

02-01-2002

ET

Docket No.:



.Y

101967544

Tab settings

To the Honorable Commissioner of Pat

Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

Midwest Rubber Custom Mixing Corporation
906 Adams Stret
Bedford, Virginia 24523

10-25-01

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

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

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

Name: Rubatex Corporation

Internal Address:

Street Address: 5221 Valleypark Drive

City: Roanoke State: VA ZIP: 24019

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: August 16, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,170,887
2,176,199

Additional numbers Yes No

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

Name: Pamela C. Gavin, Esq.

Internal Address: McGuireWoods LLP

Street Address: One James Center, 901 East Cary Street

City: Richmond State: VA ZIP: 23219-4050

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

01/31/2002 6TOM11 0000332 2170887

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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.

Pamela C. Gavin

Name of Person Signing

Pamela C. Gavin

Signature

October 5, 2001

Date

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

REEL: 002435 FRAME: 0329

I, HARRIET SMITH WENDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE COURT ORDERED CERTIFICATE OF MERGER, WHICH MERGES:

"GROENDYK MANUFACTURING COMPANY, INC.", A DELAWARE CORPORATION,

"HOOVER-HANES RUBBER CUSTOM MIXING CORP.", A DELAWARE CORPORATION,

"MIDWEST RUBBER CUSTOM MIXING CORP.", A DELAWARE CORPORATION,

"OLETEX INC.", A DELAWARE CORPORATION,

"UNIVERSAL RUBBER COMPANY", A DELAWARE CORPORATION,

"UPR DISPOSITION, INC.", A DELAWARE CORPORATION,

"WALTEX CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "RUBATEX CORPORATION" UNDER THE NAME OF "RBX INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2242088 8100M

AUTHENTICATION: 1378364

010498091

DATE: 10-05-01

TRADEMARK

REEL: 002435 FRAME: 0330

**CERTIFICATE OF MERGER
OF
GROENDYK MANUFACTURING COMPANY, INC.
OLETEX INC.
MIDWEST RUBBER CUSTOM MIXING CORP.
WALTEX CORPORATION
UPR DISPOSITION, INC.
HOOVER-HANES RUBBER CUSTOM MIXING CORP.
UNIVERSAL RUBBER COMPANY
INTO
RUBATEX CORPORATION**

(Pursuant to Sections 251 and 303 of the General Corporation Law of Delaware)

The undersigned, Rubatex Corporation, a corporation incorporated pursuant to the General Corporation Law of Delaware (the "Corporation"), does hereby certify as follows:

1. The name and state of incorporation of each of the constituent corporations to the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Rubatex Corporation	Delaware
Groendyk Manufacturing Company, Inc.	Delaware
OleTex Inc.	Delaware
Midwest Rubber Custom Mixing Corp.	Delaware
Waltex Corporation	Delaware
UPR Disposition, Inc.	Delaware
Hoover-Hanes Rubber Custom Mixing Corp.	Delaware
Universal Rubber Company	Delaware

2. Each of the constituent corporations is a debtor-in-possession subject to federal bankruptcy proceedings under chapter 11 of title 11 of the United States Code, relating to reorganizations of corporations. The proceedings are jointly administered under Case No. 7-01-00436 WSR (collectively, the "Bankruptcy Case") before the United States Bankruptcy Court Western District of Virginia (the "Bankruptcy Court").

3. On July 17, 2001, by entry of the Order Pursuant to Section 1129 of the Bankruptcy Code Confirming the Debtors' Second Amended Joint Plan of Reorganization of RBX Group, Inc. and its Subsidiaries (the "Confirmation Order") in the Bankruptcy Case, the Bankruptcy Court confirmed the joint plan of reorganization of the constituent corporations, being the Second Amended Joint Plan of Reorganization of RBX Group, Inc. and its

Subsidiaries, as modified (the "Plan").

4. The Plan and the Confirmation Order authorize the merger of the constituent corporations without further action by their respective directors or stockholders.

5. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of Delaware, and to put into effect and carry out the Plan and the Confirmation Order of the Bankruptcy Court.

6. The surviving corporation of the merger is the Corporation.

7. The following amendment to the certificate of incorporation of the surviving corporation shall be effected by the merger. Article 1 thereof shall read in full as follows:

"1. The name of the corporation is RBX Industries, Inc."

8. The executed agreement of merger is on file at the office of the Corporation located at 4221 Valley Park Drive, Roanoke, Virginia 24019.

9. A copy of the agreement of merger will be furnished by the Corporation, on request and without cost, to any stockholder of any constituent corporation to the merger.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its Secretary this 16th day of August, 2001.

RUBATEX CORPORATION,
a Delaware corporation

By: /s/ Harry Schickling
Harry Schickling,
Secretary