

Form PTO-1594
(rev 08/04)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U. S. Department of Commerce
Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

1. Name of conveying party(ies)/Execution Date(s):

MW Manufacturers, Inc.

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

Citizenship Delaware Corporation

Execution Date(s) December 12, 1997

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

2. Name and Address of receiving party(ies)

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

Name: Brown Moulding Company, Inc.

Internal Address: _____

Street Address: 130 Franklin Street

City: Rocky Mount

State: Virginia

Country: U.S.A. Zip: 24151

Association - Citizenship _____

General Partnership - Citizenship _____

Limited Partnership - Citizenship _____

Corporation - Citizenship Alabama

Other _____

Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No.

3. Nature of conveyance:

- Assignment
- Security Agreement
- Government Interest Assignment
- Other _____
- Merger
- Change of Name

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

A. Trademark Application No(s).

B. Trademark Registration No(s).

1542227	1865280	1543547
1865281	2135164	1548316
1540495	2362669	2018918
2367605		

Additional numbers attached? Yes No

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

Kenneth A. Rubenstein, Esq.
 SKADDEN, ARPS, SLATE, MEAGHER
 & FLOM LLP
 Four Times Square
 New York, New York 10036
 Tel: (212) 735-3000
 Fax: (212) 735-2000
 KRUBENST@skadden.com

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 1.21(h) and 3.41) \$220

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 039350/00005)

8. Payment Information

Deposit Account No. 19-2385

Authorized user Name: **Michael McGuire**

9. Signature.

Signature

Kenneth A. Rubenstein

Name of Person Signing

October 1, 2004

Date

Total number of pages including cover sheet, and documents:

3

CH \$265.00 192385 1542227

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/12/1997
971427516,- 2832821

CERTIFICATE OF MERGER
OF
M W MANUFACTURERS INC.
WITH AND INTO
BROWN MOULDING COMPANY, INC.

In accordance with the provisions of Section 252 of the Delaware Corporation Law, Brown Moulding Company, Inc., an Alabama corporation ("Brown") and M W Manufacturers Inc., a Delaware corporation, adopt the following Certificate of Merger for purposes of merging M W Manufacturers Inc., a Delaware corporation, into Brown Moulding Company, Inc., an Alabama corporation:

1. An Agreement and Plan of Merger dated December 12, 1997 has been approved, adopted, certified, executed and acknowledged by Brown Moulding Company, Inc., an Alabama corporation, and M W Manufacturers Inc., a Delaware corporation, in accordance with the provisions of Section 252 of the Delaware Corporation Law.
2. The name of the surviving corporation is Brown Moulding Company, Inc.
3. The certificate of incorporation of Brown Moulding Company, Inc., as in effect immediately prior to the merger, shall be the certificate of incorporation of the surviving corporation after the merger.
4. The executed Agreement and Plan of Merger is on file at the principal place of business of Brown Moulding Company, Inc., which is at 130 Franklin Street, Rocky Mount, Virginia 24151.
5. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, Brown Moulding Company, Inc., on request and without cost, to any stockholder of Brown Moulding Company, Inc. or M W Manufacturers Inc.
6. The Delaware Secretary of State is appointed as agent for service of process for Brown Moulding Company, Inc. in the State of Delaware. Any documents served on the Delaware Secretary of State in its capacity as such agent should be mailed to Brown Moulding Company, Inc., c/o Fenway Partners, Inc., 152 West 57th, New York, New York 10019, Attn: Richard Dresdale.

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3259163.01

TRADEMARK
REEL: 002950 FRAME: 0434

IN WITNESS WHEREOF, Brown Moulding Company, Inc., the surviving corporation to the aforementioned merger, has duly caused this Certificate of Merger to be executed by its duly authorized officers of this 17th day of December, 1997.

BROWN MOULDING COMPANY, INC.



Name: Mark Genender
Title: Vice President

and


Assistant Secretary