

FORM PTO-1594
(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Atty Docket No. M8540.253059

To the Assistant Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Diamonex, Incorporated

- Individuals(s)
- General Partnership
- Corporation-State: Delaware
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: March 28, 2001

2. Name and address of receiving party(ies)

Name: **Morgan Chemical Products, Inc.**

Internal Address:

Street Address: **564 Eagle Rock Ave.**

City: **Roseland** State: **New Jersey** Zip: **07068**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New Jersey
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional names(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)
See Attached Schedule A

B. Trademark Registration No.(s)
See Attached Schedule

Additional numbers attached? Yes No

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

Name: William H. Brewster, Esq.

Internal Address: Kilpatrick Stockton LLP

Street Address: 1100 Peachtree Street, Suite 2800

City: Atlanta State: Georgia Zip: 30309-4530

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41).....\$ 315.00
 Enclosed

Authorized to be charged to deposit account
The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

11-0860

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.

Lise Shettler
Name of Person Signing

Lise Shettler
Signature

January 15, 2002
Date

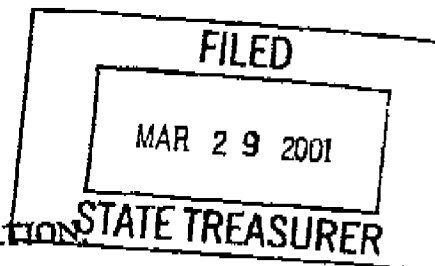
Total number of pages including cover sheet, attachments, and document: 11

Diamonex, Incorporated
Trademark Schedule

	Trademark Name	Registration Number	Application Number	Status
1.	AEGISGLASS	1972802		Registered
2.	DIABOND	2288586		Registered
3.	DIAMONDSHIELD	2510227		Registered
4.	DIAMONDSHIELD DESIGN	2166111		Registered
5.	DIAMONEX	1747985		Registered
6.	DIAMONEX (and design)	2051885		Registered
7.	DIAMONEX (and design)	1972801		Registered
8.	DIAMONEX DESIGN	2418805		Registered
9.	EVERSCAN	2503675		Registered
10.	ODP		75/903706	Suspended
11.	SCANSHIELD		76/090006	Pending
12.	SCANSHIELD		76/065592	Pending

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TO KILPATRICK-CODY PAGE.022/030



CERTIFICATE OF MERGER
OF

DIAMONEX, INCORPORATED, A DELAWARE CORPORATION,

WITH AND INTO

MORGAN CHEMICAL PRODUCTS, INC., A NEW JERSEY CORPORATION

Under Section 14A:10-7 of the New Jersey Business Corporation Act

To the Secretary of State
State of New Jersey

Pursuant to the provisions of the New Jersey Business Corporation Act, the undersigned corporations do hereby certify that:

FIRST: The names of the constituent corporations to the merger are Morgan Chemical Products, Inc., a New Jersey corporation ("MCP"), and Diamonex, Incorporated, a Delaware corporation ("Diamonex").

SECOND: The surviving corporation of the merger is Morgan Chemical Products, Inc., a New Jersey corporation, which shall continue its existence under the laws of the State of New Jersey.

THIRD: Attached hereto is a copy of the Plan and Agreement of Merger pursuant to which Diamonex, as of the effective date of the merger, shall be merged with and into MCP, as approved and adopted by the board of directors and the sole shareholder of MCP on March 28, 2001, and the board of directors and the sole stockholder of Diamonex on March 28, 2001.

FOURTH: The number and class of shares of each constituent corporation entitled to vote for said plan, the number of shares voted for said plan and the number of shares voted against said plan are as follows:

<u>Corporation</u>	<u>Class</u>	<u>Shares</u>	<u>Shares voted for plan</u>	<u>Shares voted against plan</u>
MCP	Common	100	100	0
Diamonex	Common	605	605	0

FIFTH: The certificate of incorporation and by-laws of MCP in effect immediately prior to the effective date will be the certificate of incorporation and by-laws of the surviving corporation following the effective date.

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SIXTH: The applicable provisions of the laws of the jurisdiction under which Diamonex was organized, upon compliance with filing and recording requirements, will have been complied with.

SEVENTH: The merger is to become effective on March 31, 2001.

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Dated: March 28, 2001

MORGAN CHEMICAL PRODUCTS, INC.

By: William J. Meggina
William J. Meggina
President

DIAMONEX, INCORPORATED

By: _____
Fred Kimock
President

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TRADEMARK

AUG '01 10:11 FROM MORGAN CRUCIBLE CO TO KILPATRICK-CODY PAGE.025/030

Dated: March 28, 2001

MORGAN CHEMICAL PRODUCTS, INC.

By: _____
William J. Megofna
President

DIAMONEX, INCORPORATED

By: Fred Kimock
Fred Kimock
President

AUG 01 10:12 FROM MORGAN CRUCIBLE CO TO KILPATRICK-CODY PAGE.026/030

PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER, dated as of March 28, 2001 (this "Agreement"), is by and among Morgan Chemical Products, Inc., a New Jersey corporation ("MCP"), Morgan Chemical Products (USA), Inc., a Delaware corporation ("MCPUSA"), Diamonex, Incorporated, a Delaware corporation ("Diamonex") and Morganite Industries Inc., a Delaware corporation ("MI").

WITNESSETH:

WHEREAS, MCPUSA is the record and beneficial owner of all the authorized, issued and outstanding shares of common stock, par value \$1.00 per share, of MCP;

WHEREAS, MII is the record and beneficial owner of all the authorized, issued and outstanding shares of common stock, par value \$.01 per share, of Diamonex (the "Diamonex Shares");

WHEREAS, each of MCP, MCPUSA, Diamonex and MII desires for Diamonex to be merged with and into MCP (the "Merger") on the terms and conditions provided herein;

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe to the terms and conditions of the Merger and mode of carrying the same into effect as follows:

1. Upon the terms and subject to the conditions of this Agreement, at the Effective Time (as hereinafter defined), Diamonex shall be merged with and into MCP in accordance with the laws of the states of New Jersey and Delaware. MCP shall be the surviving corporation (the "Surviving Corporation") and shall continue its existence under the laws of the State of New Jersey.

2. At the Effective Time, the certificate of incorporation of MCP and the by-laws of MCP, as heretofore amended and as in effect immediately prior to the Effective Time, shall continue in full force and effect as the certificate of incorporation and the by-laws of the Surviving Corporation.

3. The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the Surviving Corporation shall be as follows:

(a) At the Effective Time, the Diamonex Shares, and all rights in respect thereof, shall, upon consummation of the Merger and without any action on the part of the holder thereof, be canceled.

(b) At the Effective Time, each share of common stock of the Surviving Corporation which shall be issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.

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4. The Merger shall become effective on March 31, 2001 (the "Effective Time").

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers thereto duly authorized as of the date first written above.

MORGAN CHEMICAL PRODUCTS, INC.

By: William J. Megoff
William J. Megoff
President

MORGAN CHEMICAL PRODUCTS (USA), INC.

By: _____
Fred W. Wollman
President

DIAMONEX, INCORPORATED

By: _____
Fred Kimock
President

MORGANITE INDUSTRIES INC.

By: _____
Fred W. Wollman
President

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers thereto duly authorized as of the date first written above.

MORGAN CHEMICAL PRODUCTS, INC.

By: William J. Megofna
President

MORGAN CHEMICAL PRODUCTS (USA), INC.

By: Fred W. Wollman
President

DIAMONEX, INCORPORATED

By: Fred Kimock
President

MORGANITE INDUSTRIES INC.

By: Fred W. Wollman
President

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JUN 15 10:12 FROM MORGAN CRUCIBLE CO TO KILPATRICK-CODY PAGE.030/030

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers thereto duly authorized as of the date first written above.

MORGAN CHEMICAL PRODUCTS, INC.

By: _____
William J. Megofna
President

MORGAN CHEMICAL PRODUCTS (USA), INC.

By: _____
Fred W. Wollman
President

DIAMONEX, INCORPORATED

By: Fred Kimock
Fred Kimock
President

MORGANITE INDUSTRIES INC.

By: _____
Fred W. Wollman
President

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** TOTAL PAGE. 10 **

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** TOTAL PAGE. 030 **

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RECORDED: 01/15/2002

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