

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2005		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Sovereign Commercial Group, Inc.		12/31/2005
			Entity Type
			CORPORATION:
RECEIVING PARTY DATA			
Name:	Henkel Corporation		
Street Address:	1001 Trout Brook Crossing		
City:	Rocky Hill		
State/Country:	CONNECTICUT		
Postal Code:	06067		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2747537	CELLUBOND
CORRESPONDENCE DATA			
Fax Number:	(860)571-5028		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	860-571-2661		
Email:	amy.wergles@us.henkel.com, lizette.sayah@us.henkel.com		
Correspondent Name:	Amy Span Wergeles		
Address Line 1:	1001 Trout Brook Crossing		
Address Line 2:	Law Department - Trademarks		
Address Line 4:	Rocky Hill, CONNECTICUT 06067		
ATTORNEY DOCKET NUMBER:	CELLUBOND #3		
NAME OF SUBMITTER:	Amy Span Wergeles		
Signature:	//amy span wergeles//		

CH \$40.00 2747537

Date:

07/16/2009

Total Attachments: 5

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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **December 29, 2005**



A handwritten signature in black ink, appearing to be "R. H. Co.", is written over the seal.

Special Deputy Secretary of State

DOS-1266 (9/05)

CT-07

F 05122900, 1152

CERTIFICATE OF MERGER

OF

SOVEREIGN COMMERCIAL GROUP, INC., a New York corporation

INTO

HENKEL CORPORATION, a Delaware corporation

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

1. Henkel Corporation, a corporation of the State of Delaware owns one hundred percent (100%) of the outstanding shares of Sovereign Commercial Group, Inc., a corporation of the State of New York.
2. As to Sovereign Commercial Group, Inc., the subsidiary corporation, the designation and number of outstanding shares and the number of such shares owned by Henkel Corporation, the surviving corporation, are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Sovereign Commercial Group, Inc.	200	200

3. (a) The certificate of incorporation of The P&L Subsidiary, Inc., now known as Sovereign Commercial Group, Inc. was filed in the New York Department of State on the 29th day of November, 1967.
- (b) Henkel Corporation, the surviving corporation, was incorporated under the laws of the State of Delaware on the 22nd day of January, 1970. Its application for authority to do business in the State of New York was filed in the Department of State on the 17th day of June, 1970 and its fictitious name used in New York pursuant to Article Thirteen of the

Business Corporation Law is General Mills Chemicals

(c) The merger is permitted by the laws of the state of incorporation of each subsidiary and is in compliance therewith. The merger is permitted by the laws of the state of its incorporation and is in compliance therewith.

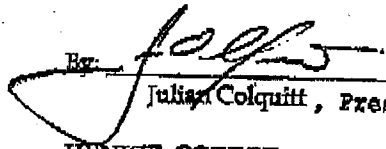
4. Henkel Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is c/o CT Corporation System, 111 Eighth Avenue, New York, N.Y. 10011.

5. Henkel Corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

6. The constituent domestic corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by each constituent domestic corporation have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger, has been filed by each constituent domestic corporation. The said report, if estimated, is subject to amendment. Henkel Corporation hereby agrees that it will within thirty (30) days after the filing of the certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by each constituent domestic corporation.

7. The merger shall be effective on the 31st day of December, 2005.

SOVEREIGN COMMERCIAL GROUP, INC.

By: 
Julia Colquitt, President
HENKEL CORPORATION

By: _____
John E. Knudson

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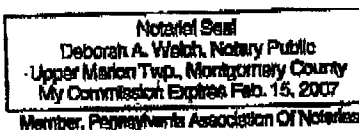
Commonwealth of Pennsylvania
County of Montgomery

ss.

On this 21st day of December, 2005, before me, a Notary Public in and for said County, personally appeared John E. Knudson known to me to be the President, Chief Financial Officer of Henkel Corporation and as such, being authorized to do so, executed the foregoing instrument and acknowledged the said instrument to be the act of said corporation for the purposes therein contained.

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

Deborah A. Welch (SEAL)
Notary Public



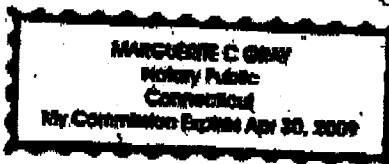
State of Connecticut
County of Hartford

ss. *Rocky Hill*

On this 21st day of December, 2005, before me, a Notary Public in and for said County, personally appeared Julian Colquitt known to me to be the President of Sovereign Commercial Group, Inc. and as such, being authorized to do so, executed the foregoing instrument and acknowledged the said instrument to be the act of said corporation for the purposes therein contained.

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

Marguerite C. Gray (SEAL)
Notary Public



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CT-07

Certificate of Merger

OF

Sovereign Commercial Group, Inc. into Henkel
Corporation (fictitious name: General Mills Chemicals)
(Entity Name)

Under Section 907 of the Business Corporation Law

1cc

FILED

2005 DEC 29 PM 3:15

Filed by:

Henkel Corporation
2200 Renaissance Boulevard
Suite 200, The Triad
Gulph Mills, PA 19406

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 29 2005

TAX \$ _____
Y: _____

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DRAWDOWN

2005 DEC 29 PM 12:01

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