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TRADEMARK

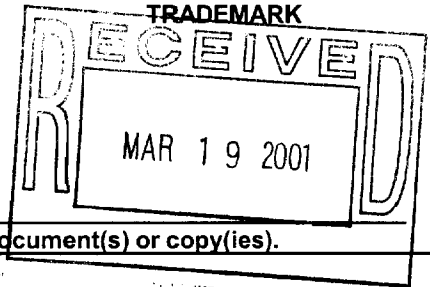
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Conv.



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



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

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

Mark if additional names of receiving parties

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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 Assignment.)

FOR OFFICE USE ONLY

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. 20503

REEL: 002262 FRAME: 0187

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="796,246"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Name of Person Signing Signature Date Signed

ASSIGNMENT

THIS ASSIGNMENT, effective as of April 1, 1999, from Assignor, SKW Americas, Inc., a corporation duly organized and doing business under the laws of the state of Delaware, having a principal place of business at 23700 Chagrin Boulevard, Cleveland, Ohio 44122, to Assignee, MBT Holding AG, a corporation duly organized and doing business under the laws of the country of Switzerland, with its principal place of business at Vulkanstrasse 110, CH-8048 Zürich, Switzerland;

WHEREAS, SKW Americas, Inc. acquired the marks listed on Schedule A by virtue of assignment from Integrated Chemical Products Acquisition Statutory Trust, formerly Thoro System Products, Inc., a corporation formerly organized and doing business under the laws of the state of Delaware, with its principal place of business at 10245 Centurion Parkway North, Jacksonville, Florida 32256-0565, as shown in Exhibit 1 attached hereto;

WHEREAS, SKW Americas, Inc., on July 12, 1999, granted, bargained, sold, assigned, delivered, transferred and set over to MBT Holding AG certain Owned Intellectual Property, as set forth in a Bill of Sale and Assignment of Owned Intellectual Property, which was effective as of April 1, 1999, as shown in Exhibit 2 attached hereto;

WHEREAS, SKW Americas, Inc., pursuant to numbered paragraph 3 of Exhibit 2, in which SKW Americas, Inc. agreed to execute, acknowledge and deliver, or cause to be done, executed, acknowledged and delivered, all such further acts, deeds, assignments, transfers, conveyances, powers of attorney and assurances as may be required by MBT Holding AG from time to time for the better assigning, transferring, granting, conveying, assuring and confirming to MBT Holding AG, or for the aiding and assisting and the reducing to possession by MBT Holding AG of any of the rights, title, and interests assigned by SKW Americas, Inc. hereunder, including the right to have the Owned Intellectual Property assigned to MBT

Holding AG from the current registered owner(s) thereof, if so requested by MBT Holding AG;

WHEREAS, the Owned Intellectual Property includes the marks listed on Schedule A attached hereto;

NOW, THEREFORE, SKW Americas, Inc. hereby perfects the sale, assignment and transfer to MBT Holding AG of the entire right, title and interest in and to the marks listed on Schedule A attached hereto and all applications and registrations in the United States and in all countries foreign to the United States for the marks listed on Schedule A attached hereto, together with the goodwill of the business in connection with which the marks listed on Schedule A are used and which are symbolized by the marks listed on Schedule A, along with the right to recover for damages and profits for past infringements thereof.

SKW AMERICAS, INC.

By: Peter A. Vinocur

Name: Peter A. Vinocur

Title: Vice President and Chief Legal Officer

SCHEDULE A

United States

Trademark	Application No.	Filing Date	Registration No.	Reg. Date
ACRYL 60			941,226	8/22/72
COLORSEAL-CONCRETE			1,117,953	5/8/79
D-J			1,172,275	10/6/81
DRY JOINT			1,176,214	11/3/81
ENVIROPEL			1,742,056	12/22/92
ENVIROSEAL			1,853,414	9/13/94
FILMIX			420,024	3/19/46
FLOOR CRAFTERS			425,286	11/12/46
FORANAFT & Design			380,658	8/17/40
HYDROZO & Design			1,048,537	9/21/76
KOMUL			416,921	10/2/45
KOMUL			421,015	5/14/46
LEVELITE			283,153	5/19/31
LUMISHIELD			1,768,351	5/4/93
MANHOLE LEVELER			1,433,910	3/24/89
MANHOLE LEVELER			1,169,760	9/15/81
NEWS LEAKS & Design			1,196,787	6/1/82
NOVALITE			762,948	1/14/64
PENN CRETE			872,852	7/15/69
PENN CRETE SCRATCH AND BROWN			1,472,295	1/12/88
PROMDEK			766,187	3/10/64
SELBAFLOR			796,426	9/21/65
SELBALITH			810,933	7/12/66
SELBY BATTERSBY & CO & Design			771,705	6/23/64
SELBY SINCE 1925 & Design			1,963,267	3/19/96
SILOSEAL			1,116,039	4/3/79
STRUCTURITE			1,459,234	9/29/87
THORITE			940,816	8/15/72
THORO			1,626,495	12/11/90
THORO			1,042,310	6/29/76
THORO & Design			1,626,496	12/11/90
THOROBOND			941,225	8/22/72
THOROC	75/540,634	8/21/98		
THOROCLEAR			943,534	9/26/72
THOROCOAT			962,463	7/3/73
THOROFLEX			1,102,143	9/12/78
THOROGLAZE			940,815	8/15/72
THOROLASTIC			1,301,097	10/23/84
THOROPATCH			940,814	8/15/72
THOROROOF	75/615,242	1/4/99		
THOROSEAL			941,228	8/22/72
THOROSEAL BEDCOTE			1,100,764	8/29/78
THOROSHEEN			935,567	6/13/72
THOROSHIELD			1,529,151	3/14/89
THOROSILANE			1,529,150	3/14/89
THOROSPAN			1,095,976	7/11/78
THOROTOP			1,528,257	3/7/89
THOROWALL			1,256,905	11/8/83
TROWEL-N-LEVEL			1,995,149	8/20/96
WATERPLUG			941,227	8/22/72

ASSIGNMENT

THIS ASSIGNMENT, effective as of March 31, 1999, from Assignor, Integrated Chemical Products Acquisition Statutory Trust, a Connecticut Statutory Trust, formerly doing business as Thoro System Products, Inc., to Assignee, SKW Americas, Inc., a corporation duly organized and doing business under the laws of the state of Delaware, having a principal place of business at 23700 Chagrin Boulevard, Cleveland, Ohio 44122;

WHEREAS, Thoro System Products, Inc., a corporation formerly organized and doing business under the laws of the state of Delaware, with its principal place of business at 10245 Centurion Parkway North, Jacksonville, Florida 32256-0565, owned the marks listed on Schedule A attached hereto;

WHEREAS, ICP Acquisition, Inc., which was formed on January 19, 1999, as shown in Exhibit 1, was wholly owned by Integrated Chemical Products Acquisition Statutory Trust; and

WHEREAS, ICP Acquisition, Inc. merged with and into HSC Holdings, Inc. on March 29, 1999, as shown in Exhibit 2; and

WHEREAS, Thoro System Products, Inc. merged with and into Harris Specialty Chemicals, Inc. on March 30, 1999, as shown in Exhibit 3; and

WHEREAS, Harris Specialty Chemicals, Inc. merged with and into HSC Holdings, Inc. on March 30, 1999, as shown in Exhibit 4; and

WHEREAS, HSC Holdings, Inc. was dissolved on March 30, 1999, as shown in Exhibit 5, whereby the assets of HSC Holdings, Inc. became wholly owned by Integrated Chemical Products Acquisition Statutory Trust; and

WHEREAS, SKW Americas, Inc., on March 31, 1999, purchased all of the assets of Integrated Chemical Products Acquisition Statutory Trust on behalf of itself and its affiliates;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Integrated Chemical Products Acquisition Statutory Trust hereby sells, assigns and transfers to SKW Americas, Inc. all right, title and interest in and to the marks listed on Schedule A attached hereto and all applications and registrations in the United States and in all countries foreign to the United States for the marks listed on Schedule A attached hereto, together with the goodwill of the business in connection with which the marks listed on Schedule A are used and which are symbolized by the marks listed on Schedule A, along with the right to recover for damages and profits for past infringements thereof.

INTEGRATED CHEMICAL PRODUCTS
ACQUISITION STATUTORY TRUST

By: _____

Name: Peter A. Vinocur

Title: Representative and Attorney-In-Fact

SCHEDULE A

United States

Trademark	Application No.	Filing Date	Registration No.	Reg. Date
ACRYL 60			941,226	8/22/72
COLORSEAL-CONCRETE			1,117,953	5/8/79
D-J			1,172,275	10/6/81
DRY JOINT			1,176,214	11/3/81
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LUMISHIELD			1,768,351	5/4/93
MANHOLE LEVELER			1,433,910	3/24/89
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SELBY SINCE 1925 & Design			1,963,267	3/19/96
SILOSEAL			1,116,039	4/3/79
STRUCTURITE			1,459,234	9/29/87
THORITE			940,816	8/15/72
THORO			1,626,495	12/11/90
THORO			1,042,310	6/29/76
THORO & Design			1,626,496	12/11/90
THOROBOND			941,225	8/22/72
THOROC	75/540,634	8/21/98		
THOROCLEAR			943,534	9/26/72
THOROCOAT			962,463	7/3/73
THOROFLEX			1,102,143	9/12/78
THOROGLAZE			940,815	8/15/72
THOROLASTIC			1,301,097	10/23/84
THOROPATCH			940,814	8/15/72
THOROROOF	75/615,242	1/4/99		
THOROSEAL			941,228	8/22/72
THOROSEAL BEDCOTE			1,100,764	8/29/78
THOROSHEEN			935,567	6/13/72
THOROSHIELD			1,529,151	3/14/89
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THOROSPAN			1,095,976	7/11/78
THOROTOP			1,528,257	3/7/89
THOROWALL			1,256,905	11/8/83
TROWEL-N-LEVEL			1,995,149	8/20/96
WATERPLUG			941,227	8/22/72

Bill of Sale and Assignment of Owned Intellectual Property

THIS BILL OF SALE AND ASSIGNMENT dated as of July 12, 1999 from SKW Americas, Inc., a Delaware corporation (hereinafter referred to as "SKW"), to MBT Holding AG, a Swiss corporation (hereinafter called "MBT")

WITNESSETH

WHEREAS, SKW and Integrated Chemical Products Acquisition Statutory Trust, a Connecticut Statutory Trust, ("ICA"), executed a certain Purchase Agreement dated as of March 29, 1999 (the "ICA Agreement"), pursuant to which SKW, through itself or one or more of its Affiliates, undertook to purchase and assume from ICA all of the tangible and intangible assets of the Business and all Liabilities related thereto including all of the intangible assets and business of the U.S. subsidiaries and all liabilities related thereto;

WHEREAS, under the ICA Agreement, and effective as of March 31, 1999, SKW acquired all of ICA's right, title and interest in and to the Owned Intellectual Property including the good will associated therewith; and

WHEREAS, concurrently herewith MBT and SKW have entered into a Purchase Agreement (the "Purchase Agreement") pursuant to which MBT is purchasing the Owned Intellectual Property from SKW.

NOW, THEREFORE, for good and adequate consideration as described in the Purchase Agreement, the receipt and sufficiency of which is hereby acknowledged, SKW does hereby grant, bargain, sell, assign, deliver, transfer and set over unto MBT, free and clear of any liens, encumbrances, security interests or other restrictions of any nature or kind whatsoever, to have and to hold unto MBT, its successors and assigns forever, all right, title, and interest of SKW in and to the Owned Intellectual Property, together with all good will of SKW associated therewith, and the right to sue for any patent, trademark or copyright infringements. The aforementioned sale, assignment, delivery and transfer to be deemed effective as of April 1, 1999.

1. All capitalized terms used herein and in the Recitals above mentioned, unless otherwise defined or the context otherwise requires, shall have the meanings ascribed to such terms in the ICA Agreement.
2. The assignment, transfer, and conveyance of the rights, title and interest of SKW described herein is made under and in connection with the representations, warranties, and covenants contained in the ICA Agreement and/or the Purchase Agreement.
3. SKW agrees to execute, acknowledge and deliver, or cause to be done, executed, acknowledged and delivered, all such further acts, deeds, assignments, transfers, conveyances, powers of attorney and assurances as may be required by MBT from time to time for the better assigning, transferring, granting, conveying, assuring and

Office of the Secretary of State

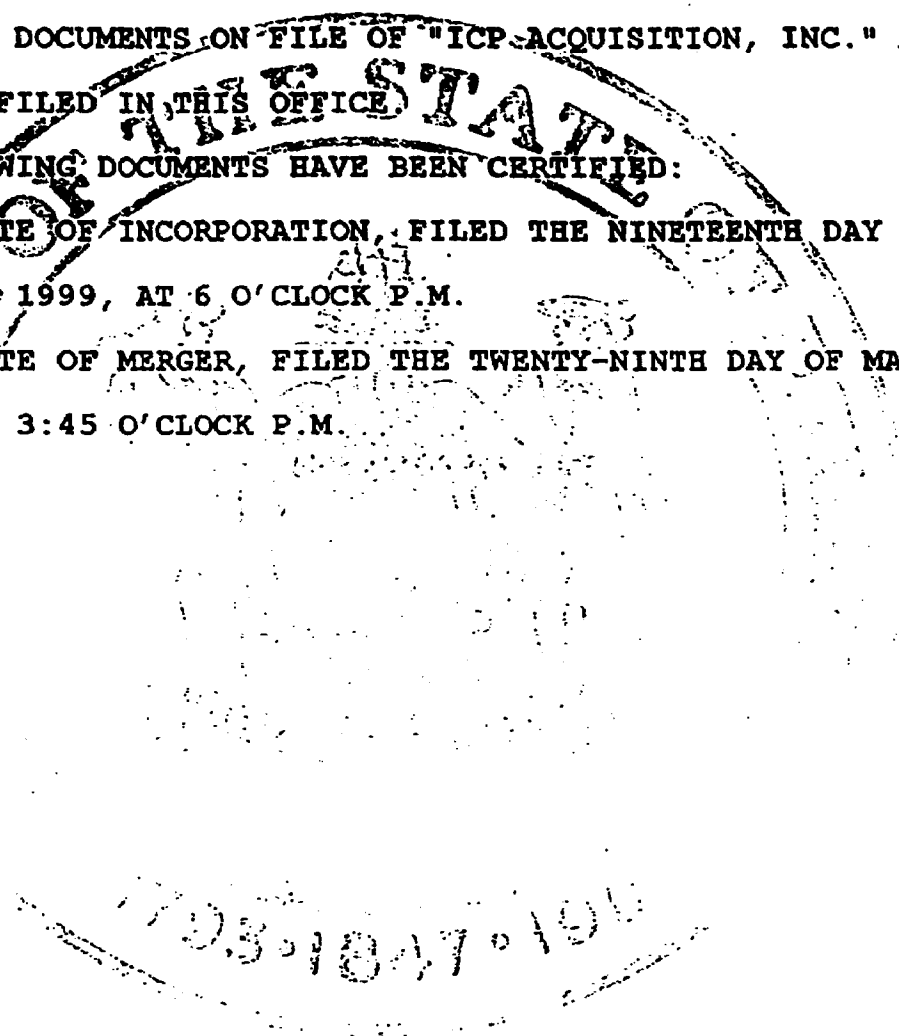
COPY

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ICP-ACQUISITION, INC." AS RECEIVED AND FILED IN THIS OFFICE

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF JANUARY, A.D. 1999, AT 6 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF MARCH, A.D. 1999, AT 3:45 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2994588 8100H

001187427

AUTHENTICATION: 0377621

DATE: 04-12-00

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REEL: 002262 FRAME: 0197

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CERTIFICATE OF INCORPORATION

OF

ICP ACQUISITION, INC.

ARTICLE I

Name

The name of the corporation is ICP Acquisition, Inc. (the "Corporation").

ARTICLE II

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE III

Corporate Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").

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2

ARTICLE IV

Capital Stock

The aggregate number of shares of all classes of stock that the Corporation shall have authority to issue is 1,000, all of which shall be shares of Common Stock, no par value per share.

ARTICLE V

Directors

(1) The number of directors constituting the initial board of directors of the Corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Douglas Wolf	ICA 220 Jackson Street, Suite 2000 San Francisco, CA 94111

(2) Elections of directors of the Corporation need not be by written ballot.

(3) To the fullest extent permitted by the General Corporation Law as it now exists and as it may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE VI

Indemnification of Directors, Officers and Others

(1) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as

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3

a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(3) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article VI, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(4) Any indemnification under Sections (1) and (2) of this Article VI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in such Sections (1) and (2). Such determination shall be made (a) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (b)

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4

if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (c) by the stockholders.

(5) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VI. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors of the Corporation deems appropriate.

(6) The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

(7) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 145 of the General Corporation Law.

(8) For purposes of this Article VI, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article VI with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(9) For purposes of this Article VI, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of

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5

the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves service by, such director, officer, employee or agent with respect to any employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article VI.

(10) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VII

By-Laws

The directors of the Corporation shall have the power to adopt, amend or repeal by-laws.

ARTICLE VIII

Reorganization

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be

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6

binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE IX

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision of this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on stockholders in this Certificate of Incorporation are subject to this reservation.

ARTICLE X

Incorporator

The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Elizabeth F. Simpson	Shearman & Sterling 1550 El Camino Real, Suite 100 Menlo Park, CA 94025

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 19th day of January, 1999.

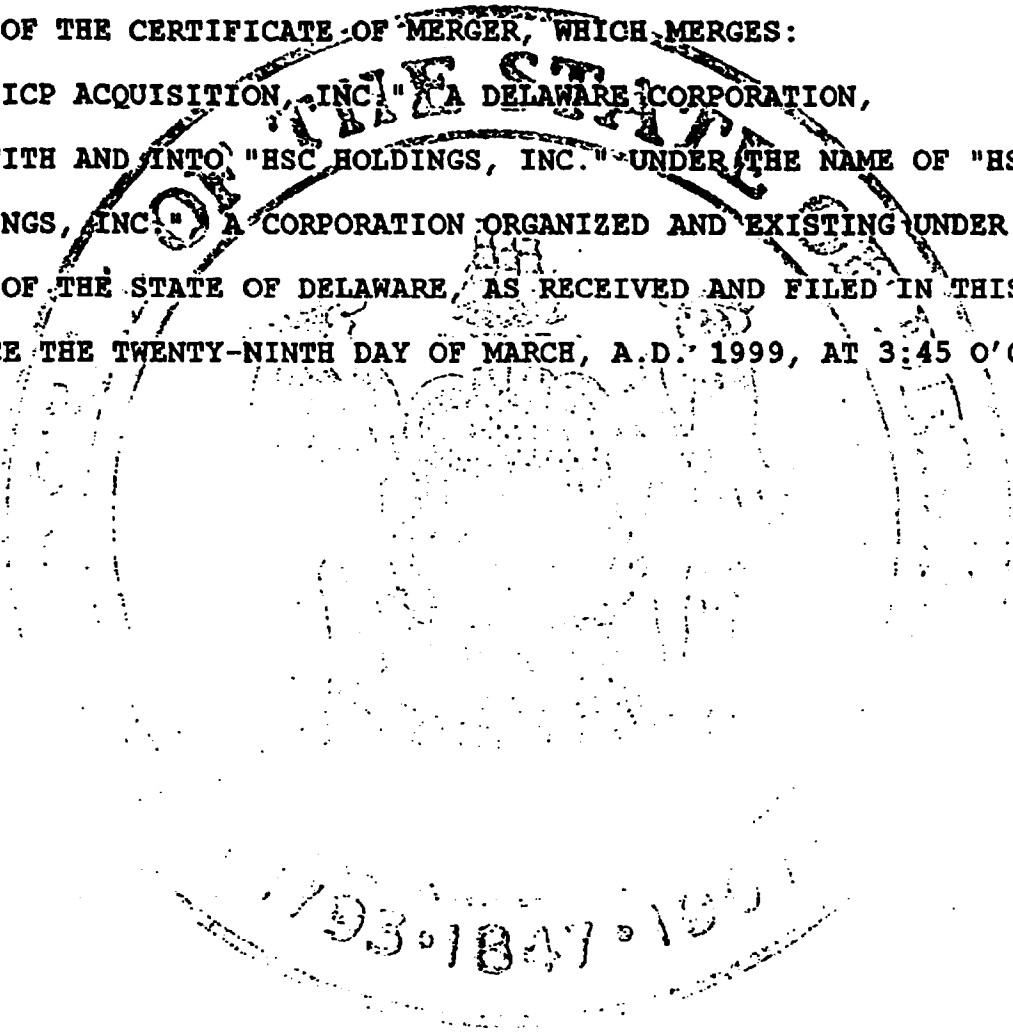

 By: Elizabeth F. Simpson
 Title: Incorporator

Office of the Secretary of State

COPY

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:

"ICP ACQUISITION, INC." A DELAWARE CORPORATION, WITH AND INTO "HSC HOLDINGS, INC." UNDER THE NAME OF "HSC HOLDINGS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MARCH, A.D. 1999, AT 3:45 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2356257 8100M

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AUTHENTICATION: 0377622

DATE: 04-12-00

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CERTIFICATE OF MERGER

MERGING

ICP ACQUISITION, INC.

WITH AND INTO

HSC HOLDINGS, INC.

ICP Acquisition, Inc., a Delaware corporation ("ICP"), and HSC Holdings, Inc., a Delaware corporation ("HSC"), DO HEREBY CERTIFY AS FOLLOWS:

FIRST: That ICP was originally incorporated on January 19, 1999, pursuant to the General Corporation Law of the State of Delaware (the "General Corporation Law"), and that HSC was originally incorporated on October 21, 1993, pursuant to the General Corporation Law.

SECOND: That an Agreement and Plan of Merger, dated as of January 26, 1999 (the "Merger Agreement"; capitalized terms otherwise not defined herein being used herein as therein defined), between ICP and HSC has been approved, adopted, certified, executed and acknowledged by each of ICP and HSC in accordance with Section 251(c) of the General Corporation Law.

THIRD: That ICP shall be merged with and into HSC and the separate existence of ICP shall thereupon cease, and HSC shall continue as the surviving corporation (the "Surviving Corporation").

FOURTH: That on the date hereof and by virtue of the Merger: (i) each share of Common Stock, par value \$0.01 per share, of HSC which is held by HSC or any of its subsidiaries shall be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor; (ii) each share of Common Stock issued and outstanding as of the date hereof, other than those held by HSC or any of its subsidiaries, shall be converted into and represent the right to receive the Per Share Merger Consideration; (iii) each Option to purchase shares of Common Stock of HSC shall be canceled and extinguished solely in consideration for the right to receive an Option Cancellation Payment so that no options are exercisable after the date hereof; (iv) each Warrant to purchase shares of Common Stock of HSC shall be canceled and extinguished solely in consideration for the right to receive a Warrant Cancellation Payment; and (v) each of the 1,000 issued and outstanding shares of ICP shall be converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation.

FIFTH: That the Certificate of Incorporation of HSC, as heretofore amended, is set forth in its entirety and attached hereto as Exhibit A, and all the terms and provisions thereof are hereby incorporated in this Certificate of Merger and made a part hereof with the same force and effect as if herein set forth in full; and, from and after the effective date of the merger and until further amended as provided by law, said Exhibit A, separate and apart from this Certificate

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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of Merger shall be, and may be separately certified as, the Certificate of Incorporation, as amended, of the Surviving Corporation.

SIXTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

HSC Holdings, Inc.
10245 Centurion Parkway N.
Jacksonville, FL 32256-0564

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of ICP or HSC.

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COPY

IN WITNESS WHEREOF, ICP has caused this Certificate of Merger to be signed by Larry Austin, its President, and attested by Linda Austin, its Secretary, and HSC has caused this Certificate of Merger to be signed by Michael Rowley its President, and attested by Thomas Clayton its Secretary, each as of this 29th day of March, 1999. *Senior Vice President and Chief Financial Officer*

ICP ACQUISITION, INC.

By: Larry Austin
Name: Larry Austin
Title: President

ATTEST:

Linda Austin
Name: Linda Austin
Title: Secretary

HSC HOLDINGS, INC.

By: Michael Rowley
Name: MICHAEL ROWLEY
Title: President - Senior Vice President and Chief Financial Officer

ATTEST:

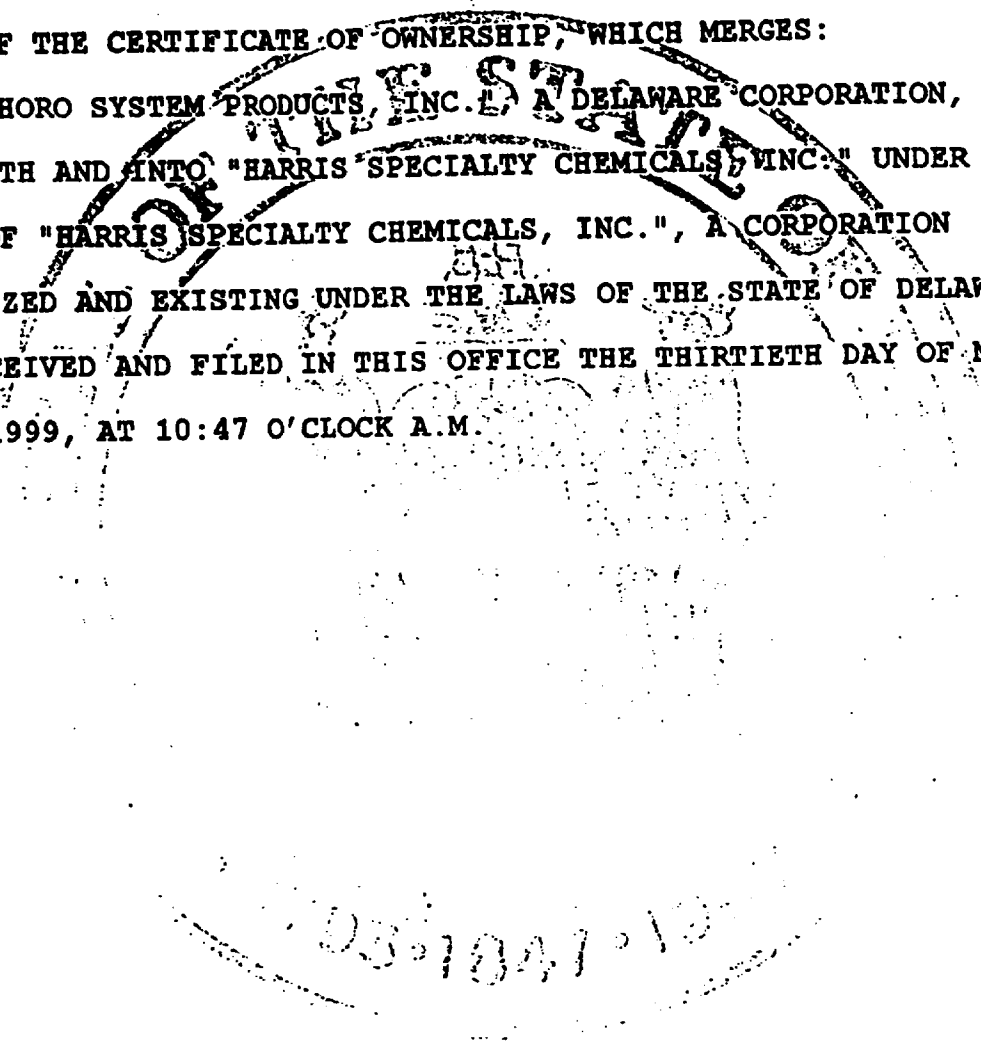
Thomas Clayton
Name: THOMAS CLAYTON
Title: Secretary

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COPY

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 OWNERSHIP, WHICH MERGES:

"THORO SYSTEM PRODUCTS, INC." A DELAWARE CORPORATION, WITH AND INTO "HARRIS SPECIALTY CHEMICALS, INC." UNDER THE NAME OF "HARRIS SPECIALTY CHEMICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 1999, AT 10:47 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0377628
DATE: 04-12-00

TRADEMARK
REEL: 002262 FRAME: 0208

COPY

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
THORO SYSTEM PRODUCTS, INC.
WITH AND INTO
HARRIS SPECIALTY CHEMICALS, INC.**

Pursuant to Section 253 of the General Corporation Law
of the State of Delaware

Harris Specialty Chemicals, Inc., a Delaware corporation (the "Corporation"),
HEREBY CERTIFIES AS FOLLOWS:

FIRST: The Corporation is a corporation incorporated on January 18, 1994,
under the laws of the State of Delaware.

SECOND: The Corporation owns all the outstanding capital stock of Thoro
System Products, Inc., a corporation incorporated on November 30, 1993, under the laws of the
State of Delaware ("Thoro").

THIRD: The Corporation, by the following resolutions of its Board of Directors,
duly adopted by unanimous written consent of its members, filed with the minutes of its Board of
Directors, as of March 30, 1999, determined to merge Thoro with and into the Corporation:

RESOLVED, that the Corporation merge Thoro, a Delaware corporation and
wholly-owned subsidiary of the Corporation, with and into the Corporation (the
"Merger");

RESOLVED, that the Merger shall become effective (the "Effective Time") at the
time of the filing of a Certificate of Ownership and Merger with the Secretary of State of
the State of Delaware in accordance with the provisions of the General Corporation Law
of the State of Delaware;

RESOLVED that, at the Effective Time, the separate existence of Thoro shall
cease, Thoro shall be merged with and into the Corporation, which shall be the surviving
corporation (the "Surviving Corporation"), and the Surviving Corporation, without further
action, shall possess all the rights, privileges, powers and franchises, public and private, of
both the Corporation and Thoro and shall be subject to all the debts, liabilities, obligations,
restrictions, disabilities and duties of both the Corporation and Thoro;

RESOLVED, that the Certificate of Incorporation of the Corporation, as in effect
immediately prior to the Effective Time, shall be the Certificate of Incorporation of the

COPY

Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation, and the Bylaws of the Thoro, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law or such Bylaws;

RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$0.01 per share, of Thoro, which is issued and outstanding immediately prior to the Effective time, shall be deemed canceled;

RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$0.01 per share, of the Corporation, which is issued and outstanding immediately prior to the Effective Time, shall remain outstanding following the Effective Time;

RESOLVED, that the directors of the Corporation as of the Effective Time shall be the directors of the Surviving Corporation, until their successors are duly elected or appointed and the officers of Thoro as of the Effective Time shall be the officers of the Surviving Corporation, until their successors are duly elected or appointed;

RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized to take all actions and to prepare, execute, deliver and file all agreements, instruments, documents and certificates in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such fees and expenses as they, or any one of them, may deem necessary, proper or advisable in order to effect the Merger.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by Larry Austin, its President, as of this 30th day of March, 1999.

HARRIS SPECIALTY CHEMICALS, INC.

By: Larry J. Austin

Name: Larry Austin

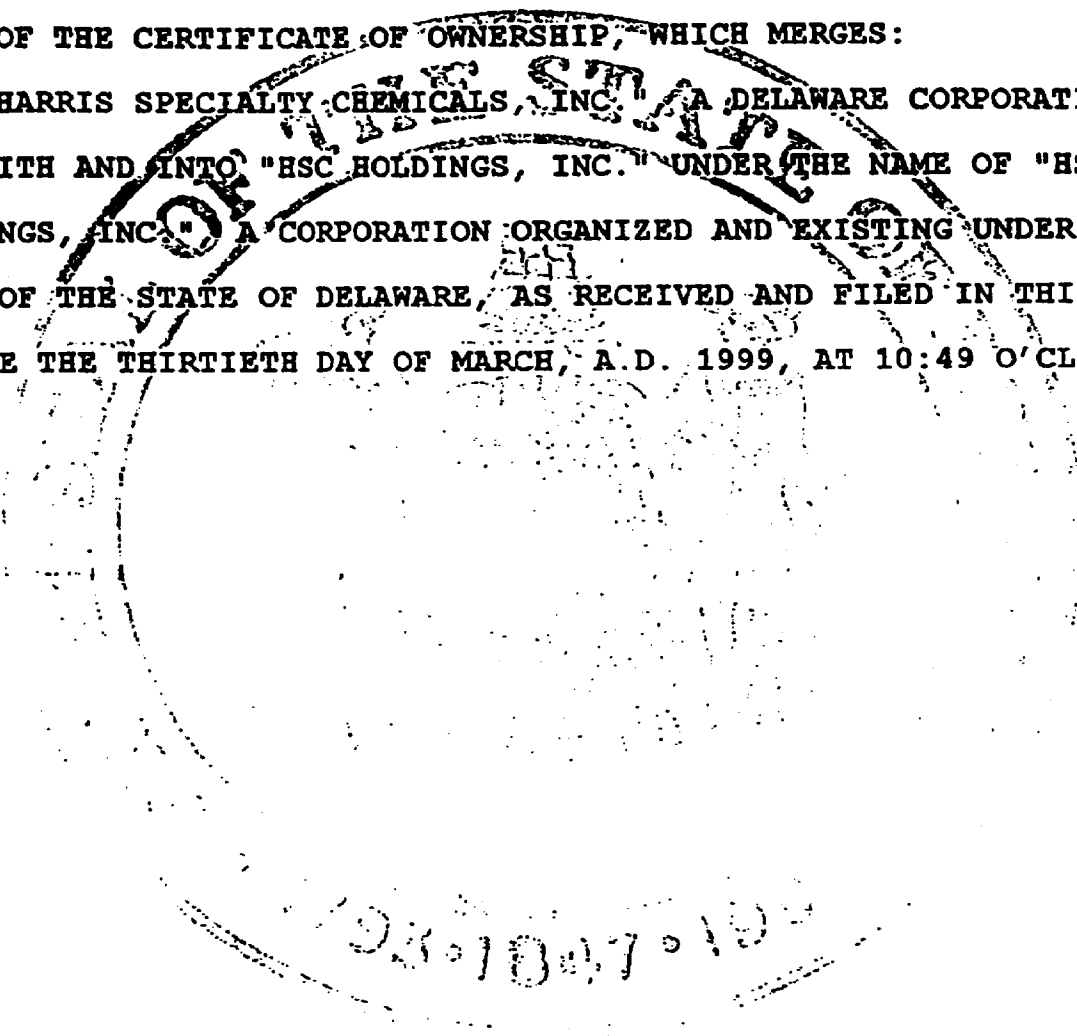
Title: President

State of Delaware
Office of the Secretary of State

COPY

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 OWNERSHIP, WHICH MERGES:

"HARRIS SPECIALTY CHEMICALS, INC." A DELAWARE CORPORATION, WITH AND INTO "HSC HOLDINGS, INC." UNDER THE NAME OF "HSC HOLDINGS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 1999, AT 10:49 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2370125 8100M
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AUTHENTICATION: 0377629
DATE: 04-12-00

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
HARRIS SPECIALTY CHEMICALS, INC.
WITH AND INTO
HSC HOLDINGS, INC.**

Pursuant to Section 253 of the General Corporation Law
of the State of Delaware

HSC Holdings, Inc., a Delaware corporation (the "Corporation"), HEREBY
CERTIFIES AS FOLLOWS:

FIRST: The Corporation is a corporation incorporated on October 21, 1993,
under the laws of the State of Delaware.

SECOND: The Corporation owns all the outstanding capital stock of Harris
Specialty Chemicals, Inc., a corporation incorporated on January 18, 1994, under the laws of the
State of Delaware ("Harris").

THIRD: The Corporation, by the following resolutions of its Board of Directors,
duly adopted by unanimous written consent of its members, filed with the minutes of its Board of
Directors, as of March 30, 1999, determined to merge Harris with and into the Corporation:

RESOLVED, that the Corporation merge Harris, a Delaware corporation and wholly-
owned subsidiary of the Corporation, with and into the Corporation (the "Merger");

RESOLVED, that the Merger shall become effective (the "Effective Time") at the
time of the filing of a Certificate of Ownership and Merger with the Secretary of State of the
State of Delaware in accordance with the provisions of the General Corporation Law of the
State of Delaware;

RESOLVED that, at the Effective Time, the separate existence of Harris shall cease,
Harris shall be merged with and into the Corporation, which shall be the surviving corporation
(the "Surviving Corporation"), and the Surviving Corporation, without further action, shall
possess all the rights, privileges, powers and franchises, public and private, of both the
Corporation and Harris and shall be subject to all the debts, liabilities, obligations, restrictions,
disabilities and duties of both the Corporation and Harris;

RESOLVED, that the Certificate of Incorporation of the Corporation, as in effect
immediately prior to the Effective Time, shall be the Certificate of Incorporation of the
Surviving Corporation until thereafter amended as provided by law or such Certificate of

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Incorporation, and the Bylaws of the Harris, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law or such Bylaws;

RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$0.01 per share, of Harris, which is issued and outstanding immediately prior to the Effective time, shall be deemed canceled;

RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$0.01 per share, of the Corporation, which is issued and outstanding immediately prior to the Effective Time, shall remain outstanding following the Effective Time;

RESOLVED, that the directors of the Corporation as of the Effective Time shall be the directors of the Surviving Corporation, until their successors are duly elected or appointed and the officers of Harris as of the Effective Time shall be the officers of the Surviving Corporation, until their successors are duly elected or appointed;

RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized to take all actions and to prepare, execute, deliver and file all agreements, instruments, documents and certificates in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such fees and expenses as they, or any one of them, may deem necessary, proper or advisable in order to effect the Merger.

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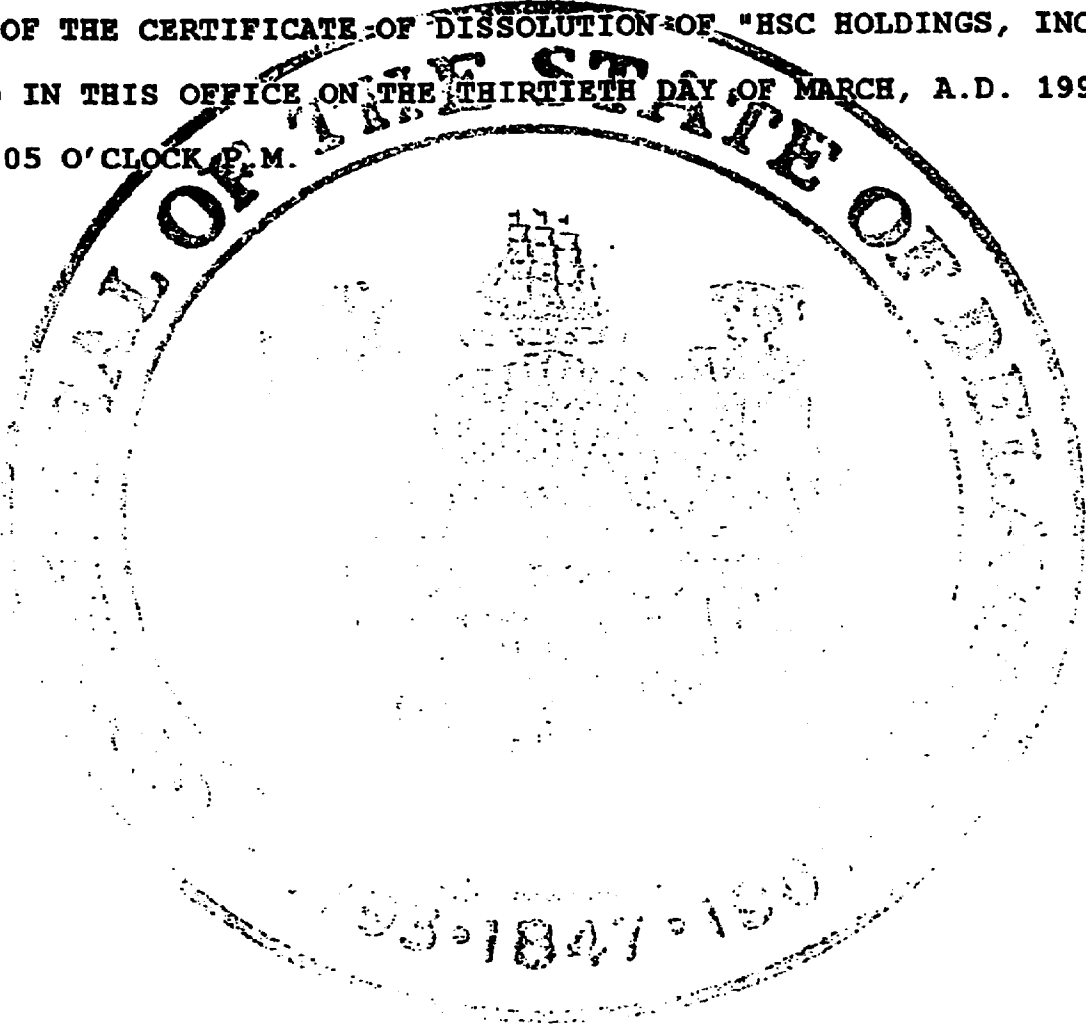
IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by Larry Austin, its President, as of this 30th day of March, 1999.

HSC HOLDINGS, INC.

By: Larry J. Austin
Name: Larry Austin
Title: President

COPY

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 DISSOLUTION OF "HSC HOLDINGS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 1999, AT 5:05 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2356257 8100

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AUTHENTICATION: 0377626

DATE: 04-12-00

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COPY

CERTIFICATE OF DISSOLUTION OF HSC HOLDINGS, INC.

HSC HOLDINGS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation")

DOES HEREBY CERTIFY:

FIRST: The dissolution of the Corporation was authorized on March 30, 1999.

SECOND: The dissolution of the Corporation was authorized by all of the stockholders of the Corporation entitled to vote thereon in accordance with the provisions of subsection (c) of Section 275 of the General Corporation Law of the State of Delaware.

THIRD: The names and addresses of all of the directors and officers of the Corporation are as follows:

SOLE DIRECTOR

<u>Name</u>		<u>Address</u>
Larry Austin		1106 Aden Road Alexandria, VA 22308

OFFICERS

<u>Name</u>	<u>Offices</u>	<u>Address</u>
Larry Austin	President	1106 Aden Road Alexandria, VA 22308
Larry Austin	Vice President	1106 Aden Road Alexandria, VA 22308
Linda Austin	Secretary	1106 Aden Road Alexandria, VA 22308

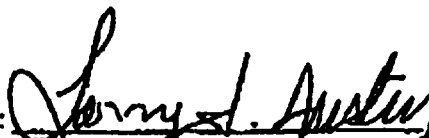
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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:05 PM 03/30/1999
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COPY

IN WITNESS WHEREOF, said HSC Holdings, Inc., a Delaware corporation, has caused this Certificate to be signed by its President, this 30th of March, 1999.

By: 
Name: Larry Austin
Title: President