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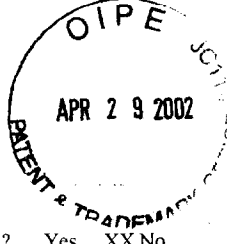
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OMB No. 065-0011 (exp. 4/94)

102079862

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

<p>1. Name of conveying party(ies):</p> <p>DAP, Inc.</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>3. Name and address of receiving party(ies):</p> <p>Name: <u>Beecham Home Improvement Products, Inc.</u></p> <p>Internal Address: _____</p> <p>Mailing Address: <u>855 North Third Street</u> <u>Tipp City, Ohio 45371</u></p> <p>Country: <u>U.S.A.</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>2. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>July 20, 1987</u></p>	



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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No(s). 76/486,215 B. Trademark No(s). 419,380

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Thomas W. Flynn, Esq.</u></p> <p>Internal Address: <u>Wood, Herron & Evans, L.L.P.</u> <u>2700 Carew Tower</u></p> <p>Street Address: <u>441 Vine Street</u></p> <p>City: <u>Cincinnati</u> State: <u>Ohio</u> Zip: <u>45202</u></p>	<p>6. Total number of applications and trademarks involved: <u>1</u></p> <p>7. Total fee (37 CFR 33.41): <u>\$40.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account if deficiencies occur</p> <p>8. Deposit Account number: <u>23-3000</u> (Attach duplicate copy of this page is paying by deposit account)</p>
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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.

Thomas W. Flynn (Reg. No. 21,097)
Name of Person Signing

Signature

April 18, 2002
Date

Total number of pages including cover sheet, attachments, and document: 9

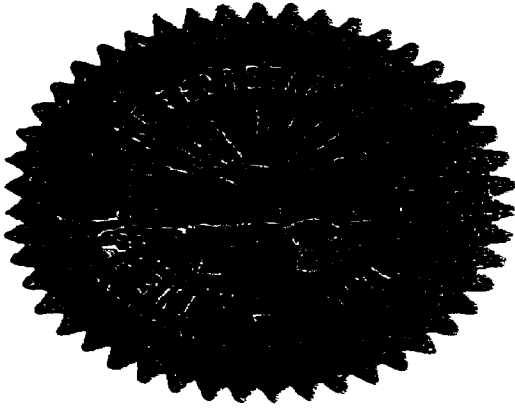
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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, SHERROD BROWN,
Secretary of State of the State of Ohio, do hereby certify that the foregoing is an ex-
emplified copy, carefully compared by me with the original record now in my official
custody as Secretary of State, and found to be true and correct, of the
Certificate of AGREEMENT OF MERGER of DAP, INC., an Ohio corporation,
Charter No. 684108, merging into: BEECHAM HOME IMPROVEMENT PRODUCTS
INC., survivor of said merger, an Ohio corporation, Charter No. 27456,
and changing its corporate title to: DAP INC., was

filed in this office on the 20th day of July A.D. 1987
and recorded on ~~(in)~~ Roll ~~(Volume)~~ G 0212, Frame ~~(Page)~~ 1052 of
the Records of Incorporations.



WITNESS my hand and official seal at
Columbus, Ohio, this 1st day
of February A.D. 19 88.

Sherrod Brown

SHERROD BROWN
Secretary of State

27456
APPROVED
BY [Signature]
DATE 7/20/87
50.

AGREEMENT OF MERGER

MERGING

DAP, Inc.

(A Corporation of the State of Ohio)

INTO

Beecham Home Improvement Products Inc.

(A Corporation of the State of Ohio)

G0212-1052

FIRST: Beecham Home Improvement Products Inc., a corporation organized and existing under the laws of the State of Ohio, and owning 100% of the outstanding shares of DAP, Inc., a corporation organized and existing under the laws of the State of Ohio (hereinafter referred to as the subsidiary corporation), agreed that the subsidiary corporation shall be and hereby is merged into Beecham Home Improvement Products Inc. (hereinafter referred to as the parent corporation). The terms and conditions of said merger and the mode of carrying same into effect are set forth in this agreement of merger.

SECOND: The parent corporation shall survive the merger herein contemplated but shall herewith change its name to DAP Inc. The parent corporation shall continue to be governed by the laws of the State of Ohio, but the separate corporate existence of the subsidiary corporation shall cease forthwith upon the effective date of the merger.

The amendments or changes in the Articles of Incorporation of the parent corporation that are to be effected by the merger are as follows:
Article I of the Articles of Incorporation shall be amended to read:

"Article I. Jurisdiction and Name. The corporation shall be governed by the State of Ohio and the name is:

DAP Inc."

THIRD: The parties to this agreement of merger are Beecham Home Improvement Products Inc., a corporation organized on October 3, 1903, under the General Corporation Laws of the State of Ohio, and DAP, Inc., a corporation organized on August 25, 1986, and existing under the laws of the State of Ohio.

FOURTH: 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 parent corporation shall be as follows:

TRADEMARK

- (a) Each share of common stock of the parent corporation which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
- (b) Each share of common stock of the subsidiary corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof, shall forthwith be cancelled and no new shares of the parent corporation shall be issued in exchange therefor.

FIFTH: The terms and conditions of the merger are as follows:

- (a) The By-Laws of the parent corporation as they shall exist on the effective date of this merger shall be and remain the By-Laws of the parent corporation until the same shall be altered, amended and repealed as therein provided.
- (b) The directors and officers of the parent corporation shall continue in office until the next annual meeting of stockholders or until their successors shall have been elected and qualified.
- (c) This merger shall become effective upon filing.
- (d) The parent corporation shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of each of the constituent corporations, and all obligations belonging to or due to each of the constituent corporations, all of which shall be vested in the surviving corporation without further act or deed. Title to any real estate or any interest therein vested in any constituent corporation shall not revert or in any way be impaired by reason of such merger.

SIXTH: The designation and number of outstanding shares of each class of the subsidiary corporation and the number of shares of each such class owned by the parent corporation is as follows:

<u>Name of Subsidiary</u>	<u>Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Parent</u>
DAP, Inc.	Common	1	1

SEVENTH: This agreement was duly approved by the directors of each of the constituent corporations and adopted pursuant to Section 1701.78 of the Revised Code of Ohio as the act of Beecham Home Improvement Products, Inc. and as the act of DAP, Inc.

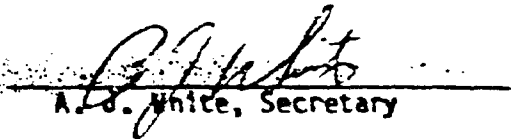
IN WITNESS WHEREOF, Beecham Home Improvement Products Inc., an Ohio corporation, and DAP, Inc., an Ohio corporation, the corporations which are the parties to the Agreement of Merger, pursuant to the authority duly given by their respective boards of directors and by the unanimous written consent of their shareholders, have caused this Agreement of Merger to be executed in their respective corporate names by the vice-president and the secretary of each of the corporations and the corporate seals to be affixed on this 17th day of July, 1987.

BEECHAM HOME IMPROVEMENT PRODUCTS INC.

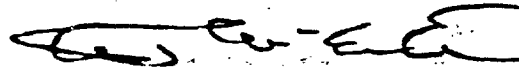


R. E. McEntee, Vice President

(CORPORATE SEAL)

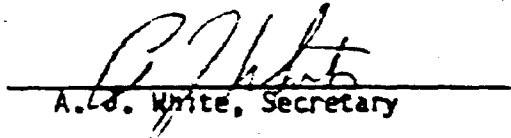

A. G. White, Secretary

DAP, Inc.



R. E. McEntee, Vice President

(CORPORATE SEAL)


A. G. White, Secretary

G0212-1055

CERTIFICATE OF VICE PRESIDENT AND SECRETARY

OF

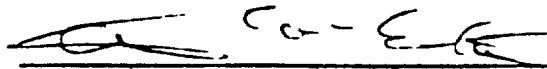
DAP, INC.

The Merging Corporation, a Corporation of the State of Ohio,
showing approval of Agreement of Merger

ROBERT E. McENTEE, Vice President, and ALBERT J. WHITE, Secretary of DAP, Inc., a corporation organized and existing under the laws of the State of Ohio, do hereby certify as such officers of said Corporation that the Agreement of Merger to which this Certificate is attached was duly approved by the board of directors of the said corporation on the 22nd day of June, 1987 at a meeting duly held on such date by the affirmative vote of the majority of the directors of said corporation pursuant to its Articles of Incorporation and in accordance with the laws of the State of Ohio. Pursuant to the provisions of Section 1701.78 of the Revised Code of Ohio and its Articles of Incorporation, unanimous written consent of the sole shareholder was received to approve and adopt the Agreement of Merger. The shares of the said corporation owned by Beecham Home Improvement Products Inc., the surviving parent corporation, constituted 100% of the outstanding shares of the said corporation. The manner of approval of the Agreement of Merger, action by the directors and the unanimous written consent of the sole shareholder constituted the adoption of the Agreement of Merger by the corporation pursuant to and in conformity with the laws of Ohio and is thereby the duly adopted agreement and act of DAP, Inc, the said corporation.

IN WITNESS WHEREOF, ROBERT E. McENTEE, Vice President, and ALBERT J. WHITE, Secretary, have hereunto subscribed their names.

DAP, INC.


Robert E. McEntee, Vice President

(Corporate Seal)


Albert J. White, Secretary

CERTIFICATE OF VICE PRESIDENT AND SECRETARY

G0212-1055

OF

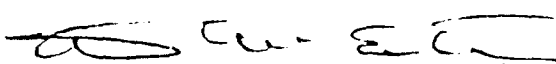
BEECHAM HOME IMPROVEMENT PRODUCTS INC.

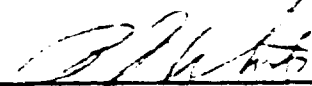
The Surviving Corporation, A Corporation of the State of Ohio,
Showing Approval of Agreement of Merger

ROBERT E. McENTEE, Vice President, and ALBERT J. WHITE, Secretary of Beecham Home Improvement Products Inc. an Ohio corporation, organized and existing under the laws of Ohio do hereby certify as such officers of the said corporation that the Agreement of Merger to which this certificate is attached after having been duly signed and after having been signed on behalf of Beecham Home Improvement Products Inc., a corporation of the State of Ohio, was duly adopted pursuant to Article II, Section 1701.70 of the Revised Code of Ohio by affirmative vote of a majority of the directors at a meeting duly held on the 22nd day of June, 1987 and by the unanimous written consent of its sole shareholder. The merger does not involve issuance or transfer by the said surviving corporation to the shareholders of DAP, Inc., the subsidiary corporation, of such number of shares of the surviving corporation which will entitle the holders thereof after the consummation of the merger to exercise one-sixth or more of the voting power of the said corporation in the election of the directors. There is no change in the directors of said corporation that would require action by the shareholders or by the holders of a particular class of said surviving corporation. That the said corporation is the owner of one (1) share of the subsidiary corporation, which constitutes 100% of the outstanding shares of the subsidiary corporation. That the Agreement of Merger thereby was adopted by the action of the board of directors and by the unanimous written consent of the sole shareholder of said Beecham Home Improvement Products Inc, the surviving corporation, and is the duly adopted agreement and act of the said corporation.

IN WITNESS WHEREOF, ROBERT E. McENTEE, Vice President, and ALBERT J. WHITE, Secretary, have hereunto subscribed their names this 17th day of July, 1987.

BEECHAM HOME IMPROVEMENT PRODUCTS INC.
(An Ohio corporation)


Robert E. McEntee, Vice President


Albert J. White, Secretary

(Seal)

CERTIFICATE OF MERGER

G0212-1057

OF

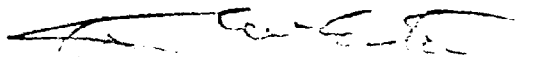
DAP, INC.

INTO

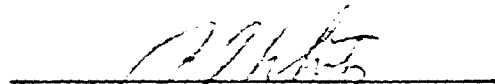
BEECHAM HOME IMPROVEMENT PRODUCTS INC.

The Agreement of Merger to which this Certificate is attached having been duly adopted in accordance with the laws of Ohio and with its provisions as set forth in the attached certificates of the Vice President and Secretary of Beecham Home Improvement Products Inc. and the Vice President and Secretary of DAP, Inc., each of the parties to the said Agreement of Merger, the officers do therefore sign this Certificate of Merger pursuant to Section 1701.81 of the Revised Code of Ohio.

BEECHAM HOME IMPROVEMENT PRODUCTS INC.

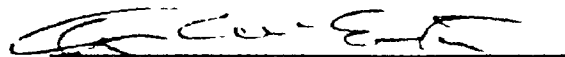


R. E. McEntee, Vice President

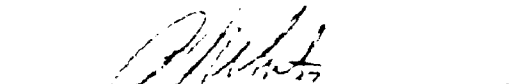


A. J. White, Secretary

DAP, INC.



R. E. McEntee, Vice President



A. J. White, Secretary

00212-1053

PLAN OF MERGER

FIRST: Beecham Home Improvement Products Inc., a corporation organized under the laws of the State of Ohio, shall merge with and into itself and assume the liabilities and obligations of DAP, Inc., a corporation organized under the State of Ohio. The surviving corporation is Beecham Home Improvement Products Inc.

SECOND: The presently issued and outstanding shares of stock of DAP, Inc., the merging corporation, all of which are owned by Beecham Home Improvement Products Inc., the surviving corporation, shall be surrendered and cancelled. No shares of stock of the surviving corporation shall be issued in exchange therefore.

THIRD: The Articles of Incorporation of Beecham Home Improvement Products Inc. shall be the Articles of Incorporation of the corporation surviving the merger, except that Article I shall be amended to read as follows:

"Article I. Jurisdiction and Name. The corporation shall be governed by the State of Ohio and the name is:

DAP Inc."

FOURTH: The By-Laws of Beecham Home Improvement Products Inc. shall be the By-Laws of the corporation surviving the merger.

FIFTH: The directors and officers of Beecham Home Improvement Products Inc. shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.