

02-14-2003

R



HEET

102365860

Att'y Dkt. 084670-0041

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

1. Name of conveying party(ies):
Macklanburg-Duncan Co.
an Oklahoma corporation
4041 North Santa Fe
Oklahoma City, Oklahoma

2-11-03

2. GE Sealants & Adhesives, Inc..
an Oklahoma corporation
16419 Northcross Dr.
Huntersville, New York

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement
- Change of Name
- Other Restated Certificate of Incorporation

Dated: May 19, 2000

OFFICE OF THE REGISTER
2003 FEB 11 AM 9:25
FINANCE SECTION

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

A. Trademark Application No(s).

B. Trademark Registration No(s).

737,003

Additional numbers attached? Yes No

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

Name: Sean V. O'Connell
Address: McKinney & Stringer, P.C.
101 North Robinson, Suite 1300
City: Oklahoma City
State: Oklahoma Zip: 73102

6. Total no. of applications and registrations involved
[1]

7. Total fee (37 C.F.R. 3.41) \$ 40

- Enclosed
- Authorized to be charged to deposit account.

8. Deposit Account Number 13-2493
(Attach triplicate 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 document.

Sean V. O'Connell
Name

Signature

February 6, 2000
Date

Total number of pages including cover sheet [1]

SVO/jfb/506883

02/13/2003 ECOMPER 00000071 132493 737003

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DB127086-009

OFFICE OF THE SECRETARY OF STATE



**RESTATED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Restated Certificate of Incorporation of

GE SEALANTS & ADHESIVES, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 19TH
day of MAY, 2000.

M. Hunter
Secretary of State

By: *Shannon I. Chase*

FILED

MAY 19 2000

**OKLAHOMA SECRETARY
OF STATE**

MINIMUM FEE: \$50.00

If the authorized capital is increased in excess of fifty thousand dollars (\$50,000.00), the filing fee shall be an amount equal to one-tenth of one percent (1/10th of 1%) of such increase.

FILE IN DUPLICATE

PRINT CLEARLY

**RESTATED
CERTIFICATE OF INCORPORATION**

TO: OKLAHOMA SECRETARY OF STATE
2300 N. Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897
(405)-522-4560

PLEASE NOTE: This form **MUST** be filed with a letter from the Oklahoma Tax Commission, Franchise Tax Department, stating that the franchise tax, due yearly, has been paid for the current fiscal year.

The undersigned Oklahoma corporation, organized and existing under and by virtue of the Oklahoma General Corporation Act for the purpose of adopting a restated certificate of incorporation, does hereby submit:

1. A. The name of the corporation is:
Macklanburg-Duncan Co.

B. **As amended:** The name of the corporation has been changed to:
GE Sealants & Adhesives, Inc.

(Please Note: The new name of the corporation MUST contain one of the following words: association, company, corporation, club, foundation, fund, incorporated, institute, society, union, syndicate or limited or one of the abbreviations: co., corp., inc. or ltd.)

2. The name under which it was originally incorporated is:
Macklanburg-Duncan Co.

3. The date of filing of its original certificate of incorporation is: December 29, 1948

4. The name of the registered agent and the street address of the registered office in the State of Oklahoma is:

The Corporation Company 735 1st National Building, 120 N. Robinson, Oklahoma City 73102

Name of Agent Street Address City County Zip Code
(P.O. BOXES ARE NOT ACCEPTABLE)

5. The duration of the corporation is: Perpetual

6. The purpose or purposes for which the corporation is formed are:

To engage in any lawful act or activity for which a corporation may be organized under the OGCA.

7. The aggregate number of the authorized shares, itemized by class, par value of shares, shares without par value, and series, if any, within a class is:

| NUMBER OF SHARES | SERIES (If any) | PAR VALUE PER SHARE (Or, if without par value, so state) |
|-------------------------|----------------------------|---|
| <u>COMMON 1,000</u> | | <u>\$0.01</u> |
| <u>PREFERRED</u> | | |

(COMPLETE THIS CERTIFICATE USING ONE OF THE FOLLOWING, WHICHEVER IS APPLICABLE)

Such restated Certificate of Incorporation was duly adopted by the Incorporator(s) or, if the directors were named in the original certificate of incorporation or have been elected and qualified, by the Board of Directors before the corporation received any payment for any of its stock, in accordance with Title 18, Section 1076, and restated, integrates and further amends the certificate of incorporation

IN WITNESS WHEREOF, we the undersigned, have hereunto set our respective hands this _____ day of _____

SIGNATURE

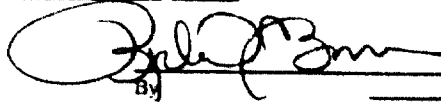
PLEASE PRINT NAME

SIGNATURE

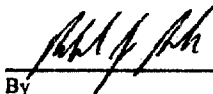
PLEASE PRINT NAME

Such Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Title 18, Section 1080 after being proposed by the Directors and adopted by the shareholders in the manner and by the vote prescribed in Title 18, Section 1077, and restated, integrates and further amends the certificate of incorporation.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President or Vice President and attested to by its Secretary or Assistant Secretary this 12th day of May, 2000.


By _____ President
Richard Brown
PLEASE PRINT NAME

ATTEST:


By _____ Treas/ Secretary
Robert Bush
PLEASE PRINT NAME

Such Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Title 18, Section 1080 by the Board of Directors without a vote of the shareholders in accordance with Title 18, Section 1077, and merely restates and integrates and does not further amend the certificate of incorporation as up to this time amended or supplemented; and, there is no discrepancy between those provisions and the provisions of this restated certificate.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President or Vice President and attested to by its Secretary or Assistant Secretary this _____ day of _____.

By _____ President

PLEASE PRINT NAME

ATTEST:

By _____ Secretary

PLEASE PRINT NAME

(SOS FORM 0059-10-98)

FRX
06011



OKLAHOMA TAX COMMISSION
STATE OF OKLAHOMA
2202 LINCOLN BLVD.
OKLAHOMA CITY, OKLAHOMA 73194

ROBERT E. ANDERSON, Chairman
JERRY JOHNSON, Vice-chairman
DON KILPATRICK, Sec'y-member

**CENTRAL PROCESSING
DIVISION
FRANCHISE SECTION
(405) 521-3161
FBI: 730334070**

CPB

05/17/88

SECRETARY OF STATE
ROOM 101, STATE CAPITOL BUILDING
OKLAHOMA CITY, OK. 73105

RE: MACKLANBURG-DUNCAN CO.

QUALIFICATION DATE: 12/29/48

DEAR SECRETARY:

THIS IS TO CERTIFY THAT THE FILES OF THIS OFFICE SHOW THE REFERENCED CORPORATION HAS FILED A FRANCHISE TAX RETURN FOR THE FISCAL YEAR ENDING 06/30/2000 AND HAS PAID THE FRANCHISE TAX AS SHOWN BY SAID RETURN.

NO CERTIFICATION IS MADE AS TO ANY CORPORATE FRANCHISE TAXES WHICH MAY BE DUE BUT NOT YET ASSESSED, NOR WHICH HAVE BEEN ASSESSED AND PROTESTED.

THIS LETTER MAY NOT THEREFORE BE ACCEPTED FOR PURPOSES OF DISSOLUTION OR WITHDRAWAL.

SINCERELY,

OKLAHOMA TAX COMMISSION

CENTRAL PROCESSING DIVISION

FRANCHISE SECTION

STATE OF OKLAHOMA

I hereby certify this to be a true and complete
copy of the document filed in this office

M. Susan Savage
Secretary of State

Date: January 30, 2003

Number of Pages: 4

By: Pat Coats