

02-14-2001

FORM PTO-1594
COMMERCE

RECORDA



3. DEPARTMENT OF

(7/97)

2.501 TRAI

101613171

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

RUBBERMAID CLEANING PRODUCTS INC.

Entity: A Corporation of Delaware

Additional name(s) of conveying party(ies) attached?

XXX Yes No

2. Name and address of receiving party(ies):

Name: RUBBERMAID INCORPORATED.

Address 1147 Akron Road

Wooster, Ohio 44691

Entity: A Corporation of Ohio

If assignee is not domiciled in the United States, an appointment of domestic representative is attached: Yes No

Additional name(s) & address(es) attached: Yes **XXX No**

3. Nature of conveyance:

- Assignment
- Merger **XXX**
- Security Agreement
- Change of Name
- Other _____

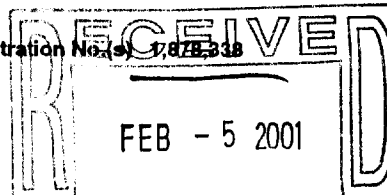
Date: December 8, 1999

4. Application or Registration number(s):

A. Trademark Application No.(s)

1478338

B: Trademark Registration No.(s) 1,878,338



Additional numbers attached? Yes **NoXXX**

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

SCHIFF HARDIN & WAITE
Trademark Department
6600 Sears Tower
Chicago, IL 60606

Att. Ref. No(s): 10808-0636,076

6. Total number of trademark applications and registrations involved:

1

7. Total Fee (37 CFR 3.41

Enclosed \$40.00

Any additional fees or credits are authorized to be charged to deposit account. A duplicate copy of this page is attached for use when applicable.

8. Deposit Account Number:

19-0409

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.

Jeanette S. Zimmer
Name of Person Signing

Jeanette S. Zimmer
Signature

2/2/01
Date

Total number of pages including cover sheet, attachments and document 8

Mail documents to be recorded and required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

2ST DOCUMENT FOR RECORDATION

ADDITIONAL CORPORATIONS INCLUDED IN MERGER

RUBBERMAID-CORTLAND INC.

Delaware Corporation

RUBBERMAID FINANCIAL SERVICES CORP.

Ohio Corporation

RUBBERMAID HEALTH CARE PRODUCTS INC

North Carolina Corporation

THE WOOSTER RUBBER COMPANY

Ohio Corporation

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"RUBBERMAID CLEANING PRODUCTS INC.", A DELAWARE CORPORATION,

"RUBBERMAID-CORTLAND INC.", A DELAWARE CORPORATION,

"RUBBERMAID FINANCIAL SERVICES CORP.", A OHIO CORPORATION,

"RUBBERMAID HEALTH CARE PRODUCTS INC.", A NORTH CAROLINA CORPORATION,

"THE WOOSTER RUBBER COMPANY", A OHIO CORPORATION,

WITH AND INTO "RUBBERMAID INCORPORATED" UNDER THE NAME OF "RUBBERMAID INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 1999, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2374933 8100M

AUTHENTICATION: 0944685

010048819

DATE: 01-30-01

TRADEMARK
REEL: 002234 FRAME: 0416

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
RUBBERMAID-CORTLAND INC.
(a Delaware corporation),
RUBBERMAID CLEANING PRODUCTS INC.
(a Delaware corporation),
RUBBERMAID HEALTH CARE PRODUCTS INC.
(a North Carolina corporation),
THE WOOSTER RUBBER COMPANY
(an Ohio corporation)
AND
RUBBERMAID FINANCIAL SERVICES CORP.
(an Ohio corporation)
INTO
RUBBERMAID INCORPORATED
(an Ohio corporation)**

It is hereby certified that:

1. Rubbermaid Incorporated (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Ohio.
2. The Corporation is the owner of all of the outstanding shares of stock of Rubbermaid-Cortland Inc., a business corporation of the State of Delaware; Rubbermaid Cleaning Products Inc., a business corporation of the State of Delaware; Rubbermaid Health Care Products Inc., a business corporation of the State of North Carolina; The Wooster Rubber Company, a business corporation of the State of Ohio; and Rubbermaid Financial Services Corp., a business corporation of the State of Ohio.
3. The laws of the jurisdiction of organization of Delaware permit the merger of a business corporation of Delaware with a business corporation of another jurisdiction; the laws of the jurisdiction of organization of Ohio permit the merger of a business corporation of Ohio with a business corporation of another jurisdiction; and the laws of the jurisdiction of organization of North Carolina permit the merger of a business corporation of North Carolina with a business corporation of another jurisdiction.
4. The Corporation hereby merges Rubbermaid-Cortland Inc., Rubbermaid Cleaning Products Inc., Rubbermaid Health Care Products Inc., The Wooster Rubber Company and Rubbermaid Financial Services Corp. into the Corporation.
5. The Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Rubbermaid-Cortland Inc. and Rubbermaid Cleaning Products Inc., as well as for enforcement of any obligation of this Corporation arising from the merger herein provided for; and does hereby irrevocably appoint the Secretary of

State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Newell Rubbermaid, Inc.
6833 Stalter Drive, Suite 101
Rockford, IL 61108
Attention: Vice President - General Counsel

5. On December 8, 1999, the Board of Directors of the Corporation adopted the following resolutions by unanimous written consent to merge Rubbermaid-Cortland Inc., Rubbermaid Cleaning Products Inc., Rubbermaid Health Care Products Inc., The Wooster Rubber Company and Rubbermaid Financial Services Corp. into the Corporation:

WHEREAS, the Corporation directly owns all of the outstanding capital stock of each of Rubbermaid Health Care Products Inc., a North Carolina corporation; Rubbermaid-Cortland Inc., a Delaware corporation; Rubbermaid Cleaning Products Inc., a Delaware corporation; The Wooster Rubber Company, an Ohio corporation; and Rubbermaid Financial Services Corp., an Ohio corporation (collectively, the "Affiliated Entities"); and

WHEREAS, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation to have each of the Affiliated Entities merge with and into the Corporation (the "Merger");

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the proposed Agreement and Plan of Merger by and among the Corporation and the Affiliated Entities (the "Merger Agreement"), in substantially the form previously provided to the Board of Directors of the Corporation, and all other documents related thereto, including without limitation, the Certificate(s) of Merger, Articles of Merger, Plan(s) of Merger or other similar documents to be filed in connection with the Merger (the "Ancillary Documents"), and the transactions contemplated by the Merger Agreement and the Ancillary Documents, including, without limitation, the Merger, be, and they hereby are, ratified, confirmed and approved in all respects, and that proper officers of the Corporation, or any one of them acting alone, be, and each of them hereby is, authorized, empowered and directed to execute, deliver and perform, in the name and on behalf of the Corporation, the Merger Agreement and all Ancillary Documents, with such changes, modifications and amendments thereto as such officers shall approve as desirable, necessary, appropriate or convenient, the execution and delivery thereof to be conclusive evidence of such approval;

FURTHER RESOLVED, that, pursuant to the Merger Agreement, the effective time of the Merger shall be December 31, 1999;

FURTHER RESOLVED, that the proper officers of the Corporation, or any one of them acting alone, be, and each of them hereby is, authorized, empowered and directed to execute, deliver, certify and file all such further agreements, instruments and documents and to take or cause to be taken such further actions, in the name and on behalf of the

Corporation, as they may deem necessary or advisable to complete the transactions described in these resolutions and to carry into effect their intent and purpose, and that all actions of said officers so taken and all actions heretofore taken by said officers in connection with the transactions herein described are ratified, confirmed and approved in all respects; and

Dated as of this 8th day of December, 1999.

RUBBERMAID INCORPORATED

By: *D. L. Matschullat*

Name: Dale L. Matschullat

Title: Vice President - General Counsel

DOCS1: 280418.3