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03-19-2004

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

RECORDED & INDEXED



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DEPARTMENT OF COMMERCE 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):

Prism Sanitation Management, LLC

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Limited Liability Company (Delaware)

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

2. Name and address of receiving party(ies)

Name: Johnson Diversey, 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 (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: 12/31/2003

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

A. Trademark Application No.(s)

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: Johnson Diversey, Inc.

Mail Station 509

Street Address: 8310 16th Street

City: Sturtevant State: WI Zip: 53177

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:

50-0231

DO NOT USE THIS SPACE

9. Signature.

Kelly J. Gehrke

Name of Person Signing

Handwritten signature of Kelly J. Gehrke

Signature

March 9, 2004

Date

Total number of pages including cover sheet, attachments, and document: 6

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

03/19/2004 LWELLER 00000190 500231 1353277

01 FC:8521 40.00 DA 02 FC:8522 150.00 DA

REGISTERED TRADEMARKS
In The Name of Prism Sanitation Management, LLC

TRADEMARK	REGISTRATION NUMBER
'O' DESIGN	1353277
GET NOTHING. FOR SOMETHING	1351010
PRISM	1562582
PRISM	1805700
PRISM INTEGRATED SANITATION MANAGEMENT	1656439
PRISM PROFESSIONAL INTEGRATED SANITATION MANAGEMENT	1519202
SAFETY KOTE	1311765

**CERTIFICATE OF MERGER OF
PRISM SANITATION MANAGEMENT, LLC
INTO
JOHNSON DIVERSEY, INC.**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is JohnsonDiversey, Inc., a Delaware corporation, and the name of the limited liability company being merged into the surviving corporation is Prism Sanitation Management, LLC, a Delaware limited liability company.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company in the manner required pursuant to Section 264(c) of the Delaware General Corporation Law.

THIRD: The Agreement and Plan of Merger is on file at 8310 16th Street, P.O. Box 902, Sturtevant, Wisconsin 53177-0902.

FOURTH: A copy of the Agreement and Plan of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

FIFTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

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

[Signature Page to follow]

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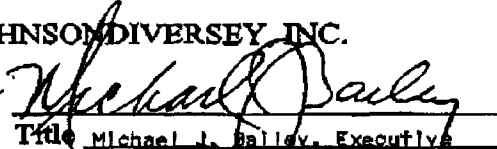
*State of Delaware
Secretary of State
Division of Corporations
Delivered 06:48 PM 12/30/2003
FILED 06:28 PM 12/30/2003
SRV 030844906 - 2716852 FILE*

**TRADEMARK
REEL: 002930 FRAME: 0705**

IN WITNESS WHEREOF, the Corporation has caused this certificate to be executed by an authorized officer as of the 22nd day of December 2003.

JOHNSON DIVERSEY, INC.

BY


Title Michael J. Bailey, Executive
Vice President and Chief
Financial Officer

Delaware

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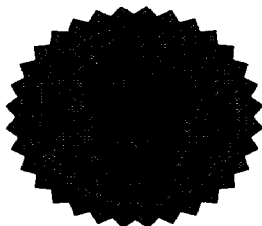
The First State

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 MERGER, WHICH MERGES:

"PRISM SANITATION MANAGEMENT, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

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 6:28 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. 2003, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2716852 8100M

AUTHENTICATION: 2875425

040034311

DATE: 01-16-04

RECORDED: 03/15/2004

TRADEMARK
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