

06-21-2002

REC



102130326

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

1. Name of conveying party(ies):

The Quikrete Companies

6-17-02

Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State (Ohio)
Other

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

3. Nature of Conveyance:

Assignment X Merger
Security Agreement X Change of Name
Other

Execution Date: December 29, 1999

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

Name: The Quikrete Companies, Inc.
Internal Address: One Securities Centre
Street Address: One Piedmont Road, N.E., Suite 1300
City Atlanta Country Georgia ZIP 30305

Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation-State (Delaware)
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:
Yes No
(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes X No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)
1,187,655

Additional numbers attached? X Yes No

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

Name: Belinda L. Reynolds, Legal Assistant

Internal Address:

Porter, Wright, Morris & Arthur LLP

Street Address: 41 South High Street

City: Columbus State: OH ZIP: 43215

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$190.00

X Enclosed
Authorized to be charged to deposit account

8. Deposit account number: 16-2326

(Attach duplicate copy of this page if paying by deposit account)

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 documents.

Karen K. Hammond
Name of Person Signing

Signature

June 10, 2002
Date

Total number of pages comprising cover sheet 2

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Box Assignments
Director - U.S. Patent and Trademark Office
Washington, D.C. 20231

OFFICE OF PUBLIC RECORDS
FINANCE SECTION
2002 JUN 17 PM 4: 02

COLUMBUS/953093.01
06/20/2002 LMUELLER 00000119 1187655

01 FC:481 40.00 OP
02 FC:482 150.00 OP

TRADEMARK
REEL: 002529 FRAME: 0373

Registration Nos.

1,172,270  
1,374,795  
1,384,305  
1,202,717  
767,386  
1,363,380

Office of the Secretary of State

---

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

"THE QUIKRETE COMPANIES", A OHIO CORPORATION,  
WITH AND INTO "QCI MERGER CO." UNDER THE NAME OF "THE QUIKRETE COMPANIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 2:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2000.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1495180

DATE: 12-11-01

3143019 8100M

010632392

TRADEMARK  
REEL: 002529 FRAME: 0375

**CERTIFICATE OF MERGER  
OF  
THE QUIKRETE COMPANIES  
(an Ohio corporation)  
INTO  
QCI MERGER CO.  
(a Delaware corporation)**

The undersigned, a duly authorized officer of QCI Merger Co., a Delaware corporation, as surviving corporation of the merger, pursuant to Section 252 of the Delaware General Corporation Law, as amended, hereby executes this Certificate of Merger:

**ARTICLE I.**

The names of the corporations which are parties to the merger are QCI Merger Co., a Delaware corporation, and The QUIKRETE Companies, an Ohio corporation (collectively, the "Constituent Companies"). The laws of the jurisdiction of each of the Constituent Companies permit this merger and each of the Constituent Companies has complied with that law in effecting the merger.

**ARTICLE II.**

The Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Companies in accordance with Section 252(c) of the Delaware General Corporation Law and the Ohio General Corporation Law.

**ARTICLE III.**

The name of the surviving corporation is QCI Merger Co., a Delaware corporation (the "Surviving Corporation").

**ARTICLE IV.**

The merger shall become effective on January 1, 2000, at 12:01 A.M. Eastern Standard Time (such date and time referred to herein as the "Effective Date of the Merger").

**ARTICLE V.**

The Certificate of Incorporation of QCI Merger Co. shall be the Certificate of Incorporation of the Surviving Corporation, except that, upon the Effective Date of the Merger, the name of the Corporation shall be changed by amending Article I

of the Certificate of Incorporation of QCI Merger Co. to read as follows:

"The name of the Corporation is The QUIKRETE Companies, Inc."

ARTICLE VI.

The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation located at 2987 Clairmont Road, Suite 500, Atlanta, Georgia 30329.

ARTICLE VII.

A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Company.

ARTICLE VIII.

The authorized capital stock of each Constituent Company which is not a corporation of the State of Delaware is as follows:

| <u>Constituent Corporation</u> | <u>Authorized Capital Stock and Par Value</u> |               |                  |
|--------------------------------|---|---------------|------------------|
| The QUIKRETE Companies         | <u>Class</u>                                  | <u>Amount</u> | <u>Par Value</u> |
|                                | Voting<br>Common Stock                        | 25,000        | None             |
|                                | Preferred Stock                               | 25,000        | None             |

\*\*\*\*\*


[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, QCI Merger Co., a Delaware corporation, as Surviving Corporation, has caused this Certificate of Merger to be executed as of this 30<sup>th</sup> day of December, 1999.

**QCI MERGER CO.**

By:   
Name: James E. Winchester, Jr.  
Title: President

**ATTEST:**

By:   
Name: Dennis C. Winchester  
Title: Secretary