

04-28-2003



To the Honorable Assistant Secret
original document(s) or copy(ies) 1

102432894

Trademarks: Please record the attached

1. Name of conveying party(ies):
Heath Holding Corp. **4.17.03**

Individual(s) Association

General Partnership Limited Partnership

Corporation-State/Delaware

Other

Additional name(s) of conveying party(ies) attached?

Yes or No?

2. Name and address of receiving party(ies):
Name: DESA International, Inc.
Street Address 2701 Industrial Avenue Drive
Bowling Green, Kentucky 42101

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation (Delaware)

Other

Representative designation is attached: Yes or No?
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes or No?

3. Nature of conveyance:

Assignment of Interest Merger

Security Agreement Change of Name

Other

Execution Date: 5/28/98

4. Application number(s) or registration number(s): Attorney Docket No.:

A. Trademark Application No.(s):

Additional numbers attached? Yes or No?

B. Trademark Registration No.(s) 2,104,148

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

Name: Greenberg Traurig, P.A., Attn: Manuel Valcarcel

Internal Address: _____

Street Address: 1221 Brickell Avenue

City: Miami, State: Florida ZIP: 33131

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. § 3.41).....\$40.00

Enclosed

Authorized any deficiency to be charged to deposit account

8. Deposit account Number: 50-1792

(Attach duplicate copy 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.

Manuel R. Valcarcel, Esq. [Signature] February 5, 2003

Name of Person Signing Signature Date

Total number of pages including cover sheet(s): 5

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

Do not detach this portion

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the date needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C.

OFFICE OF PATENT AND TRADEMARKS
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CERTIFICATE OF OWNERSHIP AND MERGER

OF

HEATH HOLDING CORP.
(a Delaware corporation)

- INTO

DESA INTERNATIONAL, INC.
(a Delaware corporation)

It is hereby certified that:

1. **Desa International, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.**
2. **The Corporation is the owner of all of the outstanding shares of the stock of Heath Holding Corp., which is also a business corporation of the State of Delaware.**
3. **On May 27, 1998, the Board of Directors of the Corporation adopted the following resolutions to merge Heath Holding Corp. into the Corporation:**

RESOLVED: That Heath Holding Corp. ("Heath Holding"), be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Heath Holding be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Heath Holding, in its name.

RESOLVED: That this Corporation shall assume all of the obligations and liabilities of Heath Holding.

RESOLVED: That the issued shares of Heath Holding shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, and that each said share which is issued as of the effective date of the merger shall be cancelled and extinguished; and further

RESOLVED: That the officers of the Corporation be and they hereby are authorized and directed in the name and on behalf of the Corporation, to take all actions within the State of Delaware or any other appropriate jurisdiction and to execute, deliver,

TRADEMARK

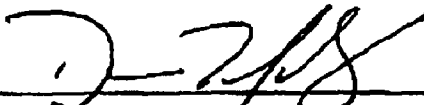
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appropriate jurisdiction, or which may be deemed by the officer or officers so acting necessary or advisable in connection with the intent and purpose of the foregoing resolutions.

RESOLVED: That the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be the close of business on May 28, 1998.

Executed on May 27 1998.

DESA INTERNATIONAL, INC.

By: 
Name: DONA L. SCHWARTZ
Title: VICE PRESIDENT

**SCHEDULE OF TRADEMARK
REGISTRATIONS FOR RECORDATION
OF CERTIFICATE OF MERGER OF HEATH COMPANY INTO
HEATH HOLDING CORP. AND CERTIFICATE OF MERGER OF HEATH HOLDING CORP.
INTO DESA INTERNATIONAL, INC.**

Trademark

Reg. No.

JOURNEYMAN

2,104,148

Delaware

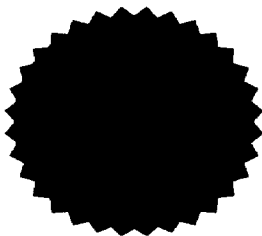
PAGE 1

The First 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 OWNERSHIP, WHICH MERGES:

"HEATH HOLDING CORP.", A DELAWARE CORPORATION,

WITH AND INTO "DESA INTERNATIONAL, INC." UNDER THE NAME OF "DESA INTERNATIONAL, INC.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2433077 8100M

AUTHENTICATION: 2223272

030050952

DATE: 01-24-03
TRADEMARK

RECORDED: 04/17/2003

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