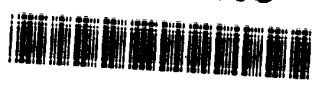


07-09-1998



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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

D

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>WORMALD U.S., INC.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>MRD 6-22-98</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Ansul, Incorporated</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>One Stanton Street</u></p> <p>City: <u>Marinette</u> State: <u>WI</u> Zip: <u>54132</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State - <u>Delaware</u> <input type="checkbox"/> Other _____</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 9, 1994</u></p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No. (s)</p> <p>B. Trademark registration No. (s) <u>1,721,265 and 1,721,264</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Maria C.H. Lin, Esq.</p> <p>Name: <u>Morgan & Finnegan, L.L.P.</u></p> <p>Address: <u>345 Park Avenue</u></p> <p>City: <u>New York</u> State: <u>N.Y.</u> Zip: <u>10154</u></p>	<p>6. Total number of applications and registrations involved: 2</p> <p>7. Total fee (37 CFR 3.41): \$ <u>80.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>13-4500</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p> <p style="text-align: right;">80E</p>

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01 FC:481	40.00 OP
02 FC:482	25.00 OP
03 FC:998	15.00 OP

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9. Statement and signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

_____ Maria C.H. Lin _____

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet:

5

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TRADEMARKS ONLY

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

10. Name of conveying party(ies):

Wormald U.S., Inc.

Individual(s)

Association

General Partnership

Limited Partnership

Corporation-State

Other _____

State of Delaware
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 AMENDMENT OF "WORMALD U.S., INC.", CHANGING ITS NAME FROM "WORMALD U.S., INC." TO "ANSUL, INCORPORATED", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 1994, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0863762 8100

981194093

AUTHENTICATION:

9092544

DATE:

TRADEMARK ~~05-126~~-98

REEL: 1749 FRAME: 0620

12-12-94

WORMALD U.S., INC.

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

Wormald U.S., Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

First: That by unanimous consent action of the Board of Directors of the Corporation dated December 8, 1994, the Board adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article First thereof so that, as amended, said Article shall be and read as follows:

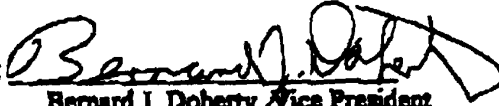
"The name of the Corporation shall be Ansul, Incorporated."

Second: That by unanimous consent action dated December 8, 1994, the sole stockholder of the Corporation adopted and approved said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Third: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Bernard J. Doherty, its Vice President, and attested by Betty Jean Bailey, its Assistant Secretary, this 9th day of December, 1994.

WORMALD U.S., INC.

By: 
Bernard J. Doherty, Vice President

ATTEST:

By: 
Betty Jean Bailey,
Assistant Secretary