

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Purdy Corporation)
)
Conveying Party,)
)
and)
)
The Sherwin-Williams Company)
Receiving Party.)

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

**RECORDATION OF ASSIGNMENT BY MERGER AND NAME CHANGE
AND APPOINTMENT OF ATTORNEYS OF RECORD**

Dear Sir:

Enclosed, for recordation, please find a photocopy of a Certificate of Merger of Purdy Corporation, a Delaware corporation, with and into The Sherwin-Williams Company, an Ohio corporation, recorded in the Office of Secretary of State of the State of Delaware on December 27, 2004.

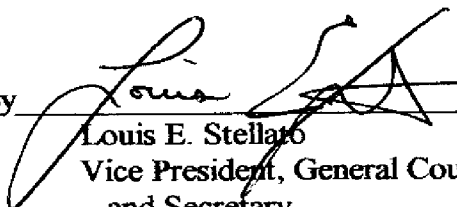
This merger will cause the "Owner of Record" of the following trademark registrations to be The Sherwin-Williams Company:

<u>Mark</u>	<u>Reg. No.</u>
HOW THE PROS PAINT IT	2576718
HOW TO PAINT IT!	2234367
IF IT'S WORTH PAINTING, IT'S WORTH A PURDY	2300286
PAINTING TOOLS OF THE PROS, THE PRO-EXTRA	2854674
PURDY	2752601
PURDY	1907330
PURDY	1954479
PURDY BRUSHES & ROLLERS...GO TO WORK EVERY DAY	2560278

The undersigned, acting on behalf of The Sherwin-Williams Company, hereby appoints ERYN ACE FUHRER, Reg. No. 44,491 and ROBERT E. McDONALD, Reg. No. 29,193 and VIVIEN Y. TSANG, Reg. No. 40,209 and ARTHI K. TIREY, Reg. No. 50,950, whose address is The Sherwin-Williams Company, 101 Prospect Avenue NW, 1100 Midland Bldg. - Legal Dept., Cleveland, Ohio 44115-1075, and whose telephone number is (216) 566-2961, its attorney and associate attorney, with full power of substitution and revocation to transact all business in the Patent and Trademark Office in connection therewith.

Respectfully submitted,

THE SHERWIN-WILLIAMS COMPANY

By  _____
Louis E. Stellato
Vice President, General Counsel
and Secretary

CERTIFICATION

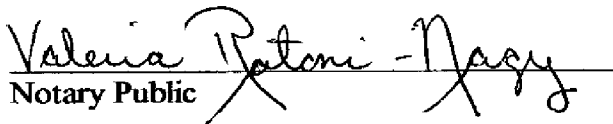
I, Louis E. Stellato, Vice President, General Counsel and Secretary of The Sherwin-Williams Company, do hereby certify that the attached copy of the Certificate of Merger which merges Purdy Corporation, a Delaware corporation, with and into The Sherwin-Williams Company, an Ohio corporation, is a true copy of the original.


Louis E. Stellato

STATE OF OHIO)
)SS.
COUNTY OF CUYAHOGA)

BEFORE ME, a Notary Public in and for said county and state, appeared Louis E. Stellato, to me personally known who being sworn, did say that he is the Vice President, General Counsel and Secretary of The Sherwin-Williams Company and that this is a true copy of the Certificate of Merger which merges Purdy Corporation, a Delaware corporation, with and into The Sherwin-Williams Company, an Ohio corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 11TH day of January, 2005.


Notary Public

Valeria Raton-Nagy Notary Public
State of Ohio
My Commission Expires October 1, 2007

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:

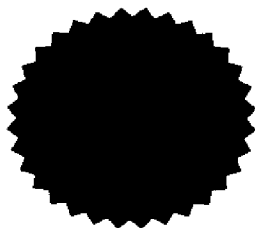
"PURDY CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "THE SHERWIN-WILLIAMS COMPANY" UNDER THE NAME OF "THE SHERWIN-WILLIAMS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2004, AT 1:42 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. 2004, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3902228 8100M

040936997



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3577829

DATE: 12-27-04

TRADEMARK

REEL: 003011 FRAME: 0649

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:26 PM 12/23/2004
FILED 01:42 PM 12/23/2004
SRV 040936997 - 2928261 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is The Sherwin-Williams Company, a Ohio corporation, and Purdy Corporation, a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is The Sherwin-Williams Company, a Ohio corporation.

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

FIFTH: The merger is to become effective on December 31, 2004 at 11:59p.m.

SIXTH: The Agreement of Merger is on file at 101 Prospect Ave., Cleveland, Ohio 44115, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHT: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 101 Prospect Avenue, N.W., Cleveland, Ohio 44115.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 17th day of December, A.D., 2004

By:  _____
Authorized Officer

Name: Louis E. Stellato
Print or Type

Title: Vice President and Secretary