

OMB No. 0651-0011 (exp. 4/94)

REC

02-27-2003



2-24-03 T

102375225

To the Honorable Commissioner of Patents and Trademarks: Please record this document or copy thereof.

1. Name of conveying party(ies):

Compañia Roca-Radiadores, S.A.

- Individual - _____
- Association - _____
- General Partnership - _____
- Limited Partnership - _____
- Corporation - Spain
- Other - _____

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

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

Name: Roca Sanitario, S.A.

Address: Rambla Lluch, 2

Gava, Barcelona, Spain

- Individual - _____
- Association - _____
- General Partnership - _____
- Limited Partnership - _____
- Corporation - Spain
- 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: June 6, 2002

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

A. Trademark Application No(s):

B. Trademark Registration No(s): 1,227,435; 1,287,960

Additional numbers attached? Yes No

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

Name: Steinberg & Raskin, P.C.

Street Address: 1140 Avenue of the Americas, 15th Floor

City: New York State: NY Zip: 10036-5803

Our Ref.: 932.1231

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

8. Deposit account number:

500518

- Authorized to charge additional fees to deposit account

02/26/2003 ECDOPER 00000138 1227435

DO NOT USE THIS SPACE

01 FD-3521 40.00 00
02 FD-3522 25.00 00

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.

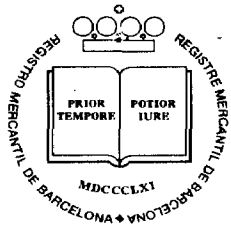
Amy F. Divino, Esq.
Name of Person Signing

Signature

February 18, 2003
Date

Total number of pages including cover sheet, attachments, and document: [6]

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



B 681678

EL REGISTRADOR MERCANTIL DE BARCELONA Y SU
PROVINCIA QUE SUSCRIBE

CERTIFICA: Que en vista de la instancia suscrita por Doña Adelaida Ponti Sales, solicitando certificación en relación a la Sociedad "ROCA SANITARIO, S.A.", y examinados los Libros del Archivo del Registro Mercantil de Barcelona, de los mismos resulta:-----

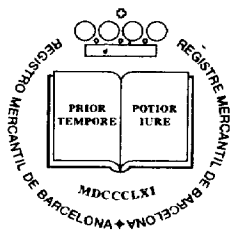
Que al folio 1 del tomo 2.569 del archivo, libro 1.952 de la sección 2ª, inscripción 1ª de la hoja número 27.237, hoy hoja número B-4.744, aparece inscrita en este Registro Mercantil la Sociedad "COMPAÑIA ROCA RADIADORES, S.A.", constituida por la escritura otorgada el 25 de junio de 1.929, ante el Notario de Madrid Don Antonio Turon. Dicha inscripción 1ª fue motivada por la certificación de traslado expedida el 14 de septiembre de 1.974, por Don Venancio Madero, Registrador Mercantil de Madrid, que fue inscrita en este Registro con fecha 9 de enero de 1.975.-----

Que dicha Sociedad después "COMPAÑIA ROCA RADIADORES, S.A." (Sociedad Unipersonal), por decisión del socio único adoptada el 6 de junio de 2.002, cambió su denominación por la de "ROCA SANITARIO, S.A.". Resulta de la inscripción 172ª de dicha hoja, obrante al folio 56 vuelto del tomo 33.042 del archivo, motivada por la escritura otorgada el 31 de agosto de 2.002 ante el Notario de Barcelona Don Javier García Ruíz, número 3.316 de protocolo, que fue inscrita en este Registro con fecha 23 de septiembre de 2.002.-----

Que la referida Sociedad con la denominación expresada de "ROCA
SANITARIO, S.A." (Sociedad Unipersonal) continúa vigente en este



TRADEMARK
REEL: 002679 FRAME: 0708



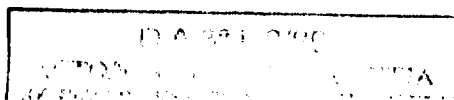
B 681679

Se hace constar que en el Libro Diario número 866, aparece vigente con referencia a dicha Sociedad, el siguiente asiento que transcrito literalmente dice:-----

"ASIENTO NÚMERO 3.197" "Presentante: J.Gandoy; Fecha: 13/12/02; Hora: 10:08; Otorgamiento: Barcelona; Fecha: 02/12/02; Prot: 4484; Autorizante: J. Garcia Ruiz; Clase Documento: Escritura; Interesado: ROCA SANITARIO SA; Actos/N. Jurid: Poder".-----

Y del Libro de Incidencias en relación a dicho asiento resulta: "24/12/02 Calificado con defectos" y "10/01/03 Retirado".-----

Y para que conste, expido la presente certificación en un folio número B681678 y el presente, a una sola cara y con el membrete de este Registro. Barcelona, a dieciocho de enero de de dos mil tres.



TRADEMARK
REEL: 002679 FRAME: 0709

**THE UNDERSIGNED TRADE REGISTRAR OF BARCELONA
AND ITS PROVINCE**

DOES HEREBY CERTIFY: Upon consideration of the petition signed by Mrs. Adelaida Ponti Sales, whereby she requests a certificate concerning the Company "ROCA SANITARIO, S.A." and after consulting the registry of the Trade Register of Barcelona, the following is declared: -----

That on page 1 of volume 2,569 of the registry, book 1,952 of the 2nd section, 1st entry of sheet number 27,237, today sheet number B-4,744, the company "COMPAÑIA ROCA RADIADORES, S.A." is entered in this Trade Register. Said company was incorporated by means of public deed executed on June 25, 1929, by the Notary of Madrid, Mr. Antonio Turon. Said 1st entry took place by means of the certificate of change of Register issued on September 14, 1974 by Mr. Venancio Madero, Trade Registrar of Madrid, and was entered into this Register on January 9, 1975.-----

That said Company, then "COMPAÑIA ROCA RADIADORES, S.A." (Sociedad Unipersonal), changed its name to "ROCA SANITARIO, S.A." by decision of its single partner adopted on June 6, 2002. So it is recorded in the 172nd entry of said sheet, on the back side of page 56 of volume 33,042 of the Registry, as a result of the public deed executed on August 31, 2002 by the Notary of Barcelona, Mr. Javier García Ruíz, Protocol number 3,316, which was entered into this Register on September 23, 2002. -----

That the aforementioned Company under said name "ROCA SANITARIO, S.A." (Sociedad Unipersonal) is now in force in this Register. -----

For the record, Account Book number 866 shows the entry currently in force referred to said Company, which is transcribed literally as follows:

"ENTRY NUMBER 3,197" "Petitioner: J. Gandoy; Date: 13/12/02; Time: 10:08; Execution: Barcelona; Date: 02/12/02; Protocol: 4,484; Authorisor: J. Garcia Ruiz; Type of Document: Public Deed; Interested: ROCA SANITARIO, SA; Acts/Legal N: Power" -----

And from the Book of Incidents in connection with said entry it follows: "24/12/02 Deemed with defects" and "10/01/03 Withdrawn" -----

And for the record, I hereby issue this certificate in pages numbers B681678 and the present, only on one side and bearing the heading of this Registry.

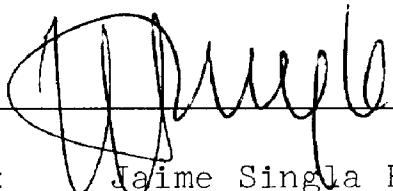
Barcelona, January 18, 2003.

DESIGNATION OF DOMESTIC REPRESENTATIVE

Steinberg & Raskin, P.C., whose address is 1140 Avenue of the Americas, 15th Floor, New York, NY 10036-5803 is hereby designated as applicant's domestic representative upon whom notice or process in proceedings affecting the mark of said application may be served:

<u>Registration No.</u>	<u>Mark</u>
1,227,435	ROCA (Class 11)
1,287,960	ROCA (Class 19)

ROCA SANITARIO, S.A.

By: 
Name: Jaime Singla Palacín
Position: Managing Director

Dated: February 4, 2003