

02-04-2002



101970042

COVER SHEET
ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New 1-17-02

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other

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 Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership Association

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

01/31/2002 TDIAZI 00000181 946585

01 FC:481
02 FC:482

40.00 OP
100.00 OP

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Mail Documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="946585"/>	<input type="text" value="946592"/>	<input type="text" value="946594"/>
<input type="text" value="1252623"/>	<input type="text" value="419754"/>	<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.

Jacqueline P. Scheib
Name of Person Signing


Signature

January 17, 2002
Date Signed

State of Delaware
Office of the Secretary of State

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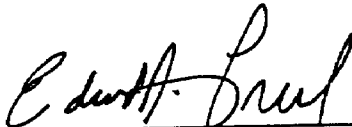
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"CROMPTON & KNOWLES CORPORATION", A MASSACHUSETTS CORPORATION,

WITH AND INTO "CK WITCO CORPORATION" UNDER THE NAME OF "CK WITCO CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF SEPTEMBER, A.D. 1999, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.




Edward J. Freel, Secretary of State

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001618200

AUTHENTICATION: 0845303

DATE: 12-11-00

TRADEMARK

REEL: 002436 FRAME: 0007

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 11:00 AM 09/01/1999
 991363829 - 3046078

**CERTIFICATE OF MERGER
 CROMPTON & KNOWLES CORPORATION
 INTO
 CK WITCO CORPORATION**

Pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware ("DGCL"), Crompton & Knowles Corporation, a corporation organized and existing under the laws of the Commonwealth of Massachusetts ("Crompton"), and CK Witco Corporation, a corporation organized and existing under the laws of the State of Delaware and a wholly-owned subsidiary of Crompton ("CK Witco"), do hereby certify to the following facts relating to the merger (the "Merger") of Crompton with and into CK Witco.

FIRST: The name and state of incorporation of each constituent entity that is a party to the Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Crompton & Knowles Corporation	Massachusetts
CK Witco Corporation	Delaware

SECOND: An Agreement and Plan of Reorganization, dated as of May 31, 1999, as amended (the "Agreement"), by and among Crompton, CK Witco, and Witco Corporation, a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(e) of the DGCL.

THIRD: The name of the surviving corporation, which shall be a Delaware corporation, is "CK Witco Corporation" (the "Surviving Corporation").

FOURTH: The certificate of incorporation of the Surviving Corporation shall be the Certificate of Incorporation of CK Witco.

FIFTH: The authorized capital stock of Crompton & Knowles Corporation, the Massachusetts corporation, consists of 250,000,000 shares of Common Stock, par value \$1.10 per share, and 250,000 shares of Preferred Stock, without par value.

SIXTH: The executed Agreement is on file at the office of the Surviving Corporation at the following address:

CK Witco Corporation
 One Station Place, Metro Center
 Stamford, Connecticut 06902

Sent By: INCORPORATING SERVICES LTD;

302 878 0789;

Sep-1-99 2:23PM;

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SEVENTH: A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Crompton and CK Witco have caused this Certificate of Merger to be duly executed as of this 1st day of September, 1999, to be effective at 4:30 p.m. on September 1, 1999.

ATTEST:

CROMPTON & KNOWLES CORPORATION

By: [Signature]
Name: John T. Ferguson II
Title: Vice President, General Counsel and Secretary

By: [Signature]
Name: Vincent A. Calarco
Title: Chairman of the Board, President and Chief Executive Officer

ATTEST:

CK WITCO CORPORATION

By: [Signature]
Name: John T. Ferguson II
Title: Senior Vice President, General Counsel and Secretary

By: [Signature]
Name: Vincent A. Calarco
Title: President and Chief Executive Officer