

01-31-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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3. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

1-29-03

Grow Group, Inc.

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

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

2. Name and address of receiving party(ies)

Name: The Glidden Company

Internal Address: 900 Huntington Building

Street Address: 925 Euclid Avenue

City: Cleveland State: OH Zip: 44115

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/31/1996

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,224,198

1,224,199 1,224,983

Additional number(s) attached Yes No

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

Name: Cynthia A. Binns

Internal Address: 900 Huntington Building

Street Address: 925 Euclid Avenue

City: Cleveland State: OH Zip: 44115

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 120.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

07-1447

DO NOT USE THIS SPACE

9. Signature.

Cynthia A. Binns (OH Sup. Ct. #0064401) Name of Person Signing

Cynthia A. Binns Signature

January 24, 2003 Date

Total number of pages including cover sheet, attachments, and document: 12

01/30/2003 ECOOPER 00000090 071447 1224198

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

01 FC:0521 40.00 CH 02 FC:0522 50.00 CH

TRADEMARK REEL: 002662 FRAME: 0008

CERTIFICATE OF SECRETARY

I, John J. Haggerty, hereby certify:

1. That, I am the duly elected, qualified Secretary of The Glidden Company, a Delaware corporation.

2. That, Color Key Corporation, a California corporation was a wholly-owned subsidiary of Grow Group, Inc., a New York corporation ("GROW").

3. That, effective on or about June 14, 1995, GDEN Corporation, a New York corporation ("GDEN") and an indirect wholly-owned subsidiary of Imperial Chemical Industries PLC, a corporation organized under the laws of England ("ICI PLC"), acquired substantially all of the stock of Grow.

4. That, subsequent thereto, also on or about June 14, 1995, GDEN was merged into Grow.

5. Color Key Corporation was merged into Grow effective on December 31, 1995, as reflected in the attached Certificate of Merger, and I hereby further certify that such Certificate of Merger is a true and exact copy of the original filed with the Secretary of State of New York and the Secretary of State of California.

6. That, Grow was merged into The Glidden Company, also an indirect wholly-owned subsidiary of ICI PLC, effective December 31, 1996, as reflected in the attached Certificate of Merger, and I hereby further certify that such Certificate of Merger is a true and exact copy of the original filed with the Secretary of State of Delaware.

IN WITNESS WHEREOF, I have hereunto placed my hand and the seal of The Glidden Company at Cleveland, Ohio this 20th day of January, 2003.

THE GLIDDEN COMPANY

By: *John J. Haggerty*
John J. Haggerty
Title: Secretary

STATE OF OHIO)
) ss:
COUNTY OF CUYAHOGA)

Before me, a notary public in and for said county and state, personally appeared John J. Haggerty who acknowledged that he did sign the within instrument of his own free act and deed on behalf of said corporation.

Subscribed and sworn to before me this 20th day of January, 2003.

Kimberly J. Kren
Notary Public
KIMBERLY J. KREN
Notary Public- State of Ohio
My Commission Expires June 16, 2005

TRADEMARK
REEL: 002662 FRAME: 0009

State of California

SECRETARY OF STATE

CORPORATION DIVISION

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

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

FEB 22 1996



Bill Jones

Secretary of State

State of New York }
Department of State } *ss:*

I hereby certify that I have compared the annexed copy of the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

DEC 13 1995



Alexander F. Dreaclwell
Secretary of State

95121000513

ES14206

CERTIFICATE OF MERGER
OF

AMERITONE PAINT CENTERS OF NEVADA, INC.
AMERITONE PAINT CORPORATION
BENNETT PAINT CORPORATION
B-J ASSET CORP.
BOYSEN PAINT COMPANY
CALGROW ACQUISITION CORPORATION
CALUSA CHEMICAL COMPANY
COLOR KEY CORPORATION
DEVOE & RAYNOLDS COMPANY, INC.
DNR FINISHES, INCORPORATED
FISHER-THORSEN PAINT COMPANY
GROW CHEMICAL COATINGS CORP. OF CALIFORNIA
GROW CHEMICAL CORP.
GROW COATINGS, INC.
GROW DISTRIBUTING, INC.
GROW GROUP HOLDING CORP.
GROW PRODUCTS, INC.
GROWCO, INC.
NAPKO CORPORATION
NATIONAL AEROSOL PRODUCTS COMPANY
REPLYCO, INC.
R.O.L., INC.
SINCLAIR-AMERITONE PAINT CORPORATION
TREWAX COMPANY
ZYNOLYTE PRODUCTS COMPANY

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

FEB 1 1996

Bill Jones
BILL JONES, Secretary of State

INTO

GROW GROUP, INC.

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

* * * * *

GROW GROUP, INC., pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. Grow Group, Inc., a corporation of the State of New York, the parent corporation and survivor of the merger, originally formed under the name Metropolitan Telephone Supply Corp. on June 20, 1950, owns all of the outstanding shares of:

<u>CORPORATE NAME</u>	<u>STATE OF INCORPORATION</u>
Ameritone Paint Centers of Nevada, Inc.	Delaware
Ameritone Paint Corporation (originally incorporated as Sinclair Acquisition Corp.)	California

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REEL: 002662 FRAME: 0012

Bennett Paint Corporation	Delaware
B-J Asset Corp. (originally incorporated as TWI Holdings Corp.)	Delaware
Boysen Paint Company	Delaware
Calgrow Acquisition Corporation	Delaware
Calusa Chemical Company (originally incorporated as Shirt Finishing Inc.)	California
Color Key Corporation (originally incorporated as Ameritone Color Key Corporation)	California
Devoe & Reynolds Company, Inc. (originally incorporated as Beckwith-Chandler Company)	Delaware
DNR Finishes, Inc. (originally incorporated as Celcorp International, Inc.)	Delaware
Fisher-Thorsen Paint Company	Delaware
Grow Chemical Coatings Corp. of California	Delaware
Grow Chemical Corp.	Delaware
Grow Coatings, Inc. (originally incorporated as Devoe Coatings Inc.)	Delaware
Grow Distributing, Inc. (originally incorporated as Jacroy Wallcoverings, Inc.)	Delaware
Grow Group Holding Corp.	New York
Grow Products, Inc. (originally incorporated as Grow Consumer Products, Inc.)	Delaware
Growco, Inc.	Florida
Napko Corporation	Delaware
National Aerosol Products Company	Delaware
Replyco, Inc.	Delaware
R.O.L., Inc. (originally incorporated as Yraropmet Company, Incorporated)	New York
Sinclair-Ameritone Paint Corporation (originally incorporated as G.V.C. Paint Company)	California
Trewax Company	Delaware
Zynolyte Products Company (originally incorporated as Zynobuy Corporation)	California

2. As to each subsidiary corporation, the designation and number of outstanding shares and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Ameritone Paint Centers of Nevada, Inc.	Common - 1,000	1,000
Ameritone Paint Corporation	Common - 200	200
Bennett Paint Corporation	Common - 1,000	1,000
B-J Asset Corp.	Common - 1,000	1,000
Boysen Paint Company	Common - 1,000	1,000
Calgrow Acquisition Corporation	Common - 1,000	1,000
Calusa Chemical Company	Common - 833.66	833.66
Color Key Corporation	Common - 10	10

(2)

Devoe & Reynolds Company, Inc.	Common - 1,000	1,000 -
DNR Finishes, Incorporated	Common - 500	500
Fisher-Thorsen Paint Company	Common - 1,000	1,000
Grow Chemical Coatings Corp. of California	Common - 1,000	1,000 -
Grow Chemical Corp.	Common - 1,000	1,000
Grow Coatings, Inc.	Common - 1,000	1,000
Grow Distributing, Inc.	Common - 1,000	1,000
Grow Group Holding Corp.	Common - 200	200
Grow Products, Inc.	Common - 100	100 -
Growco, Inc.	Common - 50	50
Napko Corporation	Common - 100	100
National Aerosol Products Company	Common - 1,000	1,000
Replyco, Inc.	Common - 1,000	1,000
R.O.L., Inc.	Common - 1,000	1,000
Sinclair-Ameritone Paint Corporation	Common - 500	500
Trewax Company	Common - 1,000	1,000
Zynolyte Products Company	Common - 1,000	1,000

3. (a) The certificate of incorporation of Grow Group Holding Corp. was filed in the Department of State on the 2nd day of June, 1980. -

The certificate of incorporation of R.O.L., Inc. was filed in the Department of State on the 19th day of September, 1968.

(b) The following is a list of the foreign merging corporations, their state and date of incorporation and whether an application for authority to do business in the State of New York was filed in the Department of State:

<u>Name of Subsidiary</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>	<u>Status of Application for Authority</u>
Ameritone Paint Centers of Nevada, Inc.	Delaware	9/19/85	None filed
Ameritone Paint Corporation	California	7/8/94	None filed
Bennett Paint Corporation	Delaware	5/21/85	None filed
B-J Asset Corp.	Delaware	12/28/78	None filed
Boysen Paint Company	Delaware	7/1/81	None filed
Calgrow Acquisition Corporation	Delaware	10/28/83	None filed
Calusa Chemical Company	California	5/6/53	None filed
Color Key Corporation	California	6/21/67	None filed

(3)

Devoe & Raynclds Company, Inc.	Delaware	6/26/46	Filed 4/29/81
DNR Finishes, Incorporated	Delaware	4/10/64	None filed
Fisher-Thorsen Paint Company	Delaware	4/16/81	None filed
Grow Chemical Coatings Corp. of California	Delaware	2/3/83	None filed
Grow Chemical Corp.	Delaware	3/13/79	Filed 4/20/79
Grow Coatings, Inc.	Delaware	4/21/83	None filed
Grow Distributing, Inc.	Delaware	6/12/80	None filed
Grow Products, Inc.	Delaware	10/24/83	None filed
Growco, Inc.	Florida	5/3/66	None filed
Napko Corporation	Delaware	4/29/85	None filed
National Aerosol Products Company	Delaware	1/25/83	None filed
Replyco, Inc.	Delaware	7/1/87	None filed
Sinclair-Ameritone Paint Corporation	California	6/21/65	None filed
Trewax Company	Delaware	7/7/81	None filed
Zynolyte Products Company	California	10/5/81	None filed

(c) The merger is permitted by the laws of the state of incorporation of each foreign subsidiary and is in compliance therewith.

4. The surviving corporation owns all of the outstanding shares of each corporation to be merged.

5. The merger shall be effective December 31, 1995.

6. The plan of merger was adopted by the board of directors of the surviving corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 7th day of December, 1995 and the statements contained therein are affirmed as true under penalties of perjury.

Grow Group, Inc.,

By 

John A. Danzeisen, President

By 

Stanley A. Lockitski, Secretary

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CERTIFICATE OF MERGER
 OF
 AMERITONE PAINT CENTERS OF NEVADA, INC.
 AMERITONE PAINT CORPORATION
 BENNETT PAINT CORPORATION
 B-J ASSET CORP
 BOYSEN PAINT COMPANY
 CALGROW ACQUISITION CORPORATION
 CALUSA CHEMICAL COMPANY
 COLOR KEY CORPORATION
 DEVOE & RAYNOLDS COMPANY, INC.
 DNR FINISHES, INCORPORATED
 FISHER-THORSEN PAINT COMPANY
 GROW CHEMICAL COATINGS CORP. OF CALIFORNIA
 GROW CHEMICAL CORP.
 GROW COATINGS, INC.
 GROW DISTRIBUTING, INC.
 GROW GROUP HOLDING CORP.
 GROW PRODUCTS, INC.
 GROWCO, INC.
 NAPKO CORPORATION
 NATIONAL AEROSOL PRODUCTS COMPANY
 REPLYCO, INC.
 R.O.L., INC.
 SINCLAIR-AMERITONE PAINT CORPORATION
 TREWAX COMPANY
 ZYNOLYTE PRODUCTS COMPANY
 INTO
 GROW GROUP, INC.

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

12/31/95
56 MARK

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THE GLIDDEN COMPANY
925 EUCLID AVENUE
CLEVELAND, OH 44115

100
 STATE OF NEW YORK
 DEPARTMENT OF STATE
 FILED DEC 18 1995
 TAXES
 BY: JAA
 New York

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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 MERGER, WHICH MERGES:

"GROW GROUP, INC.", A NEW YORK CORPORATION,

WITH AND INTO "THE GLIDDEN COMPANY" UNDER THE NAME OF "THE GLIDDEN COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF DECEMBER, A.D. 1996, AT 3:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

11-18-99

DATE:

TRADEMARK
REEL: 002662 FRAME: 0017

CERTIFICATE OF MERGER
 OF
 GROW GROUP, INC.
 INTO
 THE GLIDDEN COMPANY
 * * * * *

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Grow Group, Inc.	New York
The Glidden Company	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is The Glidden Company, a Delaware corporation.

FOURTH: That the Certificate of Incorporation of The Glidden Company, a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 925 Euclid Avenue, Suite 900, Cleveland, Ohio 44115.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>No. of Shares</u>	<u>Par value per share</u>
Grow Group, Inc.	Common	100	\$0.01

EIGHTH: That this Certificate of Merger shall be effective on December 31, 1996.

Dated: December 2, 1996

THE GLIDDEN COMPANY

By 

Stanley A. Lockitski
Vice President