

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Saint-Gobain Performance Plastics Corporation		03/30/2006	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Eaton Corporation		
<b>Street Address:</b>	1111 Superior Avenue		
<b>City:</b>	Cleveland		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	44114		
<b>Entity Type:</b>	CORPORATION: OHIO		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2527643	FLEXIS	
Registration Number:	1007588	SYNFLEX	
Registration Number:	1800759	RED-LINE	
Registration Number:	0683893	SYNFLEX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(216)479-7015		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	216-523-4131		
<b>Email:</b>	danielskalka@eaton.com		
<b>Correspondent Name:</b>	Daniel S. Kalka		
<b>Address Line 1:</b>	1111 Superior Avenue		
<b>Address Line 4:</b>	Cleveland, OHIO 44114		
<b>NAME OF SUBMITTER:</b>	Daniel S. Kalka		
<b>Signature:</b>	/Daniel S. Kalka/		

**CH \$115.00 2527643**

Date:

01/04/2008

**Total Attachments: 16**

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**ASSIGNMENT OF TRADEMARKS**

WHEREAS, Saint-Gobain Performance Plastics Corporation, a California corporation ("Assignor"), is the owner of each of the trademarks and service marks listed on Exhibit A attached hereto (collectively referred to as the "Trademarks").

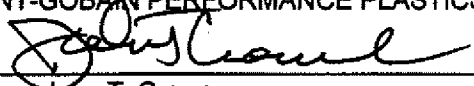
WHEREAS, Assignor desires to assign the entire right, title and interest in and to the Trademarks and the goodwill of the business in which the marks are used to Eaton Corporation ("Assignee"), an Ohio corporation.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, all right, title and interest in and to the Trademarks, along with the goodwill of the business in which the Trademarks are used, together with all rights of enforcement with respect thereto, and including all choses in action related thereto, and including all rights of action resulting from confusingly similar trademarks or service marks, all rights to claim such relief as may be appropriate including claim for damages by reason of past or future infringement or adverse use thereof, and all rights to sue, collect or recover for the same.

Assignor shall, upon request of Assignee, execute all rightful oaths, assignments, and powers of attorney, and do all reasonable acts, that may be necessary and proper to carry out the intent and purpose of this Assignment of Trademarks.


IN WITNESS WHEREOF, Assignor has executed and delivered this Assignment as of the \_\_\_\_ day of March, 2006.

SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION

By   
Name: John T. Crowe  
Title: President

On this 30<sup>th</sup> day of March, 2006 before me, a Notary Public in and for said country, personally appeared John T. Crowe the individual who executed the foregoing instrument and acknowledged that he/she did examine and read the same and did sign the foregoing instrument and that the same is his/her free act and deed on behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
PATRICK J. BURKE, Attorney at Law  
Notary Public, State of Ohio  
My commission has no expiration date,  
Section 147.03 O.R.C.  
NOTARY PUBLIC

ACCEPTANCE:

Eaton Corporation, the Assignee hereto, evidences its acceptance of this Assignment.

By \_\_\_\_\_  
Name:  
Title:

**ASSIGNMENT OF TRADEMARKS**

WHEREAS, Saint-Gobain Performance Plastics Corporation, a California corporation ("Assignor"), is the owner of each of the trademarks and service marks listed on Exhibit A attached hereto (collectively referred to as the "Trademarks").

WHEREAS, Assignor desires to assign the entire right, title and interest in and to the Trademarks and the goodwill of the business in which the marks are used to Eaton Corporation ("Assignee"), an Ohio corporation.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, all right, title and interest in and to the Trademarks, along with the goodwill of the business in which the Trademarks are used, together with all rights of enforcement with respect thereto, and including all choses in action related thereto, and including all rights of action resulting from confusingly similar trademarks or service marks, all rights to claim such relief as may be appropriate including claim for damages by reason of past or future infringement or adverse use thereof, and all rights to sue, collect or recover for the same.

Assignor shall, upon request of Assignee, execute all rightful oaths, assignments, and powers of attorney, and do all reasonable acts, that may be necessary and proper to carry out the intent and purpose of this Assignment of Trademarks.

IN WITNESS WHEREOF, Assignor has executed and delivered this Assignment as of the 30 day of March, 2006.

SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION

By \_\_\_\_\_  
Name:  
Title:

On this 30 day of March, 2006 before me, a Notary Public in and for said country, personally appeared Trent Meyerhoefer the individual who executed the foregoing instrument and acknowledged that he/she did examine and read the same and did sign the foregoing instrument and that the same is his/her free act and deed on behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

SAMOANNA ANDERSON  
Notary Public, State of Ohio,  
Cuyahoga County  
My Commission Expires  
September 8, 2008

*Samoanna Anderson*

NOTARY PUBLIC

ACCEPTANCE:

Eaton Corporation, the Assignee hereto, evidences its acceptance of this Assignment.

By *Trent Meyerhoefer*  
Name: Trent M. Meyerhoefer  
Title: Director -- Capital Markets  
and Authorized Representative

Exhibit A  
Trademarks

Mark	Country	Our Ref	App Date	App No	Reg Date	Reg No.	Goods	Renewal	Status
ECLIPSE	Canada	D9147-08243	4/29/2004	1216027			12: Plastic air brake tubing used on trucks and trailers		Filed
ECLIPSE	European Community	D9147-08242	5/4/2004	3814134			12: Plastic air brake tubing used on trucks and trailers		Published
ECLIPSE	India	D9147-08324	5/5/2004	1282085			12: Plastic air brake tubing used on trucks and trailers		Published
ECLIPSE	International Protocol (Madrid)	D9147-08338	5/4/2004	825584	5/5/2004	825584	12: Plastic air brake tubing used on trucks and trailers	5/4/2014	Registered via International Bureau - Protection extension has been sought in Switzerland, Japan, Korea and Singapore. Production has been preliminarily refused in China.
ECLIPSE	Taiwan	D9147-08321	5/9/2004	093020856	11/8/2006	1/12/2008	12: Plastic air brake tubing used on trucks and trailers	12/31/2015	Registered
ECLIPSE	United States	D9147-08089	11/7/2003	78324848			12: Plastic air brake tubing used on trucks and trailers		Published
FLEXIS	United States	D9147-03250	3/7/2001	79051796	1/8/2002	2827843	17: High pressure and high temperature resistant, reinforced thermoplastic tubing used for hydraulic applications in industrial machinery and vehicles.		Registered
MACROMERIC	United States	D9147-03022	4/9/1991	74/155439	9/14/1993	1793222	17: resins for general industrial use.	1/8/2012	Registered
RED-LINE	United States	D9147-03023	8/24/1992	74/507819	10/28/1993	1800769	17: non-metallic thermoplastic flexible beverage dispenser hose and tubing.	8/14/2013	Registered
SYNFLEX	Argentina	D9147-02759	7/9/1984	534003	7/17/1984	1843112	17: synthetic flexible tubing for the transmission of gases and fluids	10/28/2013	Registered
SYNFLEX	Australia	D9147-02783	1/30/1983	178282	1/30/1983	A178282	17: Rubber and synthetic tubing composed of a single tube or a plurality of tubes enclosed in a sheath for the transmission of gases or liquids or for the housing of cable, and all other non-metallic tubing included in this class, and grommets, tube, pipe and cable fittings and accessories made of gutta percha, india-rubber, ballata or substitutes therefor.	8/29/2007	Registered
SYNFLEX	Benelux	D9147-00480	1/29/1971	0000398	1/29/1982	9046	17: Synthetic flexible tubing for the transmission of gases and fluids	1/30/2008	Registered
								1/29/2012	Registered

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Mark	Country	Our Ref	App Date	App No	Reg Date	Reg No.	Goods	Renewal	Status
SYNFLEX	Brazil	D8147-02782	9/13/1986	3377159	9/13/1986	3377159	18: Materials for construction, Pre-manufactured or premolded structures, wood, sanitary pieces, hydraulic installations and hoses; articles utilized in hydraulic installations.	9/13/2006	Registered
SYNFLEX	Canada	D9147-02796	1/25/1978	0436018	7/4/1980	TMA247636	17: Synthetic tubing for the transmission of gases and fluids.	7/4/2010	Registered
SYNFLEX	Finland	D8147-02817	5/2/1983	43596	12/9/1984	43596	17: synthetic flexible tubing for the transmission of gases and fluids	12/9/2014	Registered
SYNFLEX	France	D8147-02825	2/10/1984	81831	2/10/1984	1608362	17: synthetic flexible tubing for the transmission of gases and fluids	1/11/2009	Registered
SYNFLEX	Hong Kong	D9147-00280	1/18/2001	1129/2001	1/18/2001	14052	17: Synthetic tubing for the transmission of gases and fluids.	1/18/2008	Registered
SYNFLEX	Hungary	D8147-02835	8/28/1978	M7801444	8/28/1978	121240	17: Plastic tubes for transporting gases and fluids.	8/28/2008	Registered
SYNFLEX	India	D8147-02847	2/27/1985	220938	2/27/1985	220938B	17: synthetic flexible tubing for the transmission of gases and fluids	2/27/2006	Registered
SYNFLEX	Indonesia	D8147-00281	2/8/2001	D00.2001 022006-2214	12/5/2001	495122	17: Synthetic tubing for the transmission of gases and fluids.	12/4/2011	Registered
SYNFLEX	Israel	D8147-02852	2/28/1984		2/28/1985	22962	17: Tubes, pipes and tube and pipe fittings, all of the synthetic resin plastics and all included in class 17	2/28/2013	Registered
SYNFLEX	Italy	D8147-02859	2/28/1984	195739	1/28/1987	682511	17: synthetic flexible tubing for the transmission of gases and fluids	2/28/2014	Registered
SYNFLEX	Japan	D8147-02869	4/8/1984	ES39-014621	11/22/1985	688903	17: synthetic flexible tubing for the transmission of gases and fluids	11/22/2015	Registered
SYNFLEX	Malaysia	D8147-00282	1/23/2001	2001/01016	4/28/2004	01001016	17: Synthetic tubing for the transmission of gases and fluids.	1/23/2011	Registered
SYNFLEX	Mexico	D9147-02804	4/1/1984	140478	2/8/1988	525181	17: tubes for the transmission of gases and fluids	10/8/2012	Registered
SYNFLEX	New Zealand	D8147-02816	2/24/1984	75248	5/8/1988	75248	17: synthetic flexible tubing for the transmission of gases and fluids	2/24/2013	Registered
SYNFLEX	Norway	D8147-02817	1/29/1983	62078	7/11/1983	1/11/2005	17: synthetic flexible tubing for the transmission of gases and fluids	7/11/2013	Registered
SYNFLEX	South Africa	D8147-08396	5/24/1978	78/2589	5/24/1978	78/2589	8: Hand tools and implements (hand operated); cutlery; side arms; razors.	5/24/2006	Registered

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Mark	Country	Our Ref	App Date	App No	Reg Date	Reg No.	Goods	Renewal	Status
SYNFLEX	South Africa	D9147-06397	5/24/1978	76/2581	5/24/1978	76/2588	17: Rubber, gutta-percha, gum, asbestos, mica and goods made from these materials and not included in other classes; plastics in extruded form for use in manufacture; packing, stopping and insulating materials; flexible pipes, not of metal. 7: Machines and machine tools; motors and engines (except for land vehicles); machine coupling and transmission components (except for land vehicles); agricultural implements other than hand-operated; incubators for eggs.	5/24/2006	Registered
SYNFLEX	South Africa	D9147-06398	5/24/1978	76/2588	5/24/1978	76/2589	8: Scientific, nautical, surveying, and electrical apparatus and instruments (including wireless); photographic, cinematographic, optical, weighing, measuring, signalling, checking (supervision), life-saving and teaching apparatus and instruments; coin or counterfeited apparatus; talking machines; cash registers, calculating machines, fire-extinguishing apparatus.	5/24/2006	Registered
SYNFLEX	South Africa	D9147-06399	5/24/1978	76/2590	5/24/1978	76/2590	6: Common metals and their alloys; metal building materials; transportable buildings of metal; materials of metal for railway tracks; non-electric cables and wires of common metal; ironmongery, small items of metal hardware; pipes and tubes of metal; safes; goods of common metal not included in other classes, ores.	5/24/2006	Registered
SYNFLEX	Sweden	D9147-02949	1/29/1963	399/63	10/22/1965	114232	17: Synthetic flexible tubing for the transmission of gases and fluids	10/22/2016	Registered
SYNFLEX	Switzerland	D9147-02952	3/9/1964	01299/1964	6/26/1964	P-331356	17: Synthetic flexible tubing for the transmission of gases and fluids	3/6/2014	Registered
SYNFLEX	Tehran	D9147-00346	1/19/2001	90001857	12/16/2001	979878	17: Synthetic tubing for the transmission of gases and fluids.	12/18/2011	Registered
SYNFLEX	Turkey	D9147-02981	4/14/1964	30567	7/1/1964	136360	17: Synthetic tubes for the transport of liquids and gases	3/31/2009	Registered

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Mark	Country	Our Ref	App Date	App No	Reg Date	Reg No.	Goods	Renewal	Status
SYNFLEX	United Kingdom	D9147-02978	11/13/1969	797613	11/13/1960	797613	17: Flexible pipes and tubes, all made from extruded plastics; flexible pipes and tubes, all made from extruded plastics and braided or reinforced with metal wire or with textile filaments; flexible pipes and tubes, all made from extruded plastics and braided or reinforced with metal wire or with textile filaments and formed as multi-ply assemblies; and parts of all the aforesaid goods, all included in Class 17.	1/13/2014	Registered
SYNFLEX	United States	D9147-03020	1/14/1969	72065832	8/25/1979	663893	17: Synthetic tubing for the transmission of gases and fluids.	8/25/2009	Registered
TASTE-RITE	European Community	D9147-00097	5/17/2002	2701894	12/16/2003	2701894	17: plastic beverage hose	6/17/2012	Registered
TASTE-RITE	United States	D9147-00047	4/2/2002	78119043	1/14/2003	2878245	17: plastic beverage hose	1/14/2013	Registered

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# State of California

## SECRETARY OF STATE

### CERTIFICATE OF FILING

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **31st day of December, 1999**, there was filed in this office a(n) **Certificate of Ownership** merging **SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION**, a(n) **Delaware** corporation, into **FURON COMPANY**, a **California** corporation, and the surviving corporation, by the terms of said agreement.

Further, that the name of the surviving corporation was changed to **SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION** by terms of said Certificate of Ownership.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 7, 2000.



*Bill Jones*

BILL JONES  
Secretary of State

tb



SECRETARY OF STATE



I, *BILL JONES*, 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 21 1999



*Bill Jones*

Secretary of State

**CERTIFICATE OF OWNERSHIP**  
**MERGING**

**DEC 31 1999**

**BILL JONES, Secretary of State**

**SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION**  
**INTO**  
**FURON COMPANY**

\*\*\*\*\*

We, Mark V. Barter, Vice President, and Walter S. Peake, Assistant Secretary, of Saint-Gobain Performance Plastics Corporation, a corporation organized and existing under the laws of the State of Delaware, do hereby certify:

1. That they are, respectively, a Vice President and an Assistant Secretary of Saint-Gobain Performance Plastics Corporation.

2. That Saint-Gobain Performance Plastics Corporation is duly organized and existing under the laws of the State of Delaware, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.

3. That Saint-Gobain Performance Plastics Corporation owns one hundred percent (100%) of the outstanding shares of Furon Company, a corporation duly organized and existing under the laws of the State of California ("Surviving Corporation").

4. That the following resolutions were duly adopted and approved by the board of directors of Saint-Gobain Performance Plastics Corporation:

RESOLVED, that Saint-Gobain Performance Plastics Corporation merge, and it hereby does merge itself into said Furon Company which assumes all of the obligations of Saint-Gobain Performance Plastics Corporation, pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code, upon the terms set forth in the Agreement and Plan of Merger submitted to this Board, and that such Agreement and Plan of Merger is hereby approved and adopted.

FURTHER RESOLVED, that the merger shall be effective at the close of business on December 31, 1999 ("Effective Date").

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

- (a) Each share of the Common Stock of Furon Company owned by Saint-Gobain Performance Plastics Corporation immediately prior to the Effective Date, constituting all of the issued and outstanding stock of

Furon Company, shall be cancelled, and no payment shall be made with respect thereto.

- (b) Each share of the common stock of Saint-Gobain Performance Plastics Corporation outstanding immediately prior to the Effective Date shall be converted into and become one share of the common stock of the Surviving Corporation, with the same powers, rights and privileges of the shares so converted, and shall constitute the only outstanding shares of capital stock of the Surviving Corporation.

FURTHER RESOLVED, that, pursuant to the Agreement and Plan of Merger, the Surviving Corporation, change its name by amending Article One of its Articles of Incorporation to read as follows:

FIRST: The name of the Corporation shall be Saint-Gobain Performance Plastics Corporation.

FURTHER RESOLVED, that the proper officers of Saint-Gobain Performance Plastics Corporation be and hereby are directed to make and execute a Certificate of Ownership and Merger with the Secretary of State of Delaware and a Certificate of Ownership with the California Secretary of State setting forth a copy of the resolutions to merge into said Furon Company, which will assume its liabilities.

5. That the resolutions and Plan of Merger as set forth above were duly approved by the Board of Directors of Furon Company pursuant to the provisions of Section 1110 of the California Corporations Code.

6. This certificate shall become effective on December 31, 1999.

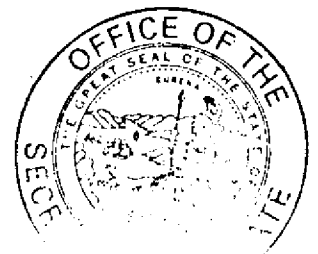
Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true to their own knowledge. Executed at Northboro, Massachusetts and Valley Forge, Pennsylvania on December 13, 1999.

*Mark V. Barter*

Mark V. Barter, Vice President

*Walter S. Peake*

Walter S. Peake, Assistant Secretary



# State of California

## SECRETARY OF STATE

### CERTIFICATE OF FILING

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 31st day of December, 1999, there was filed in this office an amendment changing the corporation name from **FURON COMPANY**, a California corporation, to **SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION**.

STATE OF MINNESOTA  
FILED

AUG 01 2000

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 13, 2000.



*Bill Jones*  
BILL JONES  
Secretary of State

df

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "FURON COMPANY" UNDER THE NAME OF "FURON COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1999, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

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

3147543 8100M  
991556022



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0168612  
DATE: 12-29-99

TRADEMARK  
REEL: 003689 FRAME: 0451

CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION  
INTO  
FURON COMPANY

\*\*\*\*\*

SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION, a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

**FIRST:** That Saint-Gobain Performance Plastics Corporation was incorporated on the 11<sup>th</sup> day of December, 1981, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That Saint-Gobain Performance Plastics Corporation owns one hundred percent (100%) of the outstanding shares (of each class) of the stock of Furon Company, a corporation incorporated on the 28<sup>th</sup> day of August, 1957, pursuant to the Corporations Code of the State of California ("Surviving Corporation").

**THIRD:** That the directors of Saint-Gobain Performance Plastics Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board, dated December 13, 1999, determined to merge itself into said Furon Company:

RESOLVED, that Saint-Gobain Performance Plastics Corporation merge, and it hereby does merge itself into said Furon Company which assumes all of the obligations of Saint-Gobain Performance Plastics Corporation pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code, upon the terms set forth in the Agreement and Plan of Merger submitted to this Board, and that such Agreement and Plan of Merger is hereby approved and adopted.

FURTHER RESOLVED, that the merger shall be effective at the close of business on December 31, 1999 ("Effective Date").

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:



- (a) Each share of the Common Stock of Furon Company owned by Saint-Gobain Performance Plastics Corporation immediately prior to the Effective Date, constituting all of the issued and outstanding stock of Furon Company, shall be cancelled, and no payment shall be made with respect thereto.
- (b) Each share of the common stock of Saint-Gobain Performance Plastics Corporation outstanding immediately prior to the Effective Date shall be converted into and become one share of the common stock of the Surviving Corporation, with the same powers, rights and privileges of the shares so converted, and shall constitute the only outstanding shares of capital stock of the Surviving Corporation.

**FURTHER RESOLVED**, that the proposal for the merger Agreement and Plan of Merger shall be submitted to the sole stockholder of Saint-Gobain Performance Plastics Corporation for its approval by written consent, and upon receiving the signature of the sole stockholder of Saint-Gobain Performance Plastics Corporation on the Agreement and Plan of Merger and on a written consent containing resolutions authorizing the merger, the merger shall be approved.

**FURTHER RESOLVED**, that, pursuant to the Agreement and Plan of Merger, Furon Company, the Surviving Corporation, change its name by amending Article One of its Articles of Incorporation to read as follows:

**FIRST:** The name of the Corporation shall be Saint-Gobain Performance Plastics Corporation.

**FOURTH:** That the merger has been approved by the holder of all of the outstanding stock entitled to vote thereon of Saint-Gobain Performance Plastics Corporation by written consent pursuant to the provisions of Section 228 and Section 253 of the General Corporation Law of the State of Delaware.

**FIFTH:** That Furon Company survives the merger and may be served with the process in the State of Delaware in any proceeding for enforcement of any obligation of Saint-Gobain Performance Plastics Corporation as well as for enforcement of any obligation of any surviving corporation arising from the merger, including any suit or proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of the Section 262 Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is: Saint-Gobain Performance Plastics Corporation, 750 E. Swedesford Road, Valley Forge, PA 19482, Att: General Counsel, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to the Surviving Corporation at the above address.

**SIXTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Saint-Gobain Performance Plastics Corporation at any time prior to the time that this merger filed with the Secretary of State.

IN WITNESS WHEREOF, said Saint-Gobain Performance Plastics Corporation has caused this Certificate to be signed by Mark V. Barter, its Vice President, this 13th day of December, 1999.

SAINT-GOBAIN PERFORMANCE PLASTICS CORPORATION

*Mark V. Barter*

By: Mark V. Barter, Vice President