

FORM PTO-1584 (Rev. 8-03) OMB No. 0651-0011 (exp. 4/94)

09-05-2001



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COPY SHEET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

To the Honorable Commissioner

to attached original documents or copy thereof.

1. Name of conveying party(ies):

Simpson-Lawrence, Inc.

Day-1

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State FL, Other

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

3. Nature of conveyance:

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

Execution Date: March 3, 2000

2. Name and address of receiving party(ies)

Lewmar, Inc.

Name:

Internal Address:

Street Address: 1721 Independence Blvd. Suite A-1

City: Sarasota State: FL ZIP: 34234

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State CT, 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Reg. No. 2,171,724

Additional numbers attached? Yes No

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

Name: J. Todd Timmerman, Esq.

Internal Address:

Shumaker, Loop & Kendrick, LLP

P. O. Box 172609

Street Address: 101 E. Kennedy Blvd.

Suite 2800

City: Tampa State: FL ZIP: 33602

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

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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.

J. Todd Timmerman, Esq. Name of Person Signing

Signature

August 21, 2001

Date

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

7

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

TRADEMARK REEL: 002361 FRAME: 0478

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on March 3, 2000, as shown by the records of this office.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Thirtieth day of November, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

TRADEMARK

REEL: 002361 FRAME: 0479

00 MAR -3 AM 11:56

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Lewmar, Inc.</u>	<u>Connecticut</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Simpson-Lawrence, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 03 / 03 / 00 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 2/10/00

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

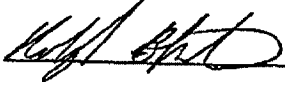
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 2/10/00

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Lewmar, Inc.		Randolph Blanton, Assistant Secretary
Simpson-Lawrence, Inc.		Steven E. Paley, President

PLAN OF MERGER
(Non Subsidiaries)

FL068 - C T System Online

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

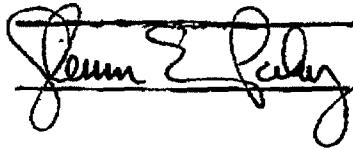
Signature

Typed or Printed Name of Individual & Title

Lewmar, Inc.

Randolph Blanton, Assistant Secretary

Simpson-Lawrence, Inc.



Steven E. Paley, President

PLAN OF MERGER
(Non Subsidiaries)

FL046 - CT System Outline

EXHIBIT A

PLAN OF MERGER

Plan of Merger, dated as of this 10th day of February, 2000.

WHEREAS, Lewmar, Inc. ("Lewmar") is a corporation duly organized and existing under the laws of the State of Connecticut and Simpson-Lawrence, Inc. ("SL"), is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Lewmar has an authorized capital consisting of 5,000 shares of common stock, Par Value \$10.00 per share ("Lewmar Common Stock"), of which, as of the date hereof, 151,24437 shares are issued and outstanding, all of which, are owned by Clyde Companies, Inc. ("Parent") a corporation duly organized and existing under the laws of the State of Connecticut; and

WHEREAS, SL has an authorized capital consisting of 5,000 shares of common stock, Par Value \$1.00 per share ("SL Common Stock"), of which, as of the date hereof, 5,000 shares are issued and outstanding, all of which, are owned by Parent; and

WHEREAS, the shareholder and the Board of Directors of Lewmar and the shareholder and the Board of Directors of SL deem it advisable that SL be merged with and into Lewmar (the "Merger") as provided herein.

NOW, THEREFORE, the shareholder and the Board of Directors of Lewmar and the shareholder and the Board of Directors of SL hereby adopt this Plan of Merger.

ARTICLE I Surviving Corporation

In accordance with the applicable provisions of the Business Corporation Act of the State of Connecticut and the Florida Business Corporation Act, SL shall be merged with and into Lewmar. Lewmar shall be the surviving corporation and is herein sometimes referred to as the "Surviving Corporation."

ARTICLE II Effect of the Merger

Effective Date. The Merger shall become effective as of March 3, 2000 (the "Effective Date").

Effects of the Merger. At the Effective Date (i) the separate existence of SL shall cease and SL shall be merged with and into Lewmar, and (ii) the Certificate of Incorporation of Lewmar shall remain unchanged and shall be the Certificate of Incorporation of the Surviving Corporation.

ARTICLE III
Manner and Basis of Converting the Shares

At the Effective Date, all of the assets and liabilities of SL shall become assets and liabilities of Lewmar, and all shares of SL Common Stock then issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, or either Lewmar or SL, be canceled and retired and cease to exist. At the Effective Date, in exchange for all shares of SL Common Stock, Parent, without any further authorizing action on the part of either Lewmar or SL shall be issued 348.75563 additional shares of Lewmar, so that Parent shall then hold a total of 500 shares of Lewmar.

ARTICLE IV
Statement Required by Section 607.1104 of the Florida Statutes

If applicable, shareholders of SL, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 of the Florida Statutes regarding the rights of dissenting shareholders, to be paid the fair value of their shares.