


**DRINKER BIDDLE & REATH LLP**  
 1500 K Street, N.W., Suite 1100  
 Washington, D.C. 20005-1209  
 (202) 842-8800

<p>1. NAME OF CONVEYING PARTY:</p> <p><b>Hi-Lex Corporation</b>  <b>A Minnesota corporation</b></p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p><b>Hi-Lex (DE) Corporation</b>  <b>A Delaware corporation</b>  <b>Having a principal address at:</b>  <b>33 Macintosh Boulevard</b>  <b>Concord, Ontario</b>  <b>Canada L4K 4L5</b></p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment  <input checked="" type="checkbox"/> <b>Merger and Change of Name</b>  <input type="checkbox"/> Security Agreement  <input type="checkbox"/> Change of Name  <input type="checkbox"/> Release of Security Interest</p> <p>3A. EXECUTION DATE: <b>July 27, 2004</b>        3B. EFFECTIVE DATE: <b>July 31, 2004</b></p>	<p>2A. ASSIGNEE A FOREIGN ENTITY:</p> <p>No</p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>N/A</p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached? <b>NO</b></p>	<p>4B. TRADEMARK REGISTRATION NO(S).:</p> <p><b>Reg. No. 787,710 - PETAL</b></p> <p>Additional numbers attached? <b>6</b></p>
<p>Jennifer L. Dean, Esq.        Drinker Biddle &amp; Reath LLP        1500 K Street, N.W., Suite 1100        Washington, D.C. 20005-1209</p>	
<p>6. TOTAL NUMBER OF TITLES: 7</p> <p>7. TOTAL FEE: <b>\$190.00</b></p> <p>8. CHARGE FEES TO: <b>DEPOSIT ACCOUNT NO. 50-0573</b></p> <p>Our Ref: 33152.301</p>	<p>9. The undersigned declares to the best of her knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p>        Jennifer L. Dean        Date: May 9, 2005        Page 1 of 4</p>

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**FILED BY FACSIMILE: 703-306-5995**

**May 9, 2005**



**SCHEDULE A**

<u>Reg. No.</u>	<u>Mark</u>
787,710	PETAL
811,183	DAY-BRITE
923,402	HI-LEX BLEACH & Design
927,090	HI-LEX
1,263,346	6-40
1,905,213	ARCTIC GUARD
2,427,324	PETALS

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:15 PM 07/29/2004  
FILED 04:57 PM 07/29/2004  
SRV 040557705 - 3820696 FILE

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF A  
FOREIGN CORPORATION INTO  
A DOMESTIC 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 the surviving corporation is HI-LEX (DE) Corporation, a Delaware corporation, and the name of the corporation being merged into this surviving corporation is HI-LEX Corporation, a Minnesota corporation.

**SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is HI-LEX (DE) Corporation, a Delaware corporation.

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

**FIFTH:** The authorized stock and par value of HI-LEX Corporation, the non-Delaware corporation, is 100,000 shares of common stock, par value \$0.01 per share.

**SIXTH:** The merger is to become effective on July 31, 2004 at 11:00 p.m. Eastern Standard Time.

**SEVENTH:** The Agreement of Merger is on file at 990 Apollo Road, Eagan, MN 55121, an office of the surviving corporation.

**EIGHTH:** 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.

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IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 27 day of July, A.D., 2004.

By:   
 Name: David G. Cushman  
 Title: President

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