

Form PTO-1595 (Rev. 06/04)
OMB Collection 0561-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

23153-011

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):

La Habra Products, Inc.

- Individuals Association
- General Partnership Limited Partnership

Corporation - California

Other _____

Citizenship (see _____ none
guidelines)

Execution Date(s) December 14, 2004

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes
 No

Name: ParexLahabra, Inc.

Internal Suite 250

Address: _____

Street Address: 4125 E. La Palma Drive

City: Anaheim

State: California

Country: United States Zip: 92807

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship California

Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate documents from assignment)

3. Nature of conveyance:

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

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s): 1,944,204; 1,999,207; 1,966,523; 1,986,746; 1,988,117; 2,014,842; 1,994,732; 2,940,807; 2,135,354

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Tiffini D. Smith, Esq.

Internal Address: McDermott Will & Emery LLP

Street Address: 227 W. Monroe Street, Suite 4400

City: Chicago

State: Illinois Zip: 60606

Phone Number: 312.372.2000

Fax Number: 312.984.7700

Email Address: Chicago_ip_docket@mwe.com

6. Total number of application and registrations involved:

9

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 240.00

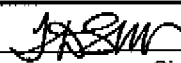
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 13-0206
Authorized User Name McDermott Will & Emery LLP

9. Signature:



Signature

Nov. 3, 2005

Date

Tiffini D. Smith, Esq.

Name of Person Signing

Total number of pages included cover sheet, attachments, and document

5

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$240.00 130206 1944204

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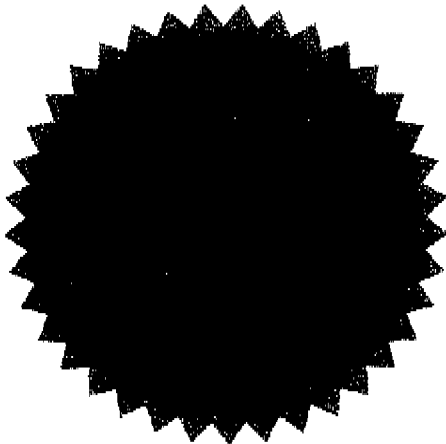
SECRETARY OF STATE

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

That the attached transcript of 2 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

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ENDORSED - FILED
In the office of the Secretary of State
of the State of California

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LA HABRA PRODUCTS, INC.**

DEC 22 2004

KEVIN SHELLEY
Secretary of State

**EFFECTIVE
DATE
JAN 01 2005**

Francois Bouan and Kenneth Cummins certify that:

1. They are the President and the Secretary, respectively of La Habra Products, Inc., a California corporation.
2. The Articles of Incorporation of the corporation are amended and restated to read in their entirety as follows:

FIRST: The name of this corporation is ParexLahabra, inc.

SECOND: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporations Law of California other than banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THIRD: This corporation is authorized to issue only one class of shares of stock designated common stock. The total number of shares which the corporation is authorized to issue is 2,000,000.

FOURTH: This corporation hereby elects to be governed by all of the provisions of the new General Corporations Law not otherwise applicable to it.

FIFTH: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

SIXTH: This corporation is authorized, to the fullest extent permissible under California law, to indemnify its agents (as defined in Corp. Code §317), whether by bylaw, agreement, or otherwise, for breach of duty to this corporation and its shareholders in excess of that expressly permitted by Corp. Code §317, and to advance defense expenses to its agents in connection with such matters as those expenses are incurred. If, after the effective date of the Article, California law is amended in a manner that permits a corporation to limit the monetary or other liability of its directors or to authorize indemnification of, or advancement of those defense expenses to, its directors or other persons, in any such case greater than is permitted on the effective date of this Article, the references in this Article to "California law" shall to that extent be deemed to refer to California law as so amended. Any repeal or modification of this Article shall not adversely affect any right of indemnification or limitation of liability of an agent of this corporation relating to actions or omissions prior to that repeal or modification.

3. The foregoing amendment and restatement of Articles of Incorporation have been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of Articles of Incorporation have been duly approved by the required vote of shareholders in accordance with Section 902 of the


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California Corporations Code. The total number of outstanding shares of the corporation entitled to vote on this Amendment was 293,980. The percentage vote required was more than 50%.

5. The Amended and Restated Articles of Incorporation shall become effective on January 1, 2005.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of their own knowledge.

Executed at Anaheim, California on December 14, 2004.


Francois Bouan, President


Kenneth Cummins, Secretary

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