

06-21-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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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) Association General Partnership Limited Partnership Corporation-State Delaware Other

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 31, 1999

2. Name and address of receiving party(ies)

Name: Furon Corporation

Internal Address:

Street Address: 29982 Ivy Glenn Drive

City: Laguna State: CA Zip: 92677 Niguel

- 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)

1979918; 1979919

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: 2

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

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

8. Deposit account number:

04-1679

DO NOT USE THIS SPACE

9. Signature.

Lewis F. Gould, Jr. Name of Person Signing

Signature

Date June 11, 2002

Total number of pages including cover sheet, attachments, and document: 7

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

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State of Delaware

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 "EURON COMPANY" UNDER THE NAME OF "EURON 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.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0168612
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