

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇨ ⇨ ⇨

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

Color Key Corporation

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

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

3. Nature of conveyance:

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

Execution Date: 12/31/1995

2. Name and address of receiving party(ies)

Name: Grow Group, Inc.

Internal

Address:

Street Address: 200 Park Avenue

City: New York State: NY Zip: 10166

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- 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

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

A. Trademark Application No. (s)

B. Trademark Registration No. (s) 1,224,198

1,224,199 1,224,983

Additional number(s) attached Yes No

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

Name: Kenneth J. Stachel

Internal Address: 900 Huntington Building

Street Address: 925 Euclid Avenue

City: Cleveland State: OH Zip: 44115

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 120.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1447

DO NOT USE THIS SPACE

9. Signature.

Kenneth J. Stachel (Reg. No. 27,722)

Name of Person Signing

Kenneth J. Stachel
Signature

February 16, 2004
Date

Total number of pages including cover sheet, attachments, and document: 9

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

CH \$120.00 071447 1224198

CERTIFICATE OF SECRETARY

I, John J. Haggerty, hereby certify:

1. That, I am the duly elected, qualified Secretary of The Glidden Company, a Delaware corporation.
2. That, Color Key Corporation, a California corporation was a wholly-owned subsidiary of Grow Group, Inc., a New York corporation ("GROW").
3. That, effective on or about June 14, 1995, GDEN Corporation, a New York corporation ("GDEN") and an indirect wholly-owned subsidiary of Imperial Chemical Industries PLC, a corporation organized under the laws of England ("ICI PLC"), acquired substantially all of the stock of Grow.
4. That, subsequent thereto, also on or about June 14, 1995, GDEN was merged into Grow.
5. Color Key Corporation was merged into Grow effective on December 31, 1995, as reflected in the attached Certificate of Merger, and I hereby further certify that such Certificate of Merger is a true and exact copy of the original filed with the Secretary of State of New York and the Secretary of State of California.
6. That, Grow was merged into The Glidden Company, also an indirect wholly-owned subsidiary of ICI PLC, effective December 31, 1996, as reflected in the attached Certificate of Merger, and I hereby further certify that such Certificate of Merger is a true and exact copy of the original filed with the Secretary of State of Delaware.

IN WITNESS WHEREOF, I have hereunto placed my hand and the seal of The Glidden Company at Cleveland, Ohio this 20th day of January, 2003.

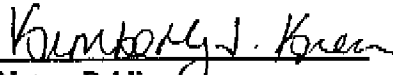
THE GLIDDEN COMPANY

By: 
John J. Haggerty
Title: Secretary

STATE OF OHIO)
) ss:
COUNTY OF CUYAHOGA)

Before me, a notary public in and for said county and state, personally appeared John J. Haggerty who acknowledged that he did sign the within instrument of his own free act and deed on behalf of said corporation.

Subscribed and sworn to before me this 20th day of January, 2003.


Notary Public
KIMBERLY J. KREN
Notary Public, State of Ohio
My Commission Expires June 18, 2005
REEL: 002797 FRAME: 0676

D514206

State of California

SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

FEB 22 1996



Secretary of State

*State of New York }
Department of State } ss:*

I hereby certify that I have compared the annexed copy of the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

DEC 13 1995



Alexander F. D'Amico
Secretary of State

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CERTIFICATE OF MERGER
OF

- AMERITONE PAINT CENTERS OF NEVADA, INC.
- AMERITONE PAINT CORPORATION
- BENNETT PAINT CORPORATION
- B-J ASSET CORP.
- BOYSEN PAINT COMPANY
- CALGROW ACQUISITION CORPORATION
- CALUSA CHEMICAL COMPANY
- COLOR KEY CORPORATION
- DEVOE & RAYNOLDS COMPANY, INC.
- DNR FINISHES, INCORPORATED
- FISHER-THORSEN PAINT COMPANY
- GROW CHEMICAL COATINGS CORP. OF CALIFORNIA
- GROW CHEMICAL CORP.
- GROW COATINGS, INC.
- GROW DISTRIBUTING, INC.
- GROW GROUP HOLDING CORP.
- GROW PRODUCTS, INC.
- GROWCO, INC.
- NAPKO CORPORATION
- NATIONAL AEROSOL PRODUCTS COMPANY
- REPLYCO, INC.
- R.O.L., INC.
- SINCLAIR-AMERITONE PAINT CORPORATION
- TREWAX COMPANY
- ZYNOLYTE PRODUCTS COMPANY

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

FEB 1 1996

Bill Jones
BILL JONES, Secretary of State

INTO

GROW GROUP, INC.

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

* * * * *

GROW GROUP, INC., pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. Grow Group, Inc., a corporation of the State of New York, the parent corporation and survivor of the merger, originally formed under the name Metropolitan Telephone Supply Corp. on June 20, 1950, owns all of the outstanding shares of:

| <u>CORPORATE NAME</u> | <u>STATE OF INCORPORATION</u> |
|--|-------------------------------|
| Ameritone Paint Centers of Nevada, Inc. | Delaware |
| Ameritone Paint Corporation (originally incorporated as Sinclair Acquisition Corp.) | California |

M

| | |
|---|------------|
| Bennett Paint Corporation | Delaware |
| B-J Asset Corp. (originally incorporated as TWI Holdings Corp.) | Delaware |
| Boysen Paint Company | Delaware |
| Calgrow Acquisition Corporation | Delaware |
| Calusa Chemical Company (originally incorporated as Shirt Finishing Inc.) | California |
| Color Key Corporation (originally incorporated as Ameritone Color Key Corporation) | California |
| Devoe & Reynolds Company, Inc. (originally incorporated as Beckwith-Chandler Company) | Delaware |
| DNR Finishes, Inc. (originally incorporated as Celcorp International, Inc.) | Delaware |
| Fisher-Thorsen Paint Company | Delaware |
| Grow Chemical Coatings Corp. of California | Delaware |
| Grow Chemical Corp. | Delaware |
| Grow Coatings, Inc. (originally incorporated as Devoe Coatings Inc.) | Delaware |
| Grow Distributing, Inc. (originally incorporated as Jacroy Wallcoverings, Inc.) | Delaware |
| Grow Group Holding Corp. | New York |
| Grow Products, Inc. (originally incorporated as Grow Consumer Products, Inc.) | Delaware |
| Growco, Inc. | Florida |
| Napko Corporation | Delaware |
| National Aerosol Products Company | Delaware |
| Replyco, Inc. | Delaware |
| R.O.L., Inc. (originally incorporated as Yraropmet Company, Incorporated) | New York |
| Sinclair-Ameritone Paint Corporation (originally incorporated as G.V.C. Paint Company) | California |
| Trewax Company | Delaware |
| Zynolyte Products Company (originally incorporated as Zynobuy Corporation) | California |

2. As to each subsidiary corporation, the designation and number of outstanding shares and the number of such shares owned by the surviving corporation are as follows:

| <u>Name of Subsidiary</u> | <u>Designation and Number of Outstanding Shares</u> | <u>Number of Shares Owned by Survivor</u> |
|---|---|---|
| Ameritone Paint Centers of Nevada, Inc. | Common - 1,000 | 1,000 |
| Ameritone Paint Corporation | Common - 200 | 200 |
| Bennett Paint Corporation | Common - 1,000 | 1,000 |
| B-J Asset Corp. | Common - 1,000 | 1,000 |
| Boysen Paint Company | Common - 1,000 | 1,000 |
| Calgrow Acquisition Corporation | Common - 1,000 | 1,000 |
| Calusa Chemical Company | Common - 833.66 | 833.66 |
| Color Key Corporation | Common - 10 | 10 |

(2)

| | | |
|---|----------------|---------|
| Devoe & Reynolds Company, Inc. | Common - 1,000 | 1,000 - |
| DNR Finishes, Incorporated | Common - 500 | 500 |
| Fisher-Thorsen Paint Company | Common - 1,000 | 1,000 |
| Grow Chemical Coatings Corp. of California | Common - 1,000 | 1,000 - |
| Grow Chemical Corp. | Common - 1,000 | 1,000 |
| Grow Coatings, Inc. | Common - 1,000 | 1,000 |
| Grow Distributing, Inc. | Common - 1,000 | 1,000 |
| Grow Group Holding Corp. | Common - 200 | 200 |
| Grow Products, Inc. | Common - 100 | 100 - |
| Growco, Inc. | Common - 50 | 50 |
| Napko Corporation | Common - 100 | 100 |
| National Aerosol Products Company | Common - 1,000 | 1,000 |
| Replyco, Inc. | Common - 1,000 | 1,000 |
| R.O.L., Inc. | Common - 1,000 | 1,000 |
| Sinclair-Ameritone Paint Corporation | Common - 500 | 500 |
| Trewax Company | Common - 1,000 | 1,000 |
| Zynolyte Products Company | Common - 1,000 | 1,000 |

3. (a) The certificate of incorporation of Grow Group Holding Corp. was filed in the Department of State on the 2nd day of June, 1980. -

The certificate of incorporation of R.O.L., Inc. was filed in the Department of State on the 19th day of September, 1968.

(b) The following is a list of the foreign merging corporations, their state and date of incorporation and whether an application for authority to do business in the State of New York was filed in the Department of State:

| <u>Name of Subsidiary</u> | <u>State of Incorporation</u> | <u>Date of Incorporation</u> | <u>Status of Application for Authority</u> |
|---|-------------------------------|------------------------------|--|
| Ameritone Paint Centers of Nevada, Inc. | Delaware | 9/19/85 | None filed |
| Ameritone Paint Corporation | California | 7/8/94 | None filed |
| Bennett Paint Corporation | Delaware | 5/21/85 | None filed |
| B-J Asset Corp. | Delaware | 12/28/78 | None filed |
| Boysen Paint Company | Delaware | 7/1/81 | None filed |
| Calgrow Acquisition Corporation | Delaware | 10/28/83 | None filed |
| Calusa Chemical Company | California | 5/6/53 | None filed |
| Color Key Corporation | California | 6/21/67 | None filed |

(3)

| | | | |
|---|------------|----------|---------------|
| Devoe & Reynolds Company, Inc. | Delaware | 6/26/46 | Filed 4/29/81 |
| DNR Finishes, Incorporated | Delaware | 4/10/64 | None filed |
| Fisher-Thorsen Paint Company | Delaware | 4/16/81 | None filed |
| Grow Chemical Coatings Corp. of California | Delaware | 2/3/83 | None filed |
| Grow Chemical Corp. | Delaware | 3/13/79 | Filed 4/20/79 |
| Grow Coatings, Inc. | Delaware | 4/21/83 | None filed |
| Grow Distributing, Inc. | Delaware | 6/12/80 | None filed |
| Grow Products, Inc. | Delaware | 10/24/83 | None filed |
| Growco, Inc. | Florida | 5/3/66 | None filed |
| Napko Corporation | Delaware | 4/29/85 | None filed |
| National Aerosol Products Company | Delaware | 1/25/83 | None filed |
| Replyco, Inc. | Delaware | 7/1/87 | None filed |
| Sinclair-Ameritone Paint Corporation | California | 6/21/65 | None filed |
| Trewax Company | Delaware | 7/7/81 | None filed |
| Zynolyte Products Company | California | 10/5/81 | None filed |

(c) The merger is permitted by the laws of the state of incorporation of each foreign subsidiary and is in compliance therewith.

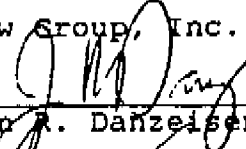
4. The surviving corporation owns all of the outstanding shares of each corporation to be merged.

5. The merger shall be effective December 31, 1995.

6. The plan of merger was adopted by the board of directors of the surviving corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 7th day of December, 1995 and the statements contained therein are affirmed as true under penalties of perjury.

Grow Group, Inc. .

By 
John A. Danzeisen, President

By 
Stanley A. Lockitski, Secretary

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CERTIFICATE OF MERGER
 OF
 AMERITONE PAINT CENTERS OF NEVADA, INC.
 AMERITONE PAINT CORPORATION
 BENNETT PAINT CORPORATION
 B-J ASSET CORP
 BOYSEN PAINT COMPANY
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 CALUSA CHEMICAL COMPANY
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 REPLYCO, INC.
 R.O.L., INC.
 SINCLAIR-AMERITONE PAINT CORPORATION
 TREWAX COMPANY
 ZYNOLYTE PRODUCTS COMPANY
 INTO
 GROW GROUP, INC.

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

12/31/95
MMK

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THE GLIDDEN COMPANY
925 EUCLID AVENUE
CLEVELAND, OH 44115

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 STATE OF NEW YORK
 DEPARTMENT OF STATE
 FILED DEC 13 1995
 TAXES
 BY: JAA
 New York

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