of National Foam.

7. From and after the effective time of the merger, the assets and liabilities of AFAC and of National Foam shall be entered on the books of National Foam at the amounts at which they shall be carried at such time on the respective books of AFAC and of National Foam, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger.

8. The Plan and Agreement of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware and the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

9. In the event that the Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and upon behalf of the surviving corporation in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, the said corporations agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts within the State of Delaware and the Commonwealth of Pennsylvania and elsewhere to effectuate the merger herein provided for.

10. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for (including without limitation a Certificate of Merger under the General Corporation Law of the State of Delaware and Articles of Merger under the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania).

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

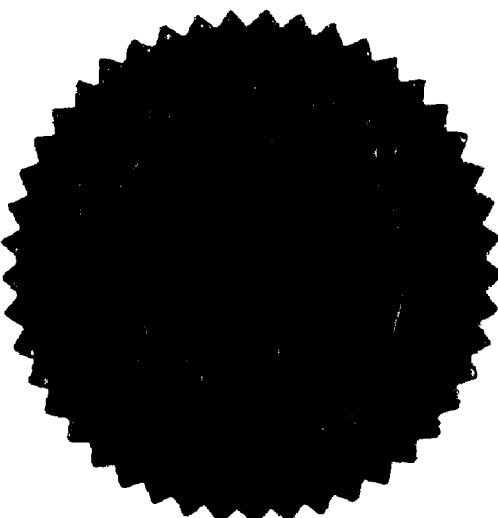
MAY 12, 2000

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

NATIONAL FOAM, INC.

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Pizzingrilli
Secretary of the Commonwealth

JSOW