

1-31-92

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101040634

Handwritten: RD
5-7-99

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

1. Name of conveying party(ies):

Enterprise Coatings Company of Rhode Island, Ltd.,
a Rhode Island Corporation

Enterprise Coatings Company, Ltd.,
a Connecticut Corporation

- Individual(s)
- General Partnership
- Corporation - Rhode Island and Connecticut (U.S.A.),
- Other:

Additional name(s) of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:

Effective Date: December 31, 1995

Execution Date: December 15, 1995

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

Surviving new corporation:
Enterprise Coatings Company, Ltd.
22 Steel Street
North Smithfield, Rhode Island 02786

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Rhode Island (U.S.A.)
- Other:

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

A. Trademark Application No.(s)

B.

Trademark Registration No.(s)

1,737,660 for "VAPEX"
2,136,802 for "EXOSKIN"

Additional Numbers attached? Yes No

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

Name: Albert J. Breneisen
Address: KENYON & KENYON
One Broadway
New York, New York 10004

6. Total number of applications and registrations involved: 2

7. Total fee (37 C.F.R. 3.41) \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-0600

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.

Albert J. Breneisen
Name of Person Signing

Albert J. Breneisen
Signature

5-4-99
Date

Total number of pages comprising cover sheet: 6

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion
Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington DC 20231

05/18/1999 DNGUYEN 00000182 110600 1737660
01 FC:481 40.00 CH
02 FC:482 25.00 CH

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0605-0011), Washington, D.C. 20503

Filing Fee: \$100.00
(Domestic Survivor/New Corporation)

Corp. ID # _____

Filing Fee: \$150.00
(Foreign Survivor/New Corporation)

MERGER
 CONSOLIDATION



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

DUPLICATE ARTICLES OF MERGER OR CONSOLIDATION
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO

ENTERPRISE COATINGS COMPANY, LTD.

(Name of the surviving or new corporation)

Pursuant to the provisions set forth in Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger or Consolidation for the purpose of merging or consolidating them into one corporation:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

Name of Corporation

ENTERPRISE COATINGS COMPANY OF RHODE ISLAND, LTD.
ENTERPRISE COATINGS COMPANY, LTD.

State

Rhode Island
Connecticut

SECOND: The laws of the State under which such foreign corporation is organized permit such merger or consolidation.

THIRD: The name of the surviving or new corporation is ENTERPRISE COATINGS COMPANY, LTD.

and it is to be governed by the laws of the State of RHODE ISLAND

FOURTH: The following Plan of Merger or Consolidation was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger or Consolidation)

SEE JOINT PLAN OF MERGER and Agreement of Merger, attached hereto and made a part hereof.

FILED

DEC 29 1995

1859
152440

FILED

DEC 26 1995

1659
152440
TRADEMARK

REEL: 001898 FRAME: 0215

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
ENTERPRISE COATINGS COMPANY OF RHODE ISLAND, LTD.	100	No Par Common	100
ENTERPRISE COATINGS COMPANY, LTD.	100	No Par Common	100

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	NUMBER OF SHARES				
	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
ENTERPRISE COATINGS COMPANY OF RHODE ISLAND, LTD.	100	0	No Par Common	100	0
ENTERPRISE COATINGS COMPANY, LTD.	100	0	No Par Common	100	0

SEVENTH: If the surviving or new corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving or new corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated December 15, 19 95

ENTERPRISE COATING COMPANY OF RHODE ISLAND,

Corporate Name

By [Signature]
Signature of President or Vice-President

and [Signature]
Signature of Secretary or Assistant Secretary

ENTERPRISE COATINGS COMPANY, LTD.

Corporate Name

By [Signature]
Signature of President or Vice-President

and [Signature]
Signature of Secretary or Assistant Secretary

STATE OF RHODE ISLAND

COUNTY OF Providence

} Sc.

At Providence in said County on the 15th day of December, 19 95, before me personally appeared Mark S. Shanley, who being by me first duly sworn, declared that he/she is the President and Secretary of ENTERPRISE COATING COMPANY OF RHODE ISLAND, LTD. that he/she signed the foregoing document as such President and Secretary of the corporation, and that the statements therein contained are true.

[Signature]
David J. Carroll Notary Public
my commission expires 9/7/96

(NOTARIAL SEAL)

STATE OF Rhode Island

COUNTY OF Providence

} Sc.

At Providence in said County on the 15th day of December, 19 95, before me personally appeared Mark S. Shanley, who being by me first duly sworn, declared that he/she is the President and Secretary of ENTERPRISE COATINGS COMPANY, LTD. that he/she signed the foregoing document as such President and Secretary of the corporation, and that the statements therein contained are true.

[Signature]
David J. Carroll Notary Public
my commission expires 9/7/96

(NOTARIAL SEAL)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF MERGER OR CONSOLIDATION OF DOMESTIC AND FOREIGN CORPORATIONS INTO

ENTERPRISE COATINGS COMPANY OF RHODE ISLAND, LTD.

I, Maureen Ewing Acting Deputy

Secretary of State of the State of Rhode Island, hereby certify that duplicate originals of Articles of

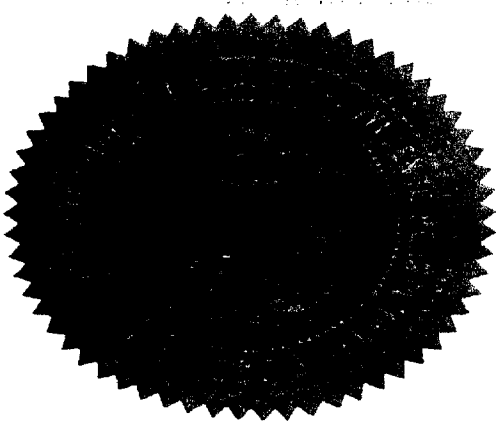
Merger or Consolidation of ENTERPRISE COATINGS COMPANY OF RHODE ISLAND, LTD.,

a Domestic corporation, and ENTERPRISE COATINGS COMPANY, LTD. (Insert "Domestic" or "Foreign")

a Foreign corporation into ENTERPRISE COATINGS COMPNAY OF RHODE ISLAND, LTD. (Insert "Domestic" or "Foreign")

a Domestic corporation, duly signed and verified pursuant to the provisions of (Insert "Domestic" or "Foreign")

Chapter 7-1.1 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law, and that the foregoing is a duplicate original of the Articles of Merger or Consolidation.

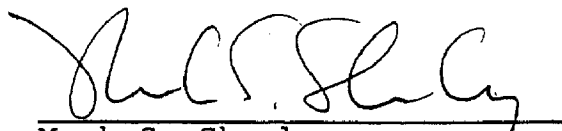


Witness my hand and the seal of the State of Rhode Island this twenty-ninth day of December 1995

Maureen Ewing Acting Deputy Secretary of State

ENTERPRISE COATINGS COMPANY, LTD.
SECRETARY'S CERTIFICATE

I, the undersigned Secretary of ENTERPRISE COATINGS COMPANY OF RHODE ISLAND, LTD. hereby certify that all shares of the Company were voted in favor of the Agreement and Plan of Merger dated December 15, 1995.


Mark S. Shanley,
Secretary

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

BE IT REMEMBERED, that on this 15th day of December, 1995, personally appeared before me, the subscriber, a notary public for the State and County aforesaid, Mark S. Shanley, Secretary for ENTERPRISE COATINGS COMPANY OF RHODE ISLAND, INC., known to me to be such, and acknowledged the Certificate to be his act and deed and that the facts therein stated were truly set forth.

Given under my hand and official seal of office the date and year aforesaid.


Notary Public David J. Carroll
My Commission Expires: 9/7/96