

03-15-2001

Docket No.:

440-9005-G



Tab settings

2/28/01

101638126

Attached original documents or copy thereof.

To the Honorable Commissioner of Patent

1. Name of conveying party(ies):
FIELDSTONE CABINETRY, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Iowa**
 Other _____

Additional names(s) of conveying party(ies) Yes No

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

Name: **STARMARK, INC.**

Internal Address: _____

Street Address: **600 East 48th Street N.**

City: **Sioux Falls** State: **SD** ZIP: **57104**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **South Dakota**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **January 16, 2001**

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

A. Trademark Application No.(s)

Additional numbers

B. Trademark Registration No.(s)

See Attached List

Yes No

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

Name: **Edgar A. Zarins**

Internal Address: **Legal Department**

03/14/2001 GTON11 00000152 131981 1399452

01 FC:481 40.00 CH
02 FC:482 175.00 CH

Street Address: **Masco Corporation**

21001 Van Born Road

City: **Taylor** State: **MI** ZIP: **48180**

6. Total number of applications and registrations involved:..... **8**

7. Total fee (37 CFR 3.41):.....\$ **\$215.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

13-1981

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.

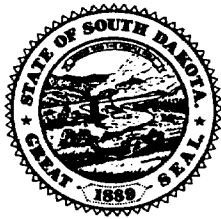
Edgar A. Zarins, Reg. #30,986 *Edgar Zarins* **2/26/2001**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and **9**

TRADEMARKS

<u>Docket No.</u>	<u>Registration No.</u>	<u>Mark</u>
420-3000-T	1,399,452	HEARTLAND and Des.
420-3001-T	1,522,651	HEARTLAND
420-3003-T	1,558,053	CROSSINGS
420-3004-T	1,340,766	FIELDSTONE
420-3005-T	1,426,600	Heart Design
420-3007-T	1,563,411	EXCELLENCE IN CABINETRY and Des.
420-3010-T	1,777,209	HUNTERSPOINTE
420-3015-T	1,842,977	NORTHPLAINS

State of South Dakota



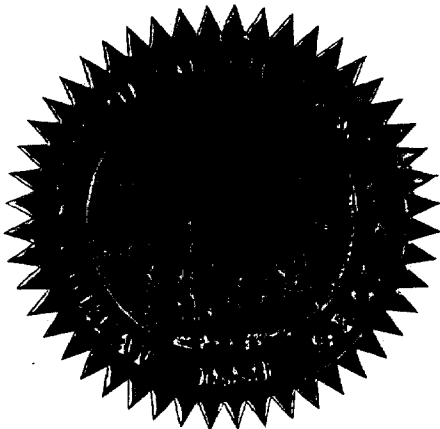
OFFICE OF THE SECRETARY OF STATE

Certificate of Merger

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Merger **FIELDSTONE CABINETRY, INC., an unqualified Iowa Corporation into STARMARK, INC., a South Dakota Corporation** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Merger and attach hereto a duplicate of the Articles of Merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this January 31, 2001.



Joyce Hazeltine
Secretary of State

Cert of Merger Merge.Doc

RECEIVED
JAN 16 2001
S.D. SEC. OF STATE
S.D. SEC. OF STATE

Filed this 31st
Jan 2001
Joyce

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO

StarMark, Inc.

PURSUANT TO THE PROVISIONS OF SECTIONS 47-6-13 AND 47-6-14 OF SOUTH DAKOTA COMPILED LAWS, THE UNDERSIGNED DOMESTIC AND FOREIGN CORPORATIONS ADOPT THE FOLLOWING ARTICLES OF MERGER FOR THE PURPOSE OF MERGING THEM INTO ONE OF SUCH CORPORATIONS:

FIRST: THE NAMES OF THE UNDERSIGNED CORPORATIONS AND THE STATES UNDER THE LAW OF WHICH THEY ARE RESPECTIVELY ORGANIZED ARE:

NAME OF CORPORATION	STATE
StarMark, Inc.	South Dakota
Fieldstone Cabinetry, Inc.	Iowa

db016038

SECOND: THE LAWS OF THE STATE UNDER WHICH SUCH FOREIGN CORPORATION IS ORGANIZED PERMIT SUCH MERGER.

THIRD: THE NAME OF THE SURVIVING CORPORATION IS StarMark, Inc.

AND IT IS TO BE GOVERNED BY THE LAWS OF THE STATE OF South Dakota

FOURTH: THE FOLLOWING PLAN OF MERGER WAS APPROVED BY THE SHAREHOLDERS OF THE UNDERSIGNED DOMESTIC CORPORATION IN THE MANNER PRESCRIBED BY THE SOUTH DAKOTA BUSINESS CORPORATION ACT, AND WAS APPROVED BY THE UNDERSIGNED FOREIGN CORPORATION IN THE MANNER PRESCRIBED BY THE LAWS OF THE STATE UNDER WHICH IT IS ORGANIZED:

See attached Exhibit A.

FIFTH: AS TO EACH OF THE UNDERSIGNED CORPORATIONS, THE NUMBER OF SHARES OUTSTANDING, AND THE DESIGNATION AND NUMBER OF OUTSTANDING SHARES OF EACH CLASS ENTITLED TO VOTE AS A CLASS ON SUCH PLAN, ARE AS FOLLOWS:

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING	ENTITLED TO VOTE AS A CLASS	
		DESIGNATION OF CLASS	NUMBER OF SHARES
StarMark, Inc.	1,000	common	1,000
Fieldstone Cabinetry, Inc.	1,000	common	1,000

SIXTH: AS TO EACH OF THE UNDERSIGNED CORPORATIONS, THE TOTAL NUMBER OF SHARES VOTED FOR AND AGAINST SUCH PLAN, RESPECTIVELY, AND, AS TO EACH CLASS ENTITLED TO VOTE THEREON AS A CLASS, THE NUMBER OF SHARES OF SUCH CLASS VOTED FOR AND AGAINST SUCH PLAN, RESPECTIVELY, ARE AS FOLLOWS:

NAME AND CORPORATION	NUMBER OF SHARES		ENTITLED TO VOTE AS A CLASS		
	TOTAL VOTED FOR	TOTAL VOTED AGAINST	CLASS	VOTED FOR	VOTED AGAINST
StarMark, Inc.	100%	0			
Fieldstone Cabinetry, Inc.	100%	0			

SEVENTH: IF THE SURVIVING CORPORATION IS TO BE GOVERNED BY THE LAWS OF ANY OTHER STATE SUCH SURVIVING CORPORATION HEREBY: (A) AGREES THAT IT MAY BE SERVED WITH PROCESS IN THE STATE OF SOUTH DAKOTA IN ANY PROCEEDING FOR THE ENFORCEMENT OF ANY OBLIGATION OF THE UNDERSIGNED DOMESTIC CORPORATION AND IN ANY PROCEEDING FOR THE ENFORCEMENT OF THE RIGHTS OF A DISSENTING SHAREHOLDER OF SUCH DOMESTIC CORPORATION AGAINST THE SURVIVING CORPORATION; (B) IRREVOCABLY APPOINTS THE SECRETARY OF STATE OF SOUTH DAKOTA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS IN ANY SUCH PROCEEDING; AND (C) AGREES THAT IT WILL PROMPTLY PAY TO THE DISSENTING SHAREHOLDERS OF SUCH DOMESTIC CORPORATION THE AMOUNT, IF ANY, TO WHICH THEY SHALL BE ENTITLED UNDER THE PROVISIONS OF THE SOUTH DAKOTA BUSINESS CORPORATION ACT WITH RESPECT TO THE RIGHTS OF DISSENTING SHAREHOLDERS.

DATED January 16, 2001

950539

STARMARK, INC.

(NOTE 1)

BY [Signature]
Richard G. Mosteller ITS Vice PRESIDENT

Eugene A. GARGARO, JR. ITS SECRETARY (NOTE 2)

Fieldstone Cabinetry, Inc.

(NOTE 1)

BY [Signature]
Richard G. Mosteller, ITS Vice PRESIDENT

Eugene A. GARGARO, Jr., ITS SECRETARY (NOTE 2)

STATE OF MICHIGAN)
COUNTY OF WAYNE (SS.

I, Julie A. Uram, A NOTARY PUBLIC, DO HEREBY CERTIFY THAT ON THIS
16th DAY OF January, 2001 PERSONALLY APPEARED BEFORE ME Richard G. Mosteller
Vice President WHO, BEING BY ME FIRST DULY SWORN, DECLARED THAT HE IS THE
OF StarMark, Inc. and Fieldstone Cabinetry, Inc.
THAT HE SIGNED THE FOREGOING DOCUMENT AS Vice President OF THE CORPORATION, AND
THAT THE STATEMENTS THEREIN CONTAINED ARE TRUE.

(NOTARIAL SEAL)

MY COMMISSION EXPIRES 12/15/02

STATE OF MICHIGAN)
COUNTY OF WAYNE (SS.

[Signature]
Julie A. Uram, NOTARY PUBLIC
JULIE A. URAM
Notary Public, Wayne County, MI
My Commission Expires December 15, 2002
Acting in _____

I, Julie A. Uram, A NOTARY PUBLIC, DO HEREBY CERTIFY THAT ON THIS
16th DAY OF January, 2001 PERSONALLY APPEARED BEFORE ME Eugene A. Gargaro, Jr.
Secretary WHO, BEING BY ME FIRST DULY SWORN, DECLARED THAT HE IS THE
OF StarMark, Inc. and Fieldstone Cabinetry, Inc.
THAT HE SIGNED THE FOREGOING DOCUMENT AS Secretary OF THE CORPORATION, AND
THAT THE STATEMENTS THEREIN CONTAINED ARE TRUE.

(NOTARIAL SEAL)

MY COMMISSION EXPIRES 12/15/02

[Signature]
Julie A. Uram, NOTARY PUBLIC
JULIE A. URAM
Notary Public, Wayne County, MI
My Commission Expires December 15, 2002
Acting in _____

- NOTES: 1. EXACT CORPORATE NAMES OF RESPECTIVE CORPORATIONS EXECUTING THE ARTICLES.
2. SIGNATURES AND TITLES OF OFFICERS SIGNING FOR THE RESPECTIVE CORPORATIONS.

FILING FEE \$20.00
SUBMIT IN DUPLICATE

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of January 16, 2001, among StarMark, Inc., a South Dakota corporation (the "Surviving Corporation") and Fieldstone Cabinetry, Inc., an Iowa corporation (the "Merging Corporation") (with the Surviving Corporation and the Merging Corporation collectively referred to herein as the "Constituent Corporations").

A. The Constituent Corporations in consideration of the mutual agreements of each corporation as set forth hereinafter, deem it advisable and generally for the welfare of said corporations, that the Merging Corporation merge with and into the Surviving Corporation under and pursuant to the terms and conditions set forth herein (the "Merger").

B. The terms and conditions of the Merger, the mode of carrying the same into effect, the manner of dealing with the shares of the Constituent Corporations outstanding immediately prior to the effective time of the Merger, and other pertinent provisions of the Merger, are hereinafter set forth.

ARTICLE I

In accordance with the provisions of the laws of the State of South Dakota, the Merging Corporation shall be merged with and into the Surviving Corporation.

ARTICLE II

The Merger shall become effective upon filing of the Articles of Merger with the Secretary of State of the State of South Dakota and the Secretary of State of the State of Iowa (the "Effective Date").

ARTICLE III

The Articles of Incorporation of the Surviving Corporation are not to be amended by virtue of the Merger and the name of the Surviving Corporation will remain the same.

ARTICLE IV

On the Effective Date, the Directors and officers of the Surviving Corporation will be the Directors and officers of the Surviving Corporation. Each Director and officer shall hold office until their respective successors are elected and qualified, as provided by law and the bylaws of the Surviving Corporation.

ARTICLE V

On the Effective Date the issued shares of Capital Stock of the Merging Corporation shall, by virtue of the Merger forthwith, cease to exist and be canceled without payment of any consideration therefor. The outstanding shares of Common Stock of the Surviving Corporation will not be affected by the merger.

ARTICLE VI

On the Effective Date the separate existence of the Merging Corporation shall cease and all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and property of every kind and description of the Merging Corporation shall be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation, shall as effectively be the property of the Surviving Corporation. The Merging Corporation hereby agrees, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purpose hereof and the proper officers and Directors of the Constituent Corporations are fully authorized to take any and all such action.

All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall then be attached to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, the Constituent Corporations have executed this Agreement as of the date first above written.

STARMARK, INC.

FIELDSTONE CABINETRY, INC.

By:

By:

Eugene A. Gargaro, Jr.

Eugene A. Gargaro, Jr.

Its: Vice President and Secretary

Its: Vice President and Secretary

Receipt Number: 950539

File Number DB016038

MERGER

For

**FIELDSTONE CABINETRY, INC., an unqualified Iowa Corporation into
STARMARK, INC., a South Dakota Corporation**

Filed at the request of:

CT CORPORATION
GENE MAYER
319 S COTEAU ST
Pierre SD 57501

*State of South Dakota
Office of the Secretary of State*

Filed in the office of the Secretary of State on: **Wednesday, January 31, 2001**


Secretary of State

Fee Received: \$20