

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
ProForce Inc.		06/30/2006	CORPORATION: NORTH CAROLINA

**RECEIVING PARTY DATA**

Name:	Ecolab Inc.
Street Address:	370 Wabasha Street N
City:	St. Paul
State/Country:	MINNESOTA
Postal Code:	55102
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Serial Number:	78834586	PROFORCE
Serial Number:	78025747	PROFORCE

**CORRESPONDENCE DATA**

Fax Number: (651)204-7522  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 6517955978  
 Email: edward.courtney@ecolab.com  
 Correspondent Name: Edward R. Courtney  
 Address Line 1: 370 Wabasha Street N  
 Address Line 2: ESC/F7  
 Address Line 4: St. Paul, MINNESOTA 55102

NAME OF SUBMITTER:	Edward R. Courtney
Signature:	/erc/

CH \$65.00 78834586

Date:

02/22/2008

**Total Attachments: 6**

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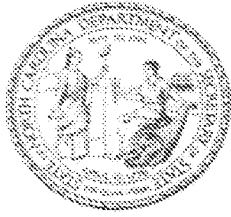
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# NORTH CAROLINA

## Department of The Secretary of State

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To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

OF

PROFORCE INC.

INTO

ECOLAB INC.

the original of which was filed in this office on the 27th day of June, 2006.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 27th day of June, 2006

*Elaine F. Marshall*

Secretary of State

*State of North Carolina*  
*Department of the Secretary of State*

**ARTICLES OF MERGER**

Pursuant to North Carolina General Statute Sections 55-11-05(a), 55A-11-09(d), 55A-11-04, 57C-9A-22(a), 59-73.32(a) and 59-1072(a), as applicable, the undersigned entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is Ecolab Inc., a (check one)  corporation,  nonprofit corporation,  professional corporation,  limited liability company,  limited partnership,  partnership,  limited liability partnership organized under the laws of Delaware (state or country).

2. The address of the surviving entity is:

Street Address 370 Wabasha Street N. City Saint Paul  
State Minnesota Zip Code 55102 County Ramsey

(Complete only if the surviving business entity is a foreign business entity that is not authorized to transact business or conduct affairs in North Carolina.) The mailing address of the surviving foreign business entity is: \_\_\_\_\_

\_\_\_\_\_ The Surviving foreign business entity will file a statement of any subsequent change in its mailing address with the North Carolina Secretary of State.

3. For each merging entity: (If more than one, complete on separate sheet and attach.)

The name of the merged entity is ProForge Inc., a (check one)  corporation,  nonprofit corporation,  professional corporation,  limited liability company,  limited partnership,  partnership,  limited liability partnership organized under the laws of North Carolina (state or country).

4. If the surviving business entity is a domestic business entity, the text of each amendment, if any, to the Articles of Incorporation, Articles of Organization, or Certificate of Limited Partnership within the Plan of Merger is attached.

5. A Plan of Merger has been duly approved in the manner required by law by each of the business entities participating in the merger.

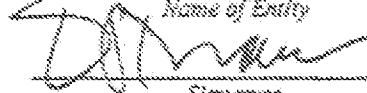
6. These articles will be effective upon filing unless a delayed date and/or time is specified: 5:00 p.m.

Eastern Time, June 30, 2006

This the 23<sup>rd</sup> day of June, 2006.

Ecolab Inc.

Name of Entity



Signature

Timothy P. Dordell, Asst. Secretary

Type or Print Name and Title

**NOTES:**

1. Filing fee is \$30 for For-profit entities.
2. Filing fee is \$25 for Non-profit entities.
3. This document must be filed with the Secretary of State. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

(Revised September 2005)  
CORPORATIONS DIVISION

P. O. BOX 29622

(Form BE-15)  
RALEIGH, NC 27626-0622

# Delaware

PAGE 1

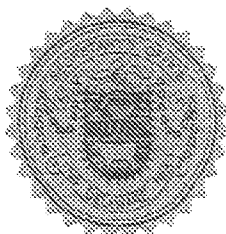
The First State

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:

"PROFORCE INC.", A NORTH CAROLINA CORPORATION,  
WITH AND INTO "ECOLAB INC." UNDER THE NAME OF "ECOLAB INC.",  
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JUNE, A.D. 2006, AT 2:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF JUNE, A.D. 2006, AT 5 O'CLOCK P.M.

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



0164814 8100M

060611558

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4856167

DATE: 06-26-06

TRADEMARK  
REEL: 003723 FRAME: 0233

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PROFORCE INC.

INTO

ECCOLAB INC.

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

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Ecolab Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on the 18<sup>th</sup> day of February, 1924, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the common stock of ProForce Inc., a corporation incorporated on the 27<sup>th</sup> day of November, 2001, pursuant to the North Carolina Business Corporation Act, which is the only class of capital stock of said corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on May 12, 2006, determined to merge into itself ProForce Inc. on the conditions set forth in such resolutions:

RESOLVED, That the Corporation merge into itself its wholly-owned subsidiary corporation, ProForce Inc., a corporation incorporated under the laws of the State of North Carolina, and assume all of the obligations of such subsidiary ("Subsidiary") pursuant to Section 253 of the General Corporation Law of the State of Delaware, and Section 55-11-04 of the North Carolina Business Corporation Act; and further

RESOLVED, That upon such merger, all of the estate, property, rights, privileges and franchises of the Subsidiary shall vest in and be held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary and shall be managed and controlled by the Corporation, subject to all liabilities and obligations of the

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:25 PM 06/26/2006  
FILED 02:23 PM 06/26/2006  
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20060626 ProForce Inc. Certificate of Ownership and Merger of Ecolab Inc. into ProForce Inc.

Subsidiary and the rights of all creditors of the Subsidiary; and further

RESOLVED, That the proper officers, or any of them, of the Corporation are hereby directed to execute on behalf of the Corporation an Agreement and Plan of Merger with the Subsidiary, which shall provide that the Restated Certificate of Incorporation and By-Laws of the Corporation shall be the Restated Certificate of Incorporation and By-Laws of the surviving corporation and shall contain such other terms and provisions as are necessary and appropriate to effectuate the merger contemplated therein pursuant to the laws of the state of incorporation of the Subsidiary; and further

RESOLVED, That the proper officers of the Corporation are hereby directed to prepare and execute, under the corporate seal of the Corporation, (i) a Certificate of Ownership and Merger relating to the merger setting forth a copy of these resolutions, which Certificate shall also set for the date of adoption of said resolutions, and to cause the same to be filed with the Secretary of State of the State of Delaware, and (ii) Articles of Merger, and to cause the same to be filed with the Secretary of State of the State of North Carolina, and to do all acts and things whatsoever, whether within or without the States of Delaware and North Carolina, which may be necessary or proper to effect the merger of the Subsidiary with and into the Corporation; and further

RESOLVED, That the proper officers of the Corporation are authorized on behalf of, or in the name of, the Corporation, and after the effective date of the merger, on behalf of the Subsidiary, to take any and all actions whatsoever in any national, state or local jurisdiction which they shall determine necessary or advisable to effect the merger of the Subsidiary into the Corporation, including but not limited to, actions to effect the transfer or evidence the transfer of assets, rights and obligations of the Subsidiary, including quotas, shares or other evidences of ownership by the Subsidiary in subsidiary corporations or companies of the Corporation, or to obtain any necessary governmental, regulatory, investment or tax approvals and to post any bonds, file any reports, or arrange for acceptance of service of process or otherwise comply with local requirements; and further


RESOLVED, That the reference to the "proper officers" in these resolutions shall include Chairman of the Board, President, any Vice President, Secretary, Assistant Secretary, Treasurer or Assistant Treasurer, and each singly, of the Corporation and shall

include full power of substitution to appoint attorneys-in-fact or agents.

That this Certificate of Ownership and Merger shall be immediately effective as of 5:00 p.m., Eastern Time, on the 30<sup>th</sup> day of June, 2006.

IN WITNESS WHEREOF, said Ecolab Inc. has caused this Certificate of Ownership and Merger to be signed by Timothy P. Dordell, its Assistant Secretary, this 23<sup>rd</sup> day of June, 2006.

ECOLAB INC.

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By: Timothy P. Dordell  
Its: Assistant Secretary

Notwithstanding to whom presented, this document is the property of Ecolab Inc. and is loaned to you for your use only. It is not to be distributed, copied, or otherwise used for any purpose other than that for which it is loaned.