

04-02-2003

Form PTO-1594 (Rev. 10/02) 3-31-03 RE
OMB No. 0651-0027 (exp. 6/30/2005)



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

Tab settings

102406520

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

1. Name of conveying party(ies):

Power Devices, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Henkel Loctite Corporation

Internal

Address:

Street Address: 1001 Trout Brook Crossing

City: Rocky Hill State: CT Zip: 06067

- 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
- Security Agreement
- Other
- Merger
- Change of Name

Effective Execution Date: 12/31/2002

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

A. Trademark Application No.(s) 76018812 and 76313129

B. Trademark Registration No.(s) 1852294, 1984762, 2029343, 2233821 and 2242639

Additional number(s) attached Yes No

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

Name: Christel Emerson

Internal Address: Henkel Corporation,

Law Dept./Trademarks

Street Address: 2200 Renaissance Boulevard,

The Triad, Suite 200

City: Gulph Mills State: PA Zip: 19406

6. Total number of applications and registrations involved:

7

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-1662

FINANCE SECTION
MAR 21 11 47:56 AM '03

DO NOT USE THIS SPACE

9. Signature.

Christel Emerson

March 25, 2003

Name of Person Signing

Signature

Date

04/01/2003

MUELLER 00000112 081662 76018812

Total number of pages including cover sheet, attachments, and document: 8

01 FC:8521
02 FC:8522

40.00 CH
150.00 CH

03-044

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

TRADEMARK
REEL: 002703 FRAME: 0662

**CERTIFICATE OF MERGER
MERCING
POWER DEVICES, INC. WITH AND
INTO HENKEL LOCTITE CORPORATION**

Pursuant to Section 252 of the
Delaware General Corporation Law

The undersigned corporation organized and existing under and by virtue of the
General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

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

<u>Name</u>	<u>State of Incorporation</u>
Power Devices, Inc	California
Henkel Loctite Corporation	Delaware

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

THIRD: That Henkel Loctite Corporation ("Henkel Loctite") shall be the
surviving corporation.

FOURTH: That the Restated Certificate of Incorporation of the surviving
corporation, Henkel Loctite, as in effect immediately prior to the effective date of the
merger, shall be the Restated Certificate of Incorporation of the surviving corporation,
and no amendments or changes to that Restated Certificate of Incorporation are effected
by this merger

FIFTH: That the executed Agreement and Plan of Merger is on file at the
principal place of business of the surviving corporation. The address of the principal
place of business of the surviving corporation is 1001 Trout Brook Crossing, Rocky Hill,
Connecticut 06067.

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

SEVENTH: That the merger shall be effective on December 31, 2002.

HENKEL LOCTITE CORPORATION


By:



Timothy V. Eisenhut
Vice President - Tax

ATTEST

by:


Gregory Gaglione, Assistant Secretary

(SEAL)

ACKNOWLEDGEMENT

COMMONWEALTH OF PENNSYLVANIA :
: ss.
COUNTY OF MONTGOMERY :

On this 18th day of December, 2002, before me appeared Timothy V. Eisenhut and Gregory Gaglione, to me personally known, who being by me duly sworn, did say that they are the Vice President - Tax and the Assistant Secretary of Henkel Corporation and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation, by authority of its by-laws or from its board of directors, and said Vice President - Tax and the Assistant Secretary of Henkel Corporation acknowledged said instrument to be the free act and deed of said corporation

Deborah A. Vitch
Notary Public

Notarial Seal
Deborah A. Vitch, Notary Public
Upper Merion Twp., Montgomery County
My Commission Expires Feb 15, 2007
Member, Pennsylvania Association of Notaries

S:\SH4RE\Corporate\Lumber Corporation\Power Devices Merger\CERTIFICATE OF MERGER.doc



State of California



SECRETARY OF STATE

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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

JAN - 6 2003



Secretary of State

Delaware

The First State

PAGE 1 **ENDORSED - FILE**
in the office of the Secretary of State
of the State of California

DEC 31 2002

BILL JONES, 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:

"POWER DEVICES, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "HENKEL LOCTITE CORPORATION" UNDER THE NAME OF "HENKEL LOCTITE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2002, AT 2:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2142943 8100M

AUTHENTICATION: 2172192

020785758

DATE: ~~TRADE MARK~~

RECORDED: 03/31/2003

REEL: 002703 FRAME: 0667