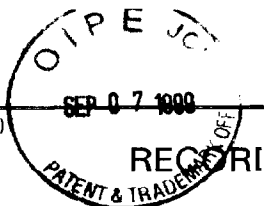


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Atty. Dkt. No. 26285/134

FORM PTO-1595 (modified)

(Rev 6-93)

09-09-1999



U.S. DEPARTMENT OF COMMERCE

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Patent and Trademark Office

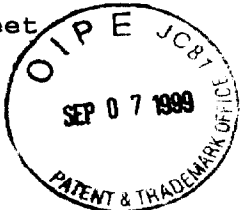
To the Commissioner of Patents and Trademarks

101138727

original documents or copies thereof.

1. Name of conveying party(ies):

Kirsch, Inc.
309 North Prospect Street
Sturgis, MI 49091



Additional conveying party(ies) NO

3. Nature of conveyance:

ASSIGNMENT

Execution Date:

12/11/98

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

Newell Window Furnishings, Inc.
29 East Stephenson Street
Freeport, IL 61032

I hereby certify that this document is being
deposited with the United States Postal
Service as first class mail in an envelope
addressed to the Assistant Commissioner
for Patents, Washington, D.C. 20231, on
this 1 day of Sept., 1999.

FOLEY & LARDNER

Additional name(s) & address(es) attached? NO

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

If this is being filed together with a new application, the execution date of the application is:

A. Patent Application Number(s):

29/097,595

B. Patent Number(s):

Additional numbers attached? NO

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

Keith D. Lindenbaum
FOLEY & LARDNER
Firststar Center
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-5367

6. Total number of applications/patents involved:

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

☒ Check Enclosed

Charge to deposit account

8. Deposit account number: 06-1447

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. The Commissioner is hereby authorized to charge any additional recordation fees which may be required in this matter to the above-identified deposit account.

Keith D. Lindenbaum

9/1/99

Name of person signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 3

09/08/1999 TTRAN2 00000069 29097595

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CT CORP SYS CHGO TM1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 12/11/1998
981478938 - 2445953

**CERTIFICATE OF MERGER
OF
KIRSCH INC.
INTO
NEWELL WINDOW FURNISHINGS, INC.**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Kirsch Inc., which is incorporated under the laws of the state of Delaware; and
 - (ii) Newell Window Furnishings, Inc., which is incorporated under the laws of the state of Delaware.
2. An Agreement and Plan 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 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Newell Window Furnishings, Inc., a Delaware corporation.
4. The Certificate of Incorporation of Newell Window Furnishings, Inc. shall be the Certificate of Incorporation of the surviving corporation.
5. The executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place is as follows:

c/o Newell Co.
29 East Stephenson Street
Freeport, IL 61032
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
7. The effective time of the merger with Delaware Secretary of State shall be December 29, 1998.

Dated as of the 9th day of December, 1998.

NEWELL WINDOW FURNISHINGS,
INC., a Delaware corporation

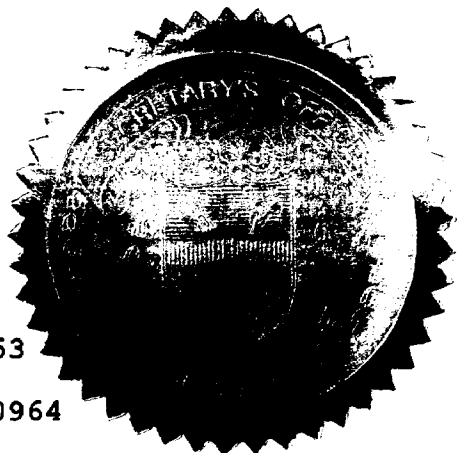
Dale Matschullat
Vice President-General Counsel



I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

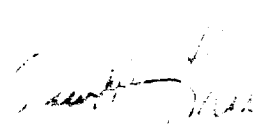
"KIRSCH INC.", A DELAWARE CORPORATION,

WITH AND INTO "NEWELL WINDOW FURNISHINGS, INC." UNDER THE NAME OF "NEWELL WINDOW FURNISHINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF DECEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.



2445953

991000964



EDWARD J. FREEL, SECRETARY OF STATE

INSTRUMENT NO.

9519145

DATE

01-13-99



I, Christine A. Escavaille, a Notary Public in and for the State of Wisconsin, United States of America, hereby certify that I am a duly authorized and active Notary Public; that the attached document copy is a true line-for-line copy of the original Certificate of Ownership which merges "Kirsch, Inc." with and into "Newell Window Furnishings, Inc." duly recorded with the State of Delaware, Office of the Secretary of State on December 11, 1998.

Christine A. Escavaille

Christine A. Escavaille
Notary Public, State of Wisconsin
Commission expires: July 6, 2003