

09-11-2001



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. 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): Varn Products Co., Inc. G.V.O.I. Individual(s) Association General Partnership Limited Partnership Corporation-State New Jersey Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Varnco Holdings Inc. Internal Address: P.O. Box 1101 Street Address: 8 Allerman Road City: Oakland State: NJ Zip: 07436 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: December 28, 2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1649863 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Kimberly Gambrel Internal Address: Killworth Gottman Hagan & Schaeff, L.L.P. One Dayton Centre, Suite 500 Street Address: One South Main Street City: Dayton State: OH Zip: 45402

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)

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. Kimberly Gambrel Name of Person Signing Signature Date Sept. 4, 2001

Total number of pages including cover sheet, attachments, and document: 5

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

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State of Delaware
Office of the Secretary of State

PAGE 1

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:

"VARN PRODUCTS CO., INC.", A NEW JERSEY CORPORATION,
WITH AND INTO "VARNCO HOLDINGS INC." UNDER THE NAME OF
"VARNCO 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 DECEMBER, A.D. 2000, AT 9
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF
DECEMBER, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0885621

DATE: 12-29-00

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CERTIFICATE OF OWNERSHIP AND MERGER

Merging

VARN PRODUCTS CO., INC.

Into

VARNCO HOLDINGS INC.

VARNCO HOLDINGS INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, HEREBY CERTIFIES:

FIRST: That the Corporation was incorporated on December 22, 2000 pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That the Corporation is the owner of all of the issued and outstanding shares of the stock of VARN PRODUCTS CO., INC., a New Jersey corporation ("Varn Products NJ") incorporated on May 29, 1975 pursuant to the New Jersey Business Corporation Act (the "NJBCA").

THIRD: That the laws of the State of New Jersey permit a corporation organized under the laws of New Jersey to merge with a corporation of another jurisdiction.

FOURTH: That the following resolutions of the Corporation, providing for Varn Products NJ to be merged into and survived by the Corporation (the "Varn Products NJ Merger"), were adopted by Unanimous Consent of the Board of Directors to Action Without a Meeting of the Corporation as of the 29th day of December, 2000:

RESOLVED, that the form, terms and provisions of the Certificate of Ownership and Merger to be filed in the State of Delaware in the form attached hereto as Exhibit F (the "Varn Products NJ Delaware Certificate of Merger") and the Certificate of Merger to be filed in the State of New Jersey in the form attached hereto as Exhibit G (the "Varn Products NJ New Jersey Certificate of Merger"), merging Varn Products NJ with and into the Corporation, with the Corporation as the surviving corporation (the "Surviving Corporation"), be, and they hereby are, approved;

RESOLVED, that at the effective time of the Varn Products NJ Merger (the "Varn Products NJ Merger Effective Time") each of the officers of the Corporation shall remain in office;

RESOLVED, that the Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation;

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RESOLVED, that the By-Laws of the Corporation shall be the By-Laws of the Surviving Corporation;

RESOLVED, that at the Varn Products NJ Merger Effective Time each share of Common Stock of the Corporation issued and outstanding immediately prior to the Varn Products NJ Merger Effective Time shall be continue as one share of Common Stock, of the Surviving Corporation;

RESOLVED, that at the Varn Products NJ Merger Effective Time each share of Common Stock of Varn Products NJ issued and outstanding immediately prior to the Varn Products NJ Merger Effective Time shall be cancelled;

RESOLVED, that the President, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, or any Assistant Secretary of the Corporation (each, an "Authorized Officer") of the Corporation be, and each of them hereby is, authorized and directed on behalf of the Corporation to execute, acknowledge and file the Varn Products NJ Delaware Certificate of Merger with the Secretary of State of the State of Delaware in accordance with Section 253 of the DGCL and the Varn Products NJ Certificate of Merger with the Secretary of State of the State of New Jersey in accordance with Section 14A:10-4.1 of the NJBCA; and

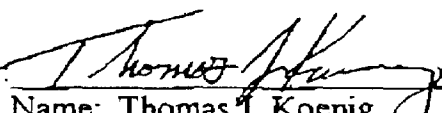
FURTHER RESOLVED, each Authorized Officer be, and hereby is, authorized to take such other actions as he or she may deem necessary or advisable in order to effect the Varn Products NJ Merger.

FIFTH: That notwithstanding anything to the contrary, the Varn Products NJ Merger may be terminated and abandoned by the Board of Directors at any time prior to the filing of this Certificate.

SIXTH: That notwithstanding the date of the filing of this Certificate, the effective date of the Varn Products NJ Merger shall be December 30, 2000.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be
executed by a duly authorized officer thereof as of this 28th day of December,
2000.

VARNCO HOLDINGS INC.

By: 
Name: Thomas J. Koenig
Title: Vice President and Chief
Financial Officer

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RECORDED: 09/06/2001

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