



102346695

To the Commissioner for Trademarks: Please

nts or copy thereof.

1. Name of conveying party(ies):
Trex Company, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other : Limited Liability Company

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

2. Name and address of receiving party(ies):
Name: Trex Company, Inc. **1-77 03**
Internal Address:
Street Address: 160 Exeter Drive
City: Winchester State: VA Zip: 22603

Individual 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: December 9, 2002

4. Application number(s) or registration numbers(s):
A. Trademark Application No.(s)
Additional numbers attached? Yes No

B. Trademark Registration No.(s)
2,259,151; 2,470,104; 2,538,495

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Edward W. Rilee
Internal Address: Post Office Box 2974
Greensboro, NC 27402
Street Address: 1600 First Union Tower
Suite 1600
City: Greensboro State: NC Zip: 27401

6. Total number of applications and registrations involved:..... 7

7. Total fee (37 CFR 3.41):..... \$190.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
501923
(Attach duplicate 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.

Donna Cottelli Donna Cottelli January 16, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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

01/23/2003 LMUELLER 00000153 2259151

01 FC:8521 40.00 OP
02 FC:8522 150.00 OP

OFFICE OF THE COMMISSIONER OF PATENTS AND TRADEMARKS
RECORDS SECTION
JAN 22 PM 1:19

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Commissioner for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
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 Corporation-State
 Other : Limited Liability Company
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 Limited Partnership
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 Security Agreement Change of Name
 Other:
Execution Date: December 9, 2002

4. Application number(s) or registration numbers(s):
A. Trademark Application No.(s)
Additional numbers attached? Yes No

B. Trademark Registration No.(s)
1,881,449; 1,938,516; 2,325,943; 2,325,940;

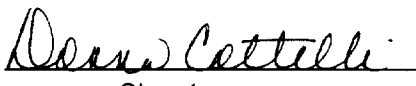
5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Edward W. Rilee
Internal Address: Post Office Box 2974
Greensboro, NC 27402
Street Address: 300 N. Greene Street
Suite 1600
City: Greensboro State: NC1 Zip: 27401

6. Total number of applications and registrations involved:..... 7
7. Total fee (37 CFR 3.41):..... \$190.00
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Signature

January 16, 2003
Date

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

Delaware

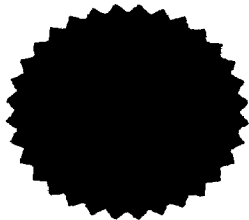
The First State

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:

"TREX COMPANY, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "TREX COMPANY, INC." UNDER THE NAME OF "TREX COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF DECEMBER, A.D. 2002, 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. 2002, AT 5 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2941461 8100M

AUTHENTICATION: 2133654

020752437

DATE: 12-10-02

TRADEMARK
REEL: 002655 FRAME: 0263

**CERTIFICATE OF MERGER
OF
TREX COMPANY, I.L.C
INTO
TREX COMPANY, INC.**

(Under Section 264 of the General Corporation Law of the State of Delaware
and Section 18-209 of the Limited Liability Company Act of the State of Delaware)

The undersigned Trex Company, Inc., a Delaware corporation,

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities are as follows:

| <u>Name</u> | <u>Jurisdiction of Formation or Organization</u> |
|--------------------|--|
| Trex Company, Inc. | Delaware |
| TREX Company, LLC | Delaware |

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264(c) of the General Corporation Law of the State of Delaware, 8 Del.C. §101, et seq., and Section 18-209 of the Limited Liability Company Act of the State of Delaware, 6 Del.C. §18-101, et seq.

THIRD: The name of the surviving Delaware corporation is Trex Company, Inc. (the "Surviving Corporation").

FOURTH: The certificate of incorporation of Trex Company, Inc. as in effect immediately prior to the merger shall be the certificate of incorporation of the Surviving Corporation.


FIFTH: The executed Agreement and Plan of Merger is on file at a place of business of the Surviving Corporation at 160 Exeter Drive, Winchester, Virginia 22603.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any member or stockholder of any constituent corporation or limited liability company.

SEVENTH: This Certificate of Merger shall be effective as of 5:00 p.m. (EDT) on December 31, 2002.

IN WITNESS WHEREOF, Surviving Corporation has caused this certificate to be signed
as of the 9th day of December, 2002.

TREX COMPANY, INC.

By: 
Name: ROBERT ANTHONY
Title: RESIDENT

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WDC - 62114/0004 - 232490 v1

WDC - 62114/0004 - 1617500 v1

RECORDED: 01/22/2003

TRADEMARK
REEL: 002655 FRAME: 0265