

LP ⇒ Inc.

UNITED STATES TRADEMARKS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
FAIRFIELD	2,302,656	12/21/1999
SUNBURY	2,520,620	12/18/2001
BAYSHORE	2,513,071	11/27/2001
COLOGNE	2,439,249	3/27/2001
MONTROSE	2,538,517	2/12/2002
ALPINE	2,483,138	8/28/2001
QUALITY MAID	1,720,319	9/29/1992
MILL'S PRIDE	1,582,585	2/13/1990
WINDSOR	2,615,699	9/3/2002
CAPE COD	2,462,610	6/19/2001

CONNECTICUT
CERTIFICATE OF MERGER
Corporation with Corporation or Other Entity

1. The names of the parties to the merger are Mill's Pride, Inc., a corporation organized and existing under the laws of the State of Connecticut, Mill's Pride LLC, a limited liability company organized and existing under the laws of the State of Ohio, Mill's Pride Limited Partnership, a limited partnership organized and existing under the laws of the State of Ohio, Mill's Pride Premier, Inc., a corporation organized and existing under the laws of the State of Ohio, and Premier Vanity Tops L.L.C., a limited liability company organized and existing under the laws of the State of Ohio.
2. The name of the surviving company in the merger is Mill's Pride, Inc., a corporation organized and existing under the laws of the State of Connecticut.
3. The date the merger will be effective is January 1, 2008.
4. The Agreement and Plan of Merger was duly approved by the shareholders of Mill's Pride, Inc., a merging domestic corporation in the manner required by Secs. 33-600 to 33-998, inclusive, of the Connecticut General Statutes and the certificate of incorporation of the corporation.
5. Mill's Pride LLC, Mill's Pride Limited Partnership, Mill's Pride Premier, Inc., and Premier Vanity Tops L.L.C. have duly authorized the Agreement and Plan of Merger and the performance of its terms by all action required by the laws of the State of Ohio under which each is organized or by which each is governed and by each of its certificates of formation.

November 16, 2007

MILL'S PRIDE, INC.
a Connecticut corporation

By: Lawrence F. Leaman
Lawrence F. Leaman
Vice President

MILL'S PRIDE LLC
an Ohio limited liability company

By: Lawrence F. Leaman
Lawrence F. Leaman
Vice President

MILL'S PRIDE LIMITED PARTNERSHIP
an Ohio limited partnership

By: Mill's Pride, Inc., General Partner
By: Lawrence F. Leaman
Lawrence F. Leaman
Vice President

MILL'S PRIDE PREMIER, INC.
an Ohio corporation

By: Lawrence F. Leaman
Lawrence F. Leaman
Vice President

PREMIER VANITY TOPS, L.L.C.
an Ohio limited liability company

By: Lawrence F. Leaman
Lawrence F. Leaman
Vice President

[Handwritten Signature]
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