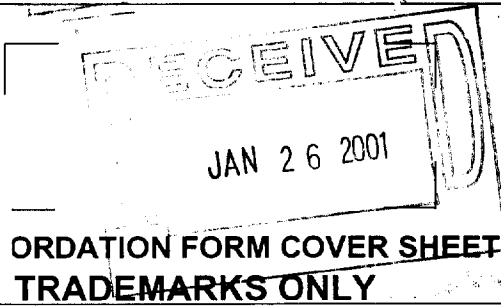


1-26-01

02-15-2001



101616016



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name INSTA-FOAM PRODUCTS, INC.

Execution Date
Month Day Year
11302000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization DELAWARE, U.S.A.

Receiving Party

Mark if additional names of receiving parties attached

Name FLEXIBLE PRODUCTS COMPANY

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1881 WEST OAK PARKWAY

Address (line 2) _____

Address (line 3) MARIETTA

City

GA

State/Country

30062

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization GEORGIA, U.S.A.

02/14/2001 DBYRNE 00000113 041505 0899444

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 650.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002237 FRAME: 0383

Domestic Representative Name and Address

Enter for the first Receiving Party only.

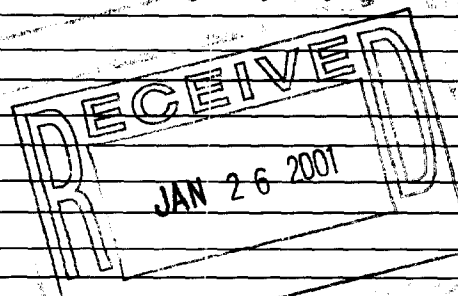
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="0899444"/>	<input type="text" value="0899965"/>	<input type="text" value="1075760"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1077891"/>	<input type="text" value="1126845"/>	<input type="text" value="1135139"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1175652"/>	<input type="text" value="1184302"/>	<input type="text" value="1383066"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Stephen G. Andrews
Name of Person Signing

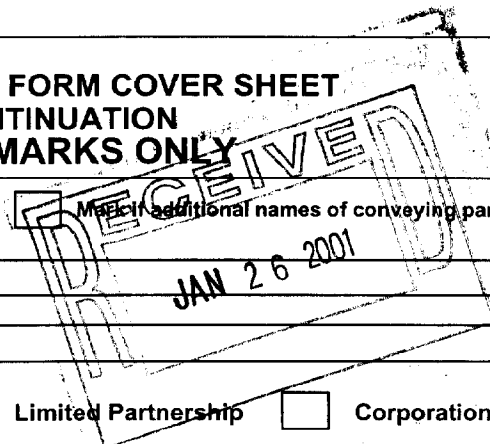
Stephen G. Andrews
Signature

January 22, 2001
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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Registration Number(s)

<input type="text"/> 1469571	<input type="text"/> 1477690	<input type="text"/> 1545937
<input type="text"/> 1573357	<input type="text"/> 1795058	<input type="text"/> 1798964
<input type="text"/> 1874938	<input type="text"/> 1926205	<input type="text"/> 1956805
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<input type="text"/> 2091471	<input type="text"/> 2122534	<input type="text"/> 2322628
<input type="text"/> 2360403	<input type="text"/> 2360411	<input type="text"/> 2386253
<input type="text"/>	<input type="text"/>	<input type="text"/>

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 MERGER, WHICH MERGES:

"INSTA-FOAM PRODUCTS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "FLEXIBLE PRODUCTS COMPANY" UNDER THE NAME OF "FLEXIBLE PRODUCTS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF GEORGIA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 2000, AT 9:30 O'CLOCK A.M.



Harriet Smith Windsor

Secretary of State

0869568 8100M

AUTHENTICATION: 0898637

010008774

DATE: 01-05-01

TRADEMARK
REEL: 002237 FRAME: 0386

CERTIFICATE OF MERGER
of
INSTA-FOAM PRODUCTS, INC.,
a Delaware corporation
WITH AND INTO
FLEXIBLE PRODUCTS COMPANY,
a Georgia corporation

1. Insta-Foam Products, Inc. ("Insta-Foam"), a Delaware corporation and Flexible Products Company, a Georgia corporation ("Flexible") are parties to a Joint Plan of Merger and Agreement of Merger, dated November 29, 2000 (the "Agreement and Plan of Merger") that has been approved, adopted, certified, executed and acknowledged by each of Insta-Foam and Flexible in accordance with Section 252 of Delaware General Corporation Law.

2. Pursuant to the Agreement and Plan of Merger, the surviving corporation is Flexible, a Georgia corporation.

3. The Agreement and Plan of Merger does not provide for any amendments to the Articles of Incorporation of Flexible. The Articles of Incorporation of Flexible shall continue as the Articles of Incorporation of the surviving corporation.

4. The Agreement and Plan of Merger is on file at an office of the surviving corporation and its principal business address is 1881 West Oak Parkway, Marietta, Georgia 30062.

5. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

6. Flexible hereby appoints the Secretary of State of the State of Delaware as its agent to accept service of process upon the Delaware corporation at the surviving corporation's principal business address at 1881 West Oak Parkway, Marietta, Georgia 30062.

IN WITNESS WHEREOF Flexible has caused this Certificate of Merger to be executed this 29th day of November 2000.

FLEXIBLE PRODUCTS COMPANY

By: Peter H. Davies

Name: Peter H. Davies

Title: President and Chief Executive Officer

POWER OF ATTORNEY

<u>Trademark</u>	<u>Reg. No.</u>
FROTH-PAK	0899444
INSTA-FOAM	0899965
PORTAFOAM	1075760
INSTA-SEAL	1077891
GREAT STUFF	1126845
GREAT STUFF (LOGO)	1135139
STICKY STUFF LOGO	1175652
STICKY STUFF LOGO	1184302
INSTA-FLO	1383066
FOAMCRETE	1469571
FOAMSULATE	1477690
INSTA-STIK	1545937
INSTA-SEAL 3X	1573357
GREAT STUFF	1795058
SPRAY N' FILL	1798964
IF & DESIGN	1874938
INSTA-GRIP	1926205
ROOFPK	1956805
INSTA-PRO GUN	1986324
ULTRA FOAM	2033122
ULTRA FOAM	2054090
FOAM PLUS	2091471
TILE BOND	2122534
GREAT GUN	2322628
SPRAY 'N FILL	2360403
FILL AND SEAL	2360411
GREAT STUFF PRO	2386253

Applicant: **FLEXIBLE PRODUCTS COMPANY**

Date of Signature: January 19, 2001

The Undersigned hereby appoints Stephen G. Andrews, a member of the Bar of the State of Michigan, and J. J. Fuscaldo, a member of the Bar of the State of Illinois, whose address is The Dow Chemical Company, Trademark & Copyright Practice Group, P.O. Box 2166, Midland, Michigan 48641-2166, its attorneys to file for the recordal of this Merger with full power of substitution and revocation and to transact all business in the Patent and Trademark Office in connection therewith.

Corporate Seal

FLEXIBLE PRODUCTS COMPANY

By: _____

Name: Cheryl E. Corbett


Title: Secretary

Handwritten signature of Cheryl E. Corbett
Handwritten initials "S.G.A." to the left of the signature line

State of Michigan)
County of Midland)

On this 19th day of January, 2001, before me appeared Cheryl E. Corbett, the person who signed this instrument on behalf of FLEXIBLE PRODUCTS COMPANY, and who acknowledged that she signed it as a free act on behalf of the identified corporation with authority to do so.

(Notarial Seal)



Notary Public
M. K. VESCIO
NOTARY PUBLIC, MIDLAND COUNTY, MICHIGAN
MY COMMISSION EXPIRES MAY 25, 2004