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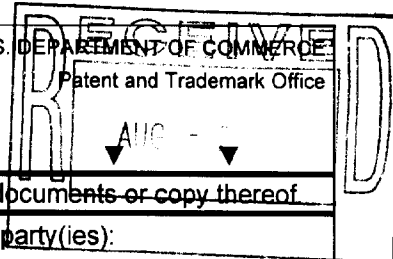
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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office



Tab settings

To the Honorable Commissioner of Pat

attached original documents or copy thereof

1. Name of conveying party(ies):

TRAYCO, INC.

- Individual(s)
- General Partnership
- Corporation-State Michigan
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 1, 1994

2. Name and address of receiving party(ies):

Name: AMERICAN SHOWER & BATH CORPORATION

Internal Address:

Street Address: 540 Glen Avenue

City: Moorestown State: NJ ZIP: 08057

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,784,033 1,785,427 1,788,161

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Leon E. Redman

Internal Address: Legal Patent

Masco Corporation

Street Address: 21001 Van Born Road

City: Taylor State: MI ZIP: 48180

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41):.....\$ \$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-1981

(Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 50.00 CH

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.

Leon E. Redman

Name of Person Signing

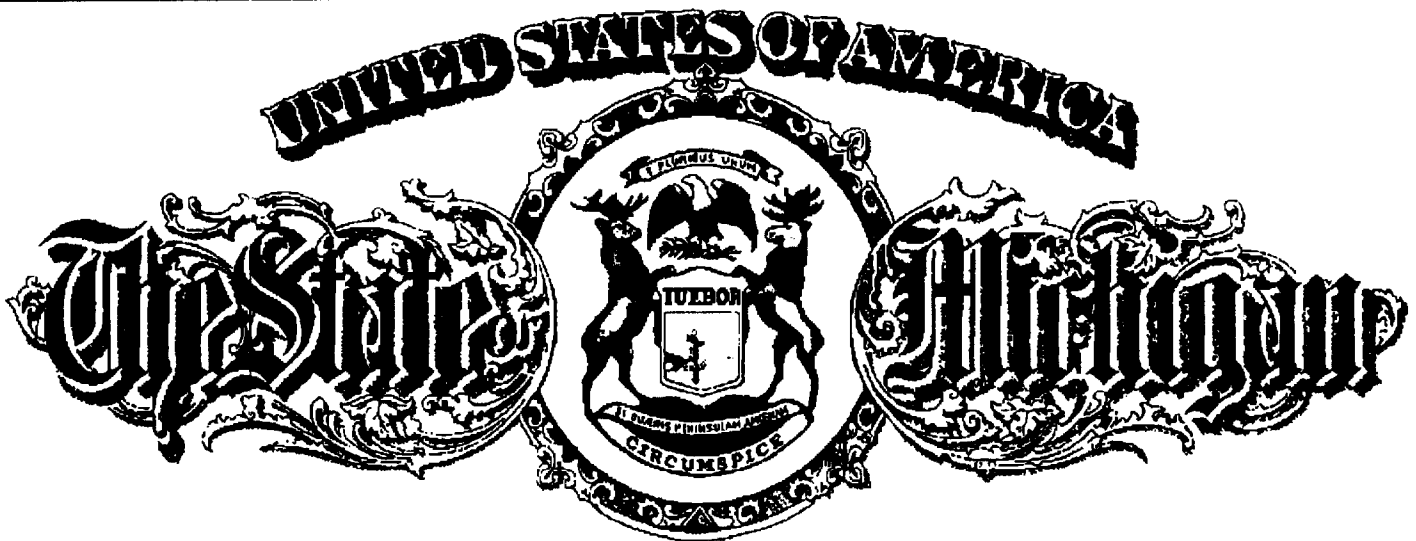
Signature

July 30, 1999

Date

Total number of pages including cover sheet, attachments, and

7



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 29th day of July, 1999.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

DEC 20 1994

(FOR BUREAU USE ONLY)

FILED

DEC 20 1994

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Name	PH. 517-663-2525 Ref # 45335
Address	Attn: Cheryl J. Bixby MICHIGAN RUNNER SERVICE
City	P.O. Box 266 Eaton Rapids, MI. 48827-0266

EFFECTIVE DATE: JANUARY 1, 1995

Document will be returned to the name and address you enter above.

CERTIFICATE OF MERGER

For use by Parent and Subsidiary Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:

Trayco, Inc.

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American Shower & Bath Corporation

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b. The name of the surviving corporation and its identification number is:

Trayco, Inc.

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c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
American Shower & Bath Corporation	1,000 common	1,000 common

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d. The manner and basis of converting the shares of each constituent corporation is as follows:

See attached Plan of Merger

e. The amendments to the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

Article I is amended to read as follows:

"The name of the Company is American Shower & Bath Corporation."

f. Other provisions with respect to the merger are as follows:

See attached Plan of Merger

2. (Complete for any foreign corporation only)

This merger is permitted by the laws of the State of Delaware, the
jurisdiction under which American Shower & Bath Corporation
(name of foreign corporation)

is formed and the plan of merger was adopted and approved by such corporation pursuant to and in accordance with
the laws of that jurisdiction.

3. (Delete if not applicable)

The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of
Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of
the holders of more than the percentage of the shares owned by the parent corporation.)

4. (Delete if not applicable)

The consent to the merger by the shareholders of the parent corporation was obtained. (Such consent is necessary if
its Articles of Incorporation require shareholder approval of the merger, the plan of merger amends its Articles of
Incorporation, or a subsidiary is to be the surviving corporation.)

5. (Complete only if an effective date is desired other than the date of filing)

The merger shall be effective on the 1st day of January, 1995.

Signed this 1st day of December, 1994

Trayco, Inc.

(Name of parent corporation)

By 

(Only signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Gerald Bright Vice President/Secretary

(Type or Print Name and Title)

PLAN OF MERGER

PLAN OF MERGER, dated as of December 1, 1994, between Trayco, Inc., a Michigan corporation (the "Surviving Corporation") and American Shower & Bath Corporation, a Delaware corporation (the "Merging Corporation") (with the Surviving Corporation and the Merging Corporation collectively referred to herein as the "Constituent Corporations").

A. The Constituent Corporations in consideration of the mutual agreements of each corporation as set forth hereinafter, deem it advisable and generally for the welfare of said corporations, that the Merging Corporation merge with and into the Surviving Corporation under and pursuant to the terms and conditions set forth herein (the "Merger").

B. The terms and conditions of the Merger, the mode of carrying the same into effect, the manner of dealing with the shares of the Constituent Corporations outstanding immediately prior to the effective time of the Merger, and other pertinent provisions of the Merger, are hereinafter set forth.

ARTICLE I

In accordance with the provisions of the laws of the State of Michigan and the State of Delaware, the Merging Corporation shall be merged with and into the Surviving Corporation.

ARTICLE II

The Merger shall become effective upon filing the Certificate of Merger with the Secretary of State of Michigan and the Secretary of State of Delaware on January 1, 1995 (the "Effective Date").

ARTICLE III

The Articles of Incorporation of the Surviving Corporation shall be amended by virtue of the Merger to read as follows: "The name of the Company is American Shower & Bath Corporation."

ARTICLE IV

At the Effective Date the directors and officers of the Surviving Corporation shall be the directors and officers of the Surviving Corporation. Each director and officer shall hold office, subject to the applicable provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation, until the next annual stockholders meeting of the Surviving Corporation and until their successors shall be elected or appointed and duly qualified.

ARTICLE V

On the Effective Date the issued shares of capital stock of the Merging Corporation shall by virtue of the Merger forthwith cease to exist and be canceled without payment of any consideration therefor.

ARTICLE VI

At the Effective Date the separate existence of the Merging Corporation shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and property of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation, shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation respectively. The Merging Corporation hereby agrees, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

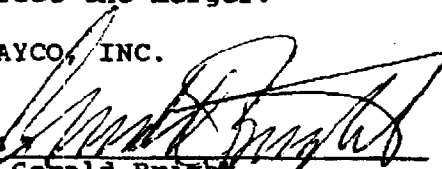
ARTICLE VII

All rights of creditors and all liens upon the property of either said corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

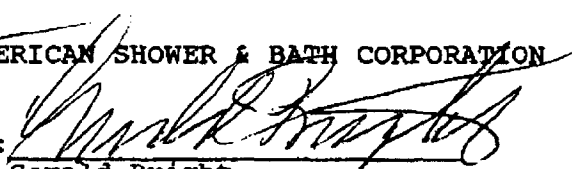
ARTICLE VIII

The officers of each of the corporations party to the merger are authorized to do all acts and things necessary and proper to effect the merger.

TRAYCO, INC.

By: 
Gerald Bright
Vice President/Secretary

AMERICAN SHOWER & BATH CORPORATION

By: 
Gerald Bright
Vice President/Secretary