

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Royal Rubber & Manufacturing Company		06/07/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Fiskars Brands, Inc.
Street Address:	2537 Daniels Street
City:	Madison
State/Country:	WISCONSIN
Postal Code:	53718-6772
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 9		
Property Type	Number	Word Mark
Serial Number:	78346642	GREEN GLOBE ENVIRONMENTALLY-FRIENDLY RECYCLED TIRE RUBBER
Serial Number:	78327545	MASTERPIECE
Serial Number:	78334419	ROYAL
Registration Number:	2286447	NATURAL ACCENTS
Registration Number:	2010594	ROYAL
Registration Number:	1217659	VELDURA
Registration Number:	1905743	RUFF N' TUFF
Registration Number:	2279854	ROYAL
Registration Number:	2162508	ROYAL AQUA FLOW

CORRESPONDENCE DATA	
Fax Number:	(414)297-4900
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	414-271-2400
Email:	ptomailmilwaukee@foley.com

CH \$240.00 78346642

Correspondent Name: Richard J. McKenna
Address Line 1: 777 East Wisconsin Avenue
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER: 318901652ROYAL

NAME OF SUBMITTER: Julie A. Murphy

Total Attachments: 6
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ARTICLES OF MERGER
MERGING
ENVIROWORKS HOLDING CO.,
ENVIROWORKS, INC.,
AQUAPORE MOISTURE SYSTEMS, INC. AND
ROYAL RUBBER & MANUFACTURING CO.
WITH AND INTO
FISKARS BRANDS, INC.

Pursuant to Section 180.1105 of the Wisconsin Business Corporation Law (the "WBCL"), the following Articles of Merger are hereby executed as of this 7th day of June, 2004, by and between Fiskars Brands, Inc., a Wisconsin corporation ("Parent"), and each of EnviroWorks Holding Co., EnviroWorks, Inc. and Aquapore Moisture Systems, Inc., each a Delaware corporation, and Royal Rubber & Manufacturing Co., a California corporation (referred to individually as "Subsidiary" and collectively as "Subsidiaries").

ARTICLE I

The Board of Directors and all shareholders of Parent, in accordance with Parent's Articles of Incorporation and Bylaws and Sections 180.1101 and 180.1103 of the WBCL, approved and adopted the Plan of Merger, dated as of June 7 2004 (the "Plan of Merger"), a true and correct copy of which is attached hereto as Exhibit A and incorporated herein by reference.


ARTICLE II

The Boards of Directors of EnviroWorks Holding Co., EnviroWorks, Inc. and Aquapore Moisture Systems, Inc. and Parent, as the sole shareholder of each such Subsidiary, in accordance with the Certificates of Incorporation and Bylaws of such Subsidiaries and Section 252 of the Delaware General Corporation Law, approved and adopted the Plan of Merger.

The Board of Directors of Royal Rubber & Manufacturing Co. and Parent, as the sole shareholder of such Subsidiary, in accordance with such Subsidiary's Articles of Incorporation and Bylaws and Section 1110 of the California Corporations Code, approved and adopted the Plan of Merger.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed by their respective officers as of the day and year first written above.

FISKARS BRANDS, INC.

By: 
William J. Denton, President

ENVIROWORKS HOLDING CO.

By: William J. Denton
William J. Denton, President

ENVIROWORKS, INC.

By: William J. Denton
William J. Denton, President

AQUAPORE MOISTURE SYSTEMS, INC.

By: William J. Denton
William J. Denton, President

ROYAL RUBBER & MANUFACTURING
CO.

By: William J. Denton
William J. Denton, President

These Articles of Merger were drafted by, and a copy hereof should be returned to, Christian G. Steinmetz of Foley & Lardner LLP, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

PLAN OF MERGER

The following Plan of Merger is hereby executed as of this 3rd day of June, 2004, by and between Fiskars Brands, Inc., a Wisconsin corporation ("Parent"), and EnviroWorks Holding Co. ("EnviroWorks Holding"), EnviroWorks, Inc. ("EnviroWorks") and Aquapore Moisture Systems, Inc. ("Aquapore"), each a Delaware corporation, and Royal Rubber & Manufacturing Co. ("Royal") (referred to individually as "Subsidiary" and collective as "Subsidiaries").

WHEREAS, the authorized capital stock of Parent consists of 22,510,250 shares of common stock, \$0.01 par value per share, of which 20,259,225 shares are issued and outstanding on the date hereof.

WHEREAS, the authorized capital stock of EnviroWorks Holding consists of 3,000 shares of common stock, \$0.001 par value per share, of which 100 shares are issued and outstanding on the date hereof, all of which outstanding shares are owned by Parent.

WHEREAS, the authorized capital stock of EnviroWorks consists of 1,000 shares of common stock, \$0.01 par value per share, of which 1,000 shares are issued and outstanding on the date hereof, all of which outstanding shares are owned by Parent.

WHEREAS, the authorized capital stock of Aquapore consists of 10,000 shares of common stock, \$0.001 par value per share, of which 100 shares are issued and outstanding on the date hereof, all of which outstanding shares are owned by Parent.

WHEREAS, the authorized capital stock of Royal consists of 7,000 shares of common stock, \$100 par value per share, of which 1,794 shares are issued and outstanding on the date hereof, all of which outstanding shares are owned by Parent.

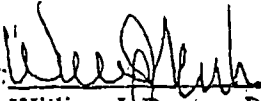
WHEREAS, Section 180.1101 of the Wisconsin Business Corporation Law ("WBCL"), Section 252 of the Delaware General Corporation Law ("DGCL") and Section 1110 of the California Corporations Code ("CCC") permit the merger of Subsidiaries into Parent.

NOW, THEREFORE, Parent and Subsidiaries, in consideration of the mutual promises, agreements and covenants contained herein and in accordance with the WBCL, DGCL and CCC, hereby agree as follows:

1. Subsidiaries shall be merged with and into Parent, with Parent being the surviving corporation.

2. The merger shall have the effect provided in the WBCL, DGCL and CCC. The effective time of the merger of EnviroWorks Holding into Parent shall be 11:59:58 p.m. and the effective time of the merger of EnviroWorks Inc., Aquapore and Royal into Parent shall be 11:59:59 p.m., in each case on the later of (i) the date that the Department of Financial Institutions of the State of Wisconsin receives the Articles of Merger for filing, or (ii) June 30, 2004 (in each case, the "Effective Time").

ROYAL RUBBER & MANUFACTURING
CO.

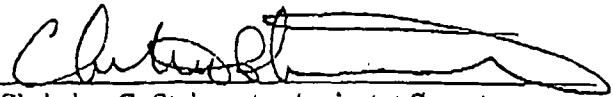
By: 

William J. Denton, President

Certificate of Assistant Secretary

I, Christian G. Steinmetz, Assistant Secretary of EnviroWorks Holding Co., EnviroWorks, Inc. and Aquapore Moisture Systems, Inc., all corporations organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Plan of Merger to which this Certificate is attached was duly adopted pursuant to Section 228 of the General Corporation Law of the State of Delaware by the written consent of the sole stockholder of the corporations, which holds all shares of the capital stock of the corporations, same being all of the shares issued and outstanding having voting power, which Plan of Merger was thereby adopted as the act of the sole stockholder of said Enviroworks Holding Co., EnviroWorks, Inc. and Aquapore Moisture Systems, Inc. and the duly adopted agreement and act of the said corporations.

WITNESS my hand on this 7th day of June, 2004.


Christian G. Steinmetz, Assistant Secretary

3. The merger shall affect the shares of each of the parties hereto as follows:

a. At the Effective Time, there shall be no effect on the outstanding shares of Parent common stock.

b. At the Effective Time, each outstanding share of Subsidiary common stock owned by Parent shall be automatically canceled and retired, without consideration, and shall cease to exist.


4. The Articles of Incorporation of Parent, as in effect immediately prior the Effective Time, shall continue in full force and effect as the Articles of Incorporation of Parent after the Effective Time.

5. The Bylaws of Parent, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Bylaws of Parent after the Effective Time.

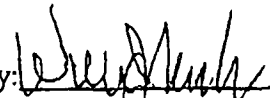
6. The Officers and Directors of Parent shall continue in office until the next annual meeting of shareholders and until their successors shall have been selected and qualified.

IN WITNESS WHEREOF, Parent and Subsidiaries have cause this Plan of Merger to be executed in their respective corporate names by duly authorized officers as of the day and year first above written.


FISKARS BRANDS, INC.

By: 
William J. Denton


ENVIROWORKS HOLDING CO.

By: 
William J. Denton, President

ENVIROWORKS, INC.

By: 
William J. Denton, President

AQUAPORE MOISTURE SYSTEMS, INC.

By: 
William J. Denton, President