

03-12-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102012282 ONLY

Tab settings

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

1. Name of conveying party(ies):

Carlisle Sanitary Maintenance Products, Inc.

2-21-02

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 31, 2001

2. Name and address of receiving party(ies)

Name: Carlisle FoodService Products, Incorporated Address:

Street Address: 4711 East Hefner Road City: Okla. City State: OK Zip: 73131

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,399,460 1,540,540 2,138,015 1,484,314 1,939,370 2,246,746

Additional number(s) attached Yes No

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

Name: Anthony L. Rahhal

Internal Address: McAfee & Taft Tenth Floor, Two Leadership Square

Street Address: 211 North Robinson

City: Okla. City State: OK Zip: 73102

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41) \$ 165.00

- Enclosed Authorized to be charged to deposit account (any deficiency in enclosed fees)

8. Deposit account number:

500449

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

DO NOT USE THIS SPACE

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.

Anthony L. Rahhal Name of Person Signing

Signature

February 7, 2002 Date

6

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

03/11/2002 DBYRNE 00000260 1399460

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TRADEMARK REEL: 002458 FRAME: 0500

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 MERGER, WHICH MERGES:

"CARLISLE SANITARY MAINTENANCE PRODUCTS", A WISCONSIN CORPORATION,

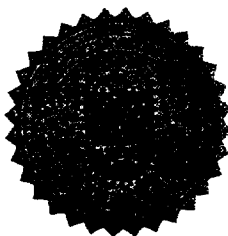
WITH AND INTO "CARLISLE FOODSERVICE PRODUCTS, INCORPORATED" UNDER THE NAME OF "CARLISLE FOODSERVICE PRODUCTS, INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.

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

2018606 8100M

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1533126

DATE: 12-31-01

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REEL: 002458 FRAME: 0501

CERTIFICATE OF MERGER

OF

CARLISLE SANITARY MAINTENANCE PRODUCTS
(formerly Sparta Brush Co., Inc.)

AND

CARLISLE FOODSERVICE PRODUCTS, INCORPORATED

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Carlisle Sanitary Maintenance Products, which is incorporated under the laws of the State of Wisconsin; and
 - (ii) Carlisle FoodService Products, Incorporated, which is incorporated under the laws of the State of Delaware.
2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Carlisle Sanitary Maintenance Products in accordance with the laws of the State of its incorporation and by Carlisle FoodService Products, Incorporated in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is Carlisle FoodService Products, Incorporated, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Carlisle FoodService Products, Incorporated, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

c/o Carlisle Companies Incorporated
250 South Clinton Street, Suite 201
Syracuse, New York 13202
6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Carlisle Sanitary Maintenance Products consists of 100 shares \$1 par value.

8. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 31, 2001.

Dated: December 19, 2001

CARLISLE SANITARY MAINTENANCE
PRODUCTS

By: Steven J. Ford
Steven J. Ford Secretary

CARLISLE FOODSERVICE PRODUCTS,
INCORPORATED

By: Steven J. Ford
Steven J. Ford Secretary

G:\data\STEVEN\FORMS\CFS\CERT\MERGER\csmp.doc

ARTICLES OF MERGER – DOMESTIC AND FOREIGN FOR-PROFIT CORPORATIONS

A. Name and state of incorporation of the merging (non-surviving) corporation(s):

Name: Carlisle Sanitary Maintenance Products, Inc. (formerly Sparta Brush Co., Inc.)	State of Incorporation: Wisconsin
Name:	State of Incorporation:

B. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the surviving corporation:

Name: Carlisle FoodService Products, Incorporated	State of Incorporation: Delaware
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C. The adopted Plan of Merger (the "Plan") is attached as Exhibit A.

D. The Plan was approved by each foreign corporation that is a party to the merger in accordance with the laws of the state under which it was incorporated, and by each domestic corporation that is a party to the merger in accordance with (select and (X) mark one of the following)

(xx) Sec. 180.1103, Wis. Stats. OR () Sec. 180.1104, Wis. Stats.

E. (OPTIONAL) These articles of merger, when filed, shall be effective (See instructions. Select, complete and (X) mark one of the following)

() At the time and date set by sec. 180.1123(1), Wis. Stats. OR (xx) as of December 31, 2001 (date)

F. Executed on December 19, 2001 (date) by the surviving corporation on behalf of all parties to the merger.

STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
01 DEC 20 11:04 AM

Steven Ford
(Signature)

Title: () President (xx) Secretary
or other officer title _____

Steven J. Ford
(Printed Name)

STATE OF WISCONSIN
FILED

JAN 2 2002

DEPARTMENT OF
FINANCIAL INSTITUTIONS

This document was drafted by Steven J. Ford
(Name the individual who drafted the document)

Exhibit A - PLAN OF MERGER

I. Name and state of incorporation of the merging (non-surviving) corporation(s):

Name: Carlisle Sanitary Maintenance Products, Inc. (formerly Sparta Brush Co., Inc.)	State of Incorporation: Wisconsin
Name:	State of Incorporation:

II. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the surviving corporation:

Name: Carlisle FoodService Products, Incorporated	State of Incorporation: Delaware
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III. State the terms and conditions of the merger:

Carlisle Sanitary Maintenance Products, Inc. and Carlisle FoodService Products, Incorporated are both wholly-owned subsidiaries of Carlisle Corporation, a Delaware corporation. Following the merger, each issued and outstanding share of Carlisle Sanitary Maintenance Products, Inc. shall be extinguished and Carlisle Corporation shall continue to be the owner of all the issued and outstanding shares of Carlisle FoodService Products Incorporated.

IV. State the manner and basis of converting the shares of each non-surviving corporation:

- (A) into shares, obligations or other securities of the surviving (or any other) corporation; or
- (B) into cash or other property, in whole or part:

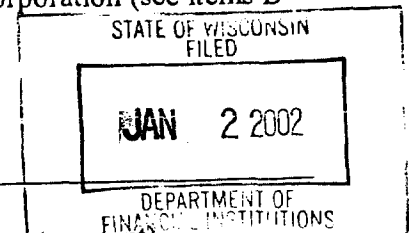
SEE III ABOVE

V. State any amendments to the surviving domestic corporation's articles of incorporation (see items B and C of the instructions):

NONE

VI. State any other provisions:

N/A



INSTRUCTIONS (Ref. sec. 180.1101, 1105 and 180.1107, Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$50.00 or more**, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. Upon filing, the information in this document becomes public and might be used for purposes other than that for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.