

09-25-2000



101467275

/ER SHEET

LY

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

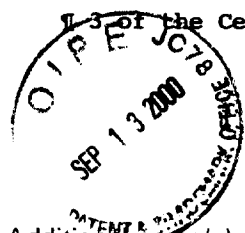
1. Name of conveying party(ies): 9-13-00

GCP INVESTORS INC., a Delaware corporation; GCP HOLDINGS INC., a Delaware corporation; GRACO CHILDREN'S PRODUCTS INC., a Delaware corporation; and GRACO CHILDREN'S PRODUCTS INC. (OHIO), an Ohio corporation.

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

GRACO CHILDREN'S PRODUCTS INC.\*  
51 SOUTH PINE STREET  
ELVERSON, PA 19520

\*The name of the surviving corporation of the merger is GCP Investors Inc., which will continue its existence under the new name of Graco Children's Products Inc. See 1-3 of the Certificate of Merger.



Additional conveying party(ies) N/A

3. Nature of conveyance:

MERGER/CHANGE OF NAME

Execution Date:

12/08/99

Additional name(s) & address(es) attached? N/A

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): 29/046,235  
Original Assignment recorded on December 15, 1997  
At Reel 8865, Frame 0927

B. Patent Number(s):

Additional numbers attached? NO

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

Lyle Kimms  
FOLEY & LARDNER  
Washington Harbour  
3000 K Street, N.W., Suite 500  
Washington, D.C. 20007-5109

6. Total number of applications/patents involved: 1

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

Check Enclosed

Charge to deposit account

8. Deposit account number: 19-0741

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.

Lyle Kimms Reg. No. 34,079

September 13, 2000

Name of person signing

Signature

Date

09/25/2000 DWGUYEN 00000515 29046235

01 FC:581

40.00 DP Total number of pages including cover sheet, attachments, and document: 4

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"GCP HOLDINGS INC.", A DELAWARE CORPORATION,  
"GRACO CHILDREN'S PRODUCTS INC.", A DELAWARE CORPORATION,  
"GRACO CHILDREN'S PRODUCTS INC.", A OHIO CORPORATION,

WITH AND INTO "GCP INVESTORS INC." UNDER THE NAME OF "GRACO CHILDREN'S PRODUCTS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 1999, AT 1:30 O'CLOCK P.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. 1999.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

2281022 8100M  
991536952

AUTHENTICATION: 0139739  
DATE: 12-14-99

**CERTIFICATE OF MERGER**

**OF**

**GCP INVESTORS INC.**

**(a Delaware corporation),**

**GCP HOLDINGS INC.**

**(a Delaware corporation),**

**GRACO CHILDREN'S PRODUCTS INC.**

**(a Delaware corporation)**

**AND**

**GRACO CHILDREN'S PRODUCTS INC. (OHIO)**

**(an Ohio corporation)**

**It is hereby certified that:**

1. The constituent business corporations participating in the merger herein certified are:
  - (i) GCP Investors Inc., which is incorporated under the laws of the State of Delaware;
  - (ii) GCP Holdings Inc., which is incorporated under the laws of the State of Delaware;
  - (iii) Graco Children's Products Inc., which is incorporated under the laws of the State of Delaware; and
  - (iv) Graco Children's Products Inc. (Ohio), which is incorporated under the laws of the State of Ohio.

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 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is GCP Investors Inc., which will continue its existence as said surviving corporation under the new name Graco Children's Products Inc. 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 GCP Investors Inc., is to be amended and changed by reason of the merger herein certified by striking out article FIRST thereof, and by substituting in lieu thereof the following article FIRST:

**"FIRST: The name of the Corporation is Graco Children's Products Inc."**

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the offices of GCP Investors Inc., the address of which is as follows:

6833 Stalter Drive, Suite 101  
Rockford, IL 61108

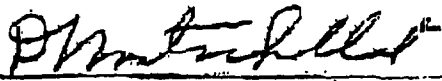
6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid corporation, on request and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. Graco Children's Products Inc. (Ohio) has 100 shares of capital stock authorized.

8. The Agreement and Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 31, 1999.

Dated: December 8, 1999.

GCP INVESTORS INC.

By   
Name: Dale L. Matschullat  
Title: Vice President - General Counsel

DOCS1: 282017.1