

3/15/04

03-19-2004



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

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

Tab settings

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

1. Name of conveying party(ies):

U S Chemical Corporation

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/31/2003

2. Name and address of receiving party(ies)

Name: JohnsonDiversey, Inc.

Internal Address:

Street Address: 8310 16th Street

City: Sturtevant State: WI Zip: 53177

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

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

A. Trademark Application No.(s) See attached list

B. Trademark Registration No.(s) See attached list

Additional number(s) attached Yes No

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

Name: Kelly J. Gehrke

Internal Address: JohnsonDiversey, Inc.

Mail Station 509

Street Address: 8310 16th Street

City: Sturtevant State: WI Zip: 53177

6. Total number of applications and registrations involved:

60

7. Total fee (37 CFR 3.41) \$ 1515.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-0231

DO NOT USE THIS SPACE

9. Signature.

Kelly J. Gehrke

Name of Person Signing

Signature

March 9, 2004

Date

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

14

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

03/18/2004 MUELLER 00000191 500231 588063

01 FC:0521 40.00 DA 02 FC:0522 1475.00 DA

REGISTERED TRADEMARKS
In The Name of U S Chemical Corporation

TRADEMARK	REGISTRATION NUMBER
AURA- STYLIZED	588063
BEGIN	1112061
BIG-CAT	593121
BODI-LOTION	1069703
BORA-PAX - STYLIZED	601123
BORAPAX	1012015
BRITEN-ALL	1031148
BROADWAY	1445878
CHARACTER	1107690
CHEMMASTER	2597913
COMBO	1678220
COMMAND PERFORMANCE	1247478
DEEP STRIP	1083083
DISHMATE	762876
ELEGANCE	1112074
ENFORCED – STYLIZED	1364044
FAILSAFE	1675657
FLOORIFIC	994233
FOUR POINTS	2097479
HEL-CAT – STYLIZED	595318
HY SOIL CONCENTRATE	1118019
HYSPEED	1024061
IND/COM	1760923
IND/COM	2806690
JOHNNY RINGO	846420

TRADEMARK**REGISTRATION
NUMBER**

KRSTL PLATE	843930
LIQUA-CLEAN – STYLIZED	1058159
MAR-TECH (& DESIGN)	1504554
MAR-TECH (& DESIGN)	1468730
MAXI-DRI	1246716
MISCO INTERNATIONAL CHEMICALS, INC. (& DESIGN)	952328
NEXUS	2554154
OFF-BROADWAY	1444774
PENNY PINCHER	1128309
PERT	1107697
PLS-5000	1252063
POLYMER PLUS	1041123
POWERBLEND	2576175
PROGRESS	2314723
PW-5	1379971
QUARRYGRIP	2377511
SANIFECT	1119500
SCALE-GON	762877
SKLEEN	712273
SKLEEN (STYLIZED)	381672
SOAK-EZE	740343
SPOT GUARD	810706
SPRAY-OFF	833798
START	1107687
SUSTAIN	1107688
THEATRE BUFF	1444775
THRIFTI-DRI	1081431
TRADITION	2309454

TRADEMARK**REGISTRATION
NUMBER**

U S CALRITE

1790902

ULTRA ACTIVE

2014915

ULTRA ACTIVE

2168548

USC DESIGN – INTERLOCKED HEXAGONS

1677294

PENDING TRADEMARK APPLICATIONS
In The Name of U S Chemical Corporation

TRADEMARK

**APPLICATION
NUMBER**

CLEANPOWER

78/226394

DAYMARK

78/257225

FLOORBAC

78/267943

Delaware

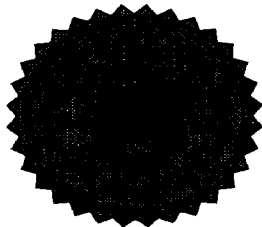
PAGE 1

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:

"US CHEMICAL CORPORATION", A WISCONSIN CORPORATION,
WITH AND INTO "JOHNSON DIVERSEY, INC." UNDER THE NAME OF
"JOHNSON DIVERSEY, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2003, AT 6:50
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY
OF DECEMBER, A.D. 2003, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2875429

2716852 8100M

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DATE: 01-16-04

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
US CHEMICAL CORPORATION
INTO
JOHNSONDIVERSEY, INC.**

JohnsonDiversey, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on the 11th day of February 1997, pursuant to the Delaware General Corporation Law.

SECOND: That the Corporation owns all of the outstanding shares of the stock of US Chemical Corporation, a corporation organized and existing under the laws of the State of Wisconsin ("US Chemical") the provisions of which permit the merger of a subsidiary corporation of said state into a parent corporation organized and existing under the laws of another state.

THIRD: Pursuant to section 253 of the Delaware General Corporation Law and section 180.1104 of the Wisconsin Business Corporation Law, approval of the Merger (as defined below) by the Corporation's shareholders or US Chemical's shareholders is not required.

FOURTH: That the Corporation, by action of the Corporation's Board of Directors on December 10, 2003, duly adopted the following resolutions to effect the merger of US Chemical into the Corporation ("the Merger") pursuant to section 253 of the Delaware General Corporation Law and section 180.1104 of the Wisconsin Business Corporation Law:

RESOLVED, that the Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger") is hereby approved and adopted.

FURTHER RESOLVED, that, upon the terms set forth in the Plan of Merger, and in accordance with the Delaware General Corporation Law and the Wisconsin Business Corporation Law, at the effective time of the merger, US Chemical shall be merged with and into the Corporation, and, as a result of the merger, the separate corporate existence of US Chemical shall cease and the Corporation shall continue as the surviving corporation of the merger.

FURTHER RESOLVED, that the officers of the Corporation be, and any one or more of them hereby are, authorized and directed, for and on behalf of the Corporation, to (i) execute the Plan of Merger, (ii) make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions providing for the merger, and to cause the same to be filed with the Secretary of State of the State of

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Delaware, (iii) make and execute Articles of Merger providing for the merger, and to cause the same to be filed with the State of Wisconsin Department of Financial Institutions and (iv) do all other acts and things whatsoever, whether within or outside the State of Delaware or the State of Wisconsin, which may otherwise be necessary or advisable to effect the merger.

FIFTH: The Merger is to become effective at 11:59 p.m. (eastern time) on December 31, 2003.

[Signature Page to follow]

EXHIBIT A

Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER OF
US CHEMICAL CORPORATION
WITH AND INTO
JOHNSON DIVERSEY, INC.

THIS AGREEMENT AND PLAN OF MERGER, dated this 22 day of December 2003, is made and entered into by and between US CHEMICAL CORPORATION, a Wisconsin corporation ("US Chemical"), and JOHNSON DIVERSEY, INC., a Delaware corporation ("JDI").

RECITALS

A. In order to simplify record keeping, eliminate unnecessary administrative expenses, and centralize management, the Board of Directors of JDI and the Board of Directors of US Chemical deem it to be in the best interest of such companies that US Chemical merge with and into JDI (the "Merger").

B. JDI is governed by the law of the State of Delaware. US Chemical is governed by the law of the State of Wisconsin.

AGREEMENTS

In consideration of the recitals and mutual agreements which follow, the parties agree as follows:

1. JDI is the parent corporation of US Chemical and owns all of the issued and outstanding shares of the capital stock of US Chemical.
2. At the effective time of the Merger, US Chemical will be merged with and into JDI in accordance with the provisions of section 253 of the Delaware General Corporation Law and section 180.1104 of the Wisconsin Business Corporation Law. After the Merger, JDI will be the surviving corporation (the "Surviving Corporation") and the separate existence and identity of US Chemical will cease to exist.
3. At the effective time of the Merger, the effect of the Merger shall be as provided in the applicable provisions of the Delaware General Corporation Law and the Wisconsin Business Corporation Law. Without limiting the generality of, and subject to the provisions of the Delaware General Corporation Law and the Wisconsin Business Corporation Law, at the effective time of the Merger, all of the property, interests, assets, rights, privileges, immunities, powers and franchises of US Chemical shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of US Chemical shall become the debts, liabilities, duties and obligations of the Surviving Corporation.
4. At the effective time of the Merger, each share of common stock of US Chemical issued and outstanding shall be cancelled, retired and cease to exist.

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5. At the effective time of the Merger, the Certificate of Incorporation of JDI shall be the Certificate of Incorporation of the Surviving Corporation and the By-Laws of JDI shall be the By-Laws of the Surviving Corporation.

6. The directors of JDI immediately prior to the effective time of the Merger shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and the By-Laws of the Surviving Corporation, and the officers of JDI immediately prior to the effective time of the Merger shall be the initial officers of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and the By-Laws of the Surviving Corporation.

[Signature Page to follow]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the date first above written.

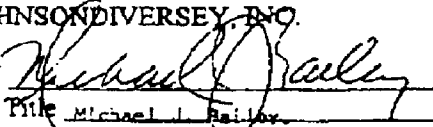
US CHEMICAL CORPORATION

BY


Title David P. Crane, President

JOHNSON DIVERSEY, INC.

BY


Title Michael J. Bailor
Executive Vice President and
Chief Financial Officer

NW1045019

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** TOTAL PAGE.05 **

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TOTAL P.05

RECORDED: 03/15/2004

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