

05-20-2002

Form PTO-1594 (Rev. 03/01) R
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Saint-Gobain Performance Plastics Corporation

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: December 31, 1999

2. Name and address of receiving party(ies)

Name: Furon Corporation

Internal Address: _____
Address: _____

Street Address: 29982 Ivy Glenn Drive

City: Laguna Niguel State: CA Zip: 92677

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- 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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1194664

Additional number(s) attached Yes No

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

Name: Lewis F. Gould, Jr.

Internal Address: Duane Morris LLP
36th Floor

Street Address: One Liberty Place

City: Phila. State: PA Zip: 19103

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
 - Authorized to be charged to deposit account
- Any deficiency or overpayment

8. Deposit account number:

04-1679

OFFICE OF PUBLIC RECORDS
2002 MAY 13 AM 11:10
FINANCE SECTION

DO NOT USE THIS SPACE

9. Signature.

Lewis F. Gould, Jr.
Name of Person Signing

Lewis F. Gould, Jr.
Signature

May 6, 2002
Date

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

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

05/17/2002 BYRNE 00000270 1194664

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State of California

SECRETARY OF STATE

CERTIFICATE OF FILING

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 31st day of December, 1999, there was filed in this office a(n) **Certificate of Ownership** merging **SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION**, a(n) Delaware corporation, into **FURON COMPANY**, a California corporation, and the surviving corporation, by the terms of said agreement.

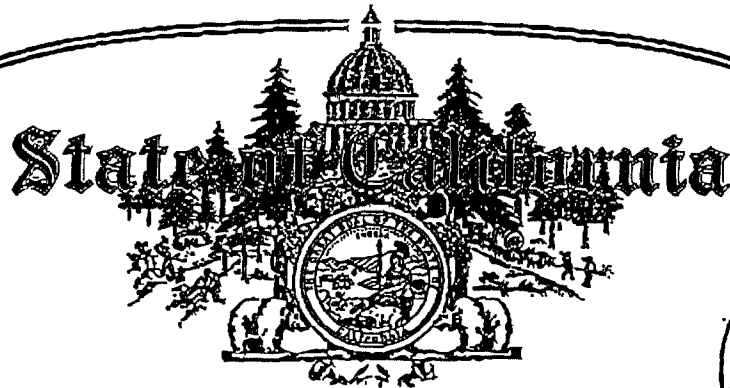
Further, that the name of the surviving corporation was changed to **SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION** by terms of said Certificate of Ownership.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 7, 2000.

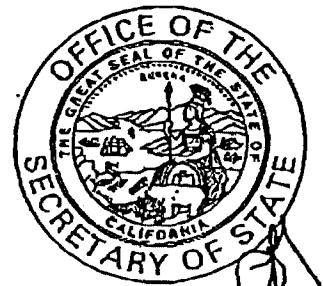


Bill Jones
BILL JONES
Secretary of State

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SECRETARY OF STATE

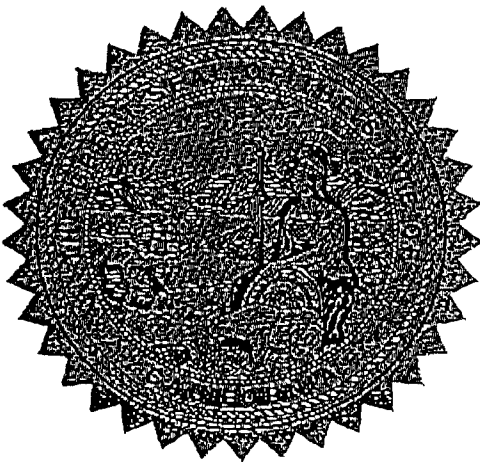


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 31 1999



Bill Jones

Secretary of State

CERTIFICATE OF OWNERSHIP

DEC 31 1999

MERGING

BILL JONES, Secretary of State

SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION

INTO

FURON COMPANY

We, Mark V. Barter, Vice President, and Walter S. Peake, Assistant Secretary, of Saint-Gobain Performance Plastics Corporation, a corporation organized and existing under the laws of the State of Delaware, do hereby certify:

1. That they are, respectively, a Vice President and an Assistant Secretary of Saint-Gobain Performance Plastics Corporation.
2. That Saint-Gobain Performance Plastics Corporation is duly organized and existing under the laws of the State of Delaware, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.
3. That Saint-Gobain Performance Plastics Corporation owns one hundred percent (100%) of the outstanding shares of Furon Company, a corporation duly organized and existing under the laws of the State of California ("Surviving Corporation").
4. That the following resolutions were duly adopted and approved by the board of directors of Saint-Gobain Performance Plastics Corporation:

RESOLVED, that Saint-Gobain Performance Plastics Corporation merge, and it hereby does merge itself into said Furon Company which assumes all of the obligations of Saint-Gobain Performance Plastics Corporation, pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code, upon the terms set forth in the Agreement and Plan of Merger submitted to this Board, and that such Agreement and Plan of Merger is hereby approved and adopted.

FURTHER RESOLVED, that the merger shall be effective at the close of business on December 31, 1999 ("Effective Date").

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

- (a) Each share of the Common Stock of Furon Company owned by Saint-Gobain Performance Plastics Corporation immediately prior to the Effective Date, constituting all of the issued and outstanding stock of

Furon Company, shall be cancelled, and no payment shall be made with respect thereto.

- (b) Each share of the common stock of Saint-Gobain Performance Plastics Corporation outstanding immediately prior to the Effective Date shall be converted into and become one share of the common stock of the Surviving Corporation, with the same powers, rights and privileges of the shares so converted, and shall constitute the only outstanding shares of capital stock of the Surviving Corporation.

FURTHER RESOLVED, that, pursuant to the Agreement and Plan of Merger, the Surviving Corporation, change its name by amending Article One of its Articles of Incorporation to read as follows:

FIRST: The name of the Corporation shall be Saint-Gobain Performance Plastics Corporation.

FURTHER RESOLVED, that the proper officers of Saint-Gobain Performance Plastics Corporation be and hereby are directed to make and execute a Certificate of Ownership and Merger with the Secretary of State of Delaware and a Certificate of Ownership with the California Secretary of State setting forth a copy of the resolutions to merge into said Furon Company, which will assume its liabilities.

5. That the resolutions and Plan of Merger as set forth above were duly approved by the Board of Directors of Furon Company pursuant to the provisions of Section 1110 of the California Corporations Code.

6. This certificate shall become effective on December 31, 1999.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true to their own knowledge. Executed at Northboro, Massachusetts and Valley Forge, Pennsylvania on December 13, 1999.

Mark V. Barter

Mark V. Barter, Vice President

Walter S. Peake

Walter S. Peake, Assistant Secretary



State of California

SECRETARY OF STATE

CERTIFICATE OF FILING

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the **31st day of December, 1999**, there was filed in this office an amendment changing the corporation name from **FURON COMPANY**, a California corporation, to **SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION**.

STATE OF MINNESOTA
FILED

AUG 01 2000

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 18, 2000.



Bill Jones
BILL JONES
Secretary of State

df

Office of the Secretary of State

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:

"SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "FURON COMPANY" UNDER THE NAME OF "FURON COMPANY" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1999, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

991556022

DATE:

12-29-99

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION

INTO

FURON COMPANY

SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION, a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That Saint-Gobain Performance Plastics Corporation was incorporated on the 11th day of December, 1981, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Saint-Gobain Performance Plastics Corporation owns one hundred percent (100%) of the outstanding shares (of each class) of the stock of Furon Company, a corporation incorporated on the 28th day of August, 1957, pursuant to the Corporations Code of the State of California ("Surviving Corporation").

THIRD: That the directors of Saint-Gobain Performance Plastics Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board, dated December 13, 1999, determined to merge itself into said Furon Company:

RESOLVED, that Saint-Gobain Performance Plastics Corporation merge, and it hereby does merge itself into said Furon Company which assumes all of the obligations of Saint-Gobain Performance Plastics Corporation pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code, upon the terms set forth in the Agreement and Plan of Merger submitted to this Board, and that such Agreement and Plan of Merger is hereby approved and adopted.

FURTHER RESOLVED, that the merger shall be effective at the close of business on December 31, 1999 ("Effective Date").

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

- (a) Each share of the Common Stock of Furon Company owned by Saint-Gobain Performance Plastics Corporation immediately prior to the Effective Date, constituting all of the issued and outstanding stock of Furon Company, shall be cancelled, and no payment shall be made with respect thereto.
- (b) Each share of the common stock of Saint-Gobain Performance Plastics Corporation outstanding immediately prior to the Effective Date shall be converted into and become one share of the common stock of the Surviving Corporation, with the same powers, rights and privileges of the shares so converted, and shall constitute the only outstanding shares of capital stock of the Surviving Corporation.

FURTHER RESOLVED, that the proposal for the merger Agreement and Plan of Merger shall be submitted to the sole stockholder of Saint-Gobain Performance Plastics Corporation for its approval by written consent, and upon receiving the signature of the sole stockholder of Saint-Gobain Performance Plastics Corporation on the Agreement and Plan of Merger and on a written consent containing resolutions authorizing the merger, the merger shall be approved.

FURTHER RESOLVED, that, pursuant to the Agreement and Plan of Merger, Furon Company, the Surviving Corporation, change its name by amending Article One of its Articles of Incorporation to read as follows:

FIRST: The name of the Corporation shall be Saint-Gobain Performance Plastics Corporation.

FOURTH: That the merger has been approved by the holder of all of the outstanding stock entitled to vote thereon of Saint-Gobain Performance Plastics Corporation by written consent pursuant to the provisions of Section 228 and Section 253 of the General Corporation Law of the State of Delaware.

FIFTH: That Furon Company survives the merger and may be served with the process in the State of Delaware in any proceeding for enforcement of any obligation of Saint-Gobain Performance Plastics Corporation as well as for enforcement of any obligation of any surviving corporation arising from the merger, including any suit or proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of the Section 262 Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is: Saint-Gobain Performance Plastics Corporation, 750 E. Swedesford Road, Valley Forge, PA 19482, Att: General Counsel, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to the Surviving Corporation at the above address.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Saint-Gobain Performance Plastics Corporation at any time prior to the time that this merger filed with the Secretary of State.

IN WITNESS WHEREOF, said Saint-Gobain Performance Plastics Corporation has caused this Certificate to be signed by Mark V. Barter, its Vice President, this 13th day of December, 1999.

SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION

Mark V. Barter

By: Mark V. Barter, Vice President