

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER         |
| EFFECTIVE DATE:       | 12/14/2004     |

**CONVEYING PARTY DATA**

| Name              | Formerly | Execution Date | Entity Type             |
|-------------------|----------|----------------|-------------------------|
| El Rey Stucco Co. |          | 12/14/2004     | CORPORATION: NEW MEXICO |

**RECEIVING PARTY DATA**

|                   |                         |
|-------------------|-------------------------|
| Name:             | La Habra Products, Inc. |
| Street Address:   | 4125 E. La Palma Drive  |
| Internal Address: | Suite 250               |
| City:             | Anaheim                 |
| State/Country:    | CALIFORNIA              |
| Postal Code:      | 92807                   |
| Entity Type:      | CORPORATION: CALIFORNIA |

**PROPERTY NUMBERS Total: 7**

| Property Type        | Number  | Word Mark              |
|----------------------|---------|------------------------|
| Registration Number: | 978881  | EL REY KING OF STUCCOS |
| Registration Number: | 992313  | SUPER DECK             |
| Registration Number: | 1457419 | INSUL-FLEX             |
| Registration Number: | 1659769 | PERMA-FLEX             |
| Registration Number: | 2086889 | FASTWALL               |
| Registration Number: | 2275969 | EL REY                 |
| Registration Number: | 2369876 | WALL EASE              |

**CORRESPONDENCE DATA**

Fax Number: (312)984-7700  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 312-372-2000

CH \$190.00 978881

Email: chicago\_ip\_docket@mwe.com  
Correspondent Name: Tiffini D. Smith  
Address Line 1: 227 W. Monroe Street  
Address Line 2: Suite 4400  
Address Line 4: Chicago, ILLINOIS 60606

|                         |                    |
|-------------------------|--------------------|
| ATTORNEY DOCKET NUMBER: | 23153-010          |
| NAME OF SUBMITTER:      | Tiffini D. Smith   |
| Signature:              | /Tiffini D. Smith/ |
| Date:                   | 11/23/2005         |

Total Attachments: 6  
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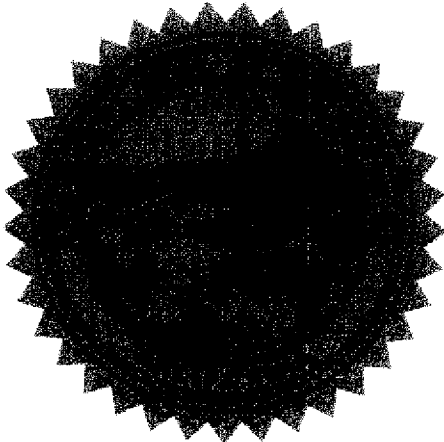
**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 23 2004



*Kevin Shelley*  
Secretary of State

A0621484

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

**AGREEMENT AND PLAN OF MERGER  
OF  
EL REY STUCCO CO.  
(a New Mexico corporation)  
AND  
LA HABRA PRODUCTS, INC.  
(a California corporation)**

DEC 22 2004

**KEVIN SHELLEY**  
Secretary of State

EFFECTIVE  
DATE

DEC 31 2004

AGREEMENT AND PLAN OF MERGER entered into on December 14, 2004 by El Rey Stucco Co., a business corporation organized under the laws of the State of New Mexico, and La Habra Products, Inc., a California corporation, as approved by the Board of Directors of each of said corporations on said date:

FIRST: El Rey Stucco Co., which is a business corporation organized in the State of New Mexico, and which is sometimes hereinafter referred to as the "Terminating Corporation", shall, pursuant to the provisions of the Business Corporation Act of the State of New Mexico and the provisions of the General Corporation Law of the State of California, be merged with and into La Habra Products, Inc., which is a corporation incorporated in the State of California, and which is sometimes hereinafter referred to as the "Surviving Corporation". The laws of the jurisdiction of incorporation of the Terminating Corporation permit the merger of a business corporation of said jurisdiction with and into a business corporation of another jurisdiction.

SECOND: The separate existence of the Terminating Corporation shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Act of the State of New Mexico.

THIRD: The Surviving Corporation shall continue its existence under its present name pursuant to the provisions of the General Corporation Law of the State of California.

FOURTH: The Articles of Incorporation of the Surviving Corporation upon the effective date of the merger in the State of California shall be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of California.

FIFTH: The Bylaws of the Surviving Corporation upon the effective date of the merger in the State of California shall be the Bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of California.

SIXTH: The directors and officers in office of the Surviving Corporation upon the effective date of the merger in the State of California shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective

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successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

SEVENTH: Each issued share of the Terminating Corporation shall, upon the complete effective date of the merger, be surrendered and extinguished without consideration. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration be paid therefore, but each said share which is issued as of the complete effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

EIGHTH: In the event that the merger herein provided for shall have been fully authorized in accordance with the provisions of the Business Corporation Act of the State of New Mexico and in accordance with the provisions of the General Corporation Law of the State of California, the Terminating Corporation and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Mexico and of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

NINTH: The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger herein provided for.

TENTH: The effective date of the merger shall be 11:59 p.m. P.S.T. on December 31, 2004.

Executed on this 14th day of December, 2004.

"Terminating Corporation"

El Rey Stucco Co.

By: \_\_\_\_\_

  
Francois Bouan, *President*

Its: \_\_\_\_\_

  
Kenneth Cummins, *Secretary*

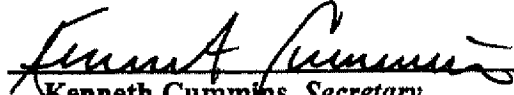
"Surviving Corporation"

La Habra Products, Inc., a California  
corporation

By:

  
\_\_\_\_\_  
**Francois Bouan, *President***

Its:

  
\_\_\_\_\_  
**Kenneth Cummins, *Secretary***

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**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT AND PLAN OF MERGER  
BY  
EL REY STUCCO CO.**

Francois Bouan and Kenneth Cummins state and certify that:

1. They are the President and Secretary, respectively of El Rey Stucco Co., a New Mexico corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the total number of outstanding shares is 2,380.

On the date set forth below, in the City of Anaheim, in the State of California, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Executed on December 14, 2004.

  
\_\_\_\_\_  
Francois Bouan, *President*

  
\_\_\_\_\_  
Kenneth Cummins, *Secretary*

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT AND PLAN OF MERGER  
BY  
LA HABRA PRODUCTS, INC.**

Francois Bouan and Kenneth Cummins state and certify that:

1. They are the President and Secretary, respectively of La Habra Products, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the total number of outstanding shares is 293,980.

On the date set forth below, in the City of Anaheim, in the State of California, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Executed on December 14, 2004.

  
\_\_\_\_\_  
Francois Bouan, *President*

  
\_\_\_\_\_  
Kenneth Cummins, *Secretary*

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