

Form PTO-1594 (Rev. 03/01) **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
TRADEMARKS ONLY
 OMB No. 0651-0027 (exp. 5/31/2002)

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

1. Name of conveying party(ies):
 CeramicUS, Inc.
 10233 Sandyville Road, S.E.
 East Sparta, Ohio 44626

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- New York
 Other _____

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

2. Name and address of receiving party(ies)
 Name: United States Ceramic Tile Company
 Internal
 Address: _____
 Street Address: 10233 Sandyville Road, S.E.
 City: East Sparta State: OH Zip: 44626-9333

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation 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: May 8, 2000

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
 791061 978903 1031467

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41) \$ _____
 Enclosed
 Authorized to be charged to deposit account if additional fees deemed necessary

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Nixon Peabody LLP
 Internal Address: Suite 800

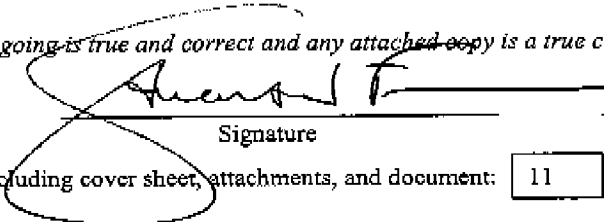
 Street Address: 8180 Greensboro Drive

 City: McLean State: VA Zip: 22102

8. Deposit account number:
19-2380
 (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 is true and correct and any attached copy is a true copy of the original document.

Stuart J. Friedman  November 11, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 11

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

Additional Trademark Registration Nos.

1806121

1807550

1816888

1824416

1824417

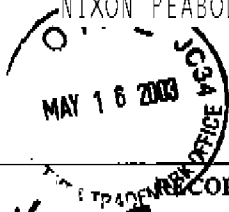
1975967

2068598

2094269

Document No. 2

05-21-2003



Form PTO-1594 (Rev. 03/01)

5-16-03

TRADEMARKS

102453717

U.S. DEPARTMENT OF COMMERCE Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

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

1. Name of conveying party(ies):
 CeramicUS, Inc.
 10233 Sandyville Road, S.E.
 East Sparta, Ohio 44626

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- New York
 Other _____

2. Name and address of receiving party(ies)
 Name: United States Ceramic Tile Company
 Internal Address: _____
 Street Address: 10233 Sandyville Road, S.E.
 City: East Sparta State: OH Zip: 44626-9333

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation Delaware
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Corrective Document ID No. 102317202
Recorded on Ref. frame - to correct the
 Execution Date: May 8, 2000
Conveying party.

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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 Additional number(s) attached Yes No

B. Trademark Registration No.(s)
791061 978903 1031467

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Nixon Peabody LLP
 Internal Address: Suite 800
 Street Address: 8180 Greensboro Drive
 City: McLean State: VA Zip: 22102

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41) \$ 290.00
 Enclosed
 Authorized to be charged to deposit account if additional fees deemed necessary

8. Deposit account number:
19-2380
 (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 is true and correct and any attached copy is a true copy of the original document.

Stuart J. Friedman [Signature] May 16, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 10

05/20/2003 BYRNE 0000090 791061

01 FC:8521
02 FC:8522

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

NYA264921.1

TRADEMARK REEL: 002747 FRAME: 0200

Additional Trademark Registration Nos.

1806121

1807550

1816888

1824416

1824417

1975967

2068598

2094269

Delaware

PAGE 1

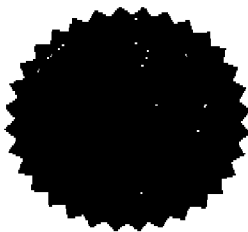
The First State

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:

"CERAMICUS, INC.", A NEW YORK CORPORATION,

WITH AND INTO "LAUFEN ACQUISITION CORP." UNDER THE NAME OF "UNITED STATES CERAMIC TILE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

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

3212017 8100M

010662078

AUTHENTICATION: 1561829

DATE: 01-16-02
TRADEMARK

REEL: 002747 FRAME: 0202

**AGREEMENT OF MERGER
AND PLAN OF REORGANIZATION**

By and Between

LAUFEN ACQUISITION CORP.
(a Delaware corporation)

and

CERAMICUS, INC.
(a New York corporation)

This Agreement of Merger and Plan of Reorganization (the "Plan of Merger") is entered into by and between **LAUFEN ACQUISITION CORP.**, a Delaware corporation (the "Delaware Corporation"), and **CERAMICUS, INC.**, a New York corporation (the "New York Corporation") (said corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations").

PRELIMINARY STATEMENTS

WHEREAS, the total authorized capitalization of the Delaware Corporation consists of 1,000 shares of Common Stock, \$.01 par value each, of which one thousand (1,000) shares are issued and outstanding as of the date of this Plan of Merger and are held by the New York Corporation, each outstanding share of Common Stock of the Delaware Corporation being entitled to one (1) vote on any matter submitted to the vote of the stockholder of the Delaware Corporation; and

WHEREAS, the total authorized capitalization of the New York Corporation consists of 1,000 shares of Common Stock, \$.01 par value each, of which all one thousand (1,000) shares are issued and outstanding as of the date of this Plan of Merger and are held by Lauferz Ceramics, Inc., a Delaware corporation, each outstanding share of Common Stock of the New York Corporation being entitled to one (1) vote on any matter submitted to the vote of the stockholder of the New York Corporation; and

WHEREAS, Section 253 of the Delaware General Corporation Law authorizes the merger of corporations in any case in which at least ninety percent (90%) of the outstanding shares of one of such corporations is owned by the other corporation, and at least one (1) of such corporations is organized under Delaware law; and

WHEREAS, Sections 905 and 907 of the New York Business Corporation Law authorize the merger of corporations in any case in which at least ninety percent (90%) of the outstanding shares of one such corporation is owned by the other corporation, and at least one (1) of such corporations is organized under New York law; and

WHEREAS, the Board of Directors of each of the Constituent Corporations have determined that it is advisable and in the best interests of each of the Constituent Corporations that the New York Corporation be merged with and into the Delaware Corporation in accordance with Section 253 and of the Delaware General Corporate Law, Sections 905 and 907 of the New York Business Corporation Law, and that this Plan of Merger has also been approved by the sole shareholder of each of the New York Corporation and the Delaware Corporation; and

WHEREAS, it is the purpose and intent of the parties hereto to adopt an agreement of merger and plan of reorganization such that the transaction to be effectuated in accordance herewith shall qualify as a tax-free reorganization under the provisions of Section 368 (a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises and the agreements, covenants and provisions hereinafter set forth and for the purpose of prescribing the terms and conditions of such merger, the Delaware Corporation and the New York Corporation have agreed and hereby agree with each other as follows:

1. **Constituent Corporations.** The constituent corporations are LAUFEN ACQUISITION CORP., a Delaware corporation, and CERAMICUS, INC., a New York corporation.
2. **Surviving Corporation.** The New York Corporation, incorporated under the laws of New York, shall be merged with and into the Delaware Corporation, incorporated under the laws of Delaware and the Delaware Corporation shall be the surviving corporation.
3. **Merged Corporation.** On the effective date of the merger (as specified in Section 9 below), the separate existence of the New York Corporation shall cease, and the Delaware Corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property of the New York Corporation. The Delaware Corporation shall thereafter be responsible for all liabilities and obligations of the New York Corporation and neither the rights of creditors nor any liens on the property of the New York Corporation shall be impaired by the merger.
4. **Conversion of New York Corporation Stock.** On the effective date of the merger, each issued and outstanding share of stock of the New York Corporation shall be automatically converted into and deemed to represent one issued and outstanding share of stock of the Delaware Corporation. Upon the surrender of the stock certificates representing the issued and outstanding shares of the New York Corporation by its sole shareholder, the Delaware Corporation shall issue new stock certificates to such shareholder evidencing the issued and outstanding stock of the Delaware Corporation resulting from such conversion, and the surrendered certificates shall be canceled. Also, on the effective date of the merger, the issued and outstanding shares of the Delaware Corporation issued to the New York Corporation shall automatically be canceled.
5. **Certificate of Incorporation and Bylaws.** On the effective date of the merger, the Certificate of Incorporation and Bylaws of the Delaware Corporation shall become and remain the Certificate of Incorporation and Bylaws of the Delaware Corporation, until otherwise duly amended.

6. **Capitalization of Surviving Corporation.** On the effective date of the merger the capitalization of the Delaware Corporation shall consist of 1,000 shares of \$.01 par value common stock, of which 1,000 shares shall be issued and outstanding.

7. **Directors and Officers.** The directors and officers of the Delaware Corporation as of the effective date of the merger shall be as provided below, and shall continue for the full unexpired terms of their offices or until their successors have been elected and qualified:

Agustin López	Director
Albert Magrans	Director
Michael P. Connor	Director
Donald E. Olsen	President
Michael P. Connor	Vice President and Secretary
Beth B. Hood	Treasurer and Assistant Secretary

8. **Interim Activities.** Neither of the Constituent Corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that they may take all actions necessary or appropriate to consummate the merger.

9. **Effective Date.** In accordance with Sections 103 of the Delaware General Corporation Law and 907 of the New York Business Corporation Law, the effective date of the merger of the New York Corporation with and into the Delaware Corporation, as such term is utilized in this Plan of Merger, shall be the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

10. **Shareholder Approval.** This Plan of Merger has been approved by the sole shareholder of the New York Corporation in the manner provided by Section 903 of the New York Business Corporation Law.

11. **Abandonment.** This Plan of Merger may be abandoned by action of the Board of Directors of either the Delaware Corporation or the New York Corporation at any time prior to consummation of the merger contemplated herein.

Dated as of the 24 day of May, 2000.

LAUFEN ACQUISITION CORP.
a Delaware corporation

ATTEST:



Michael P. Connor, Secretary

By: 

Donald E. Olsen, President

"Delaware Corporation"

CERAMICUS, INC.,
a New York corporation

ATTEST:



Michael P. Connor, Secretary

By: 

Donald E. Olsen, President

"New York Corporation"

STATE OF OHIO)
COUNTY OF Stark) ss.

The foregoing instrument was acknowledged before me this 16 day of June, 2000, by Donald E. Olsen, President, of LAUFEN ACQUISITION CORP., a Delaware corporation, who stated to me that he executed such instrument as his free and voluntary act and as the free and voluntary act of said corporation.

Sharelle J. Miller
Notary Public SHARLELLA J. MILLER
Notary Public, State of Ohio
My Commission Expires Jan. 24, 2001

[SEAL]
My Commission Expires:

1-24-01

STATE OF OKLAHOMA)
COUNTY OF ~~TULSA~~ ^{OSAGE}) ss.

The foregoing instrument was acknowledged before me this 8th day of May, 2000, by Michael P. Connor, Secretary of LAUFEN ACQUISITION CORP., a Delaware corporation, who stated to me that he executed such instrument as his free and voluntary act and as the free and voluntary act of said corporation.

Diana Renee Robertson
Notary Public

[SEAL]
My Commission Expires:

09/19/03