

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Envirovac Inc.		12/01/2005	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	Zodiac US Corporation
Street Address:	Suite 400, 2711 Centerville Road
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19808
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3062657	ORCA
Registration Number:	3067643	ORCACLOR

CORRESPONDENCE DATA

Fax Number: (404)815-6555
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 404-815-6500
 Email: tadmin@kilpatrickstockton.com
 Correspondent Name: William H. Brewster
 Address Line 1: 1100 Peachtree Street, Suite 2800
 Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	54965/301080
NAME OF SUBMITTER:	Christine P. James
Signature:	/cpj/

OP \$65.00 3062657

Date:

06/12/2006

Total Attachments: 4

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Delaware

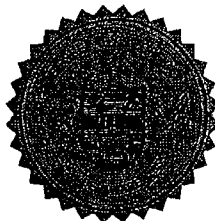
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"ENVIROVAC INC.", A ILLINOIS CORPORATION,
WITH AND INTO "ZODIAC US CORPORATION" UNDER THE NAME OF "ZODIAC US CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF DECEMBER, A.D. 2005, AT 9:10 O'CLOCK A.M.

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



2115419 8100M

050974302

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4333662

DATE: 12-01-05

TRADEMARK

REEL: 003325 FRAME: 0424

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
ENVIROVAC INC.
INTO
ZODIAC US CORPORATION

(Pursuant to Section 253 of the Delaware General Corporation Law)

Zodiac US Corporation ("Parent"), a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY THAT:

1. Parent was incorporated on January 21, 1987 pursuant to the Delaware General Corporation Law (the "DGCL"), the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of Delaware into a parent corporation organized and existing under the laws of Delaware.

2. Parent owns one-hundred percent (100%) of the outstanding shares of capital stock, \$0.01 par value per share (the "Common Stock"), of Envirovac Inc. (the "Subsidiary"), a corporation incorporated on March 13, 1985 pursuant to the laws of the State of Illinois. The only class of stock outstanding of Subsidiary is its Common Stock.

3. Parent and Subsidiary, by the following resolutions of their respective Boards of Directors, duly adopted on 10 November 2005, determined to and, effective upon the filing of this Certificate of Ownership and Merger (the "Certificate of Merger") with the Secretary of State of the State of Delaware, merge Subsidiary into Parent:

WHEREAS, Parent is the legal and beneficial owner of one-hundred percent (100%) of the outstanding shares of Common Stock of Subsidiary; and

WHEREAS, the Common Stock is the only issued and outstanding class of stock of Subsidiary; and

WHEREAS, Subsidiary and Parent desire to merge Subsidiary into Parent pursuant to the provisions of Section 253 of the DGCL;

NOW, THEREFORE, BE IT RESOLVED, that effective upon the filing of the Certificate of Merger (the "Effective Time") embodying these resolutions with the Secretary of State of Delaware, Subsidiary shall merge itself into Parent, which will assume all of the obligations of Subsidiary (the "Merger"); and be it further

RESOLVED, that the terms and conditions of the Merger shall be as follows:

(1) The Merger. On the terms and subject to the conditions set forth in the Certificate of Merger, and in accordance with the DGCL, at the Effective Time, Subsidiary shall be merged with and into Parent, and the separate corporate existence of Subsidiary shall thereupon cease. Parent shall continue as the surviving company of the Merger (the "*Surviving Company*").

(2) Filing of Certificate of Merger. Parent shall cause the Merger to be consummated as promptly as possible following the adoption of these resolutions by executing and filing the Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the terms of the DGCL and making all other filings or recordings required by applicable law in connection with the Merger.

(3) Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the Certificate of Merger and the applicable provisions of the DGCL. Without limiting the generality of the foregoing, and subject thereto, at and as of the Effective Time, by virtue of the Merger, all the property, rights, privileges, powers and franchises of Subsidiary and Parent shall vest in the Surviving Company, and all debts, liabilities and duties of the Subsidiary and Parent shall become the debts, liabilities and duties of the Surviving Company.

(4) Certificate of Incorporation; Bylaws. At and as of the Effective Time, and until thereafter amended as provided by Law, by virtue of the Merger, (a) the certificate of incorporation of Parent shall be the certificate of incorporation of the Surviving Company, and (b) the bylaws of Parent shall be the bylaws of the Surviving Company.

(5) Directors and Officers. The directors of Parent immediately prior to the Effective Time shall be the initial directors of the Surviving Company, each to hold office in accordance with the certificate of incorporation and bylaws of the Surviving Company, and the officers of Parent immediately prior to the Effective Time shall be the initial officers of the Surviving Company, until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal.

(6) Conversion of Securities. At the Effective Time, by virtue of the Merger and without any further action on the part of Subsidiary or Parent, pursuant to the Certificate of Merger and the DGCL:

(a) Each share of Common Stock outstanding as of immediately prior to the Effective Time (collectively, the "*Outstanding Shares*") shall be automatically canceled and extinguished without any conversion thereof or any right to receive consideration in respect thereof.

(b) Each share of capital stock of Parent outstanding as of immediately prior to the Effective Time shall be automatically converted into a like number of validly issued, fully paid and nonassessable shares of common stock of the Surviving Company, without the necessity of the issuance of new certificates; and be it further

RESOLVED, that the Merger be submitted to the sole stockholder of Parent and that, upon receiving the written consent of such stockholder, the Merger shall be approved; and be it further

RESOLVED, that the Secretary of Parent is hereby authorized to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of Subsidiary into Parent, and the date of adoption hereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of any necessary or appropriate Recorder of Deeds, and to do all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect the merger.

4. The Merger has been approved by the holders of all of the outstanding stock of Parent entitled to vote thereon by written consent without a meeting in accordance with Section 228 of the DGCL.

IN WITNESS WHEREOF, Parent has caused this Certificate to be signed by its authorized officer on 1 December 2005.

/s/Daniel C. Edmundson

Daniel C. Edmundson,
Secretary