

03-10-2003

Form PTO-1595 (Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

RE



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

34-03

102385528

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies) thereof.

1. Name of the conveying party(ies):

Loctite Corporation

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



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

Name: Henkel Loctite Corporation

Internal Address: _____

Street Address: 1001 Trout Brook Crossing

City: Rocky Hill State CT Country: US

Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: May 14, 2002

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

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

A. Patent Application No(s).

B. Patent No(s).

~~09/882,088~~ filed 15 June 2001
10/081,465 filed 22 February 2002
10/085,316 filed 28 February 2002

Additional numbers attached? Yes No

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

Name: Steven C. Bauman

Internal Address: _____

Street Address: HENKEL LOCTITE CORPORATION
1001 Trout Brook Crossing

City: Rocky Hill State: CT ZIP: 06067

6. Total number of applications and patents involved: 3

7. Total fee (37 CFR 3.41) \$ 120.00

Enclosed

Authorized to be charged to Deposit Account

8. Deposit Account Number:

12-2135

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.

Steven C. Bauman

Reg. No. 33,832

Signature

March 3, 2003

Date

03/07/2003 LMJELLER 00000219 122135 09882088

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Total number of pages including cover sheet, attachments, and document: 14

RESTATED CERTIFICATE OF INCORPORATION

OF

LOCTITE CORPORATION

LOCTITE CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Loctite Corporation. The date of filing its original Certificate of Incorporation with the Secretary of State was November 6, 1987.
2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the Corporation by restating the Certificate of Incorporation in its entirety.
3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

RESTATED CERTIFICATE OF INCORPORATION

OF

LOCTITE CORPORATION

FIRST: The name of the corporation is Loctite Corporation (hereinafter referred to as the "Corporation").

SECOND: The registered office of the Corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 100 shares of Common Stock, par value \$0.01 per share.

FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have powers without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote

thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this Certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SIXTH:

(1) Elimination of Certain Liability of Directors. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the

circumstances set forth in the preceding sentence, shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended.

(2) Indemnification and Insurance. (a) *Right to Indemnification.* Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer, of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators. The right to indemnification set forth in this Article SIXTH shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any proceedings in advance of its final

disposition; provided, however, that, if the General Corporation Law of Delaware requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) *Right of Claimant to Bring Suit.* If a claim under paragraph (a) of this Section is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expense incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the General Corporation Law of Delaware for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the

commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of Delaware, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard or conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) *Non-Exclusivity of Rights.* The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

(d) *Insurance.* The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of Delaware.

(3) Amendment or Repeal. No amendment to or repeal of this Article SIXTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal, nor shall any such amendment or repeal apply to or have any effect on the obligation of the Corporation to pay in advance expenses incurred by an officer or director of the Corporation

in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.

SEVENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

EIGHTH: Except as otherwise provided herein, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation

in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

4. This Restated Certificate of Incorporation was duly adopted by unanimous written consent of the Board of Directors and the sole stockholder of the Corporation in accordance with the applicable provisions of Section 141, 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Loctite Corporation has caused this Certificate to be signed by Eugene F. Miller its Vice President as of the 15th day of January, 1997.

LOCTITE CORPORATION

By: 

Eugene F. Miller
Vice President

**CERTIFICATE OF MERGER
MERCING
LOCTITE INTERNATIONAL SERVICES, LTD.
INTO
LOCTITE CORPORATION**

Pursuant to Section 251 of the
Delaware General Corporation Law

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of both of the constituent corporations in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Loctite International Services, Ltd.	Delaware
Loctite Corporation	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed, and acknowledged by both of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That Loctite Corporation ("Loctite") shall be the surviving corporation.

FOURTH: That the Certificate of Incorporation of the surviving corporation, Loctite, as in effect immediately prior to the effective date of the merger, shall be the Certificate of Incorporation of the surviving corporation, and no amendments or changes to that Certificate of Incorporation are effected by this merger.


FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 1001 Trout Brook Crossing, Rocky Hill, Connecticut, 06067.

SIXTH: That 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.

SEVENTH: That the merger shall be effective as of midnight, December 31, 2001.


STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 12/21/2001
010664418 - 2142943

IN WITNESS WHEREOF, said Loctite Corporation has caused this certificate to be signed by Stephen T. Merkel, its Vice President and President - Americas, as of this 15th day of May, 2002

By: 

Stephen T. Merkel
Vice President and President, Americas

Attest:



John P. Preysner, Jr.
Assistant Secretary

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**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
LOCTITE CORPORATION**

Loctite Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Restated Certificate of Incorporation of Loctite Corporation be amended by changing the **FIRST** Article thereof so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is Henkel Loctite Corporation."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Restated Certificate of Incorporation shall be effective as of the date of filing with the Secretary of State of Delaware.

LOCTITE CORPORATION

By: Timothy V. Eisenhut
Timothy V. Eisenhut, Vice President, Tax

ATTEST
By: Gregory Gaglione
Gregory Gaglione, Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF MONTGOMERY

BE IT REMEMBERED, that on this 20th day of December, 2001, before me, the subscriber, a Notary Public, personally appeared, Timothy V. Eisenhut and Gregory Gaglione who, being by me duly sworn on their oath, say that they are the Vice President, Tax, and Assistant Secretary, respectively, of LOCTITE CORPORATION, the corporation named in the foregoing instrument; that deponent well knows the corporate seal of said corporation; that the seal affixed to said instrument is such corporate seal and was thereto affixed, and said instrument signed and delivered by said LOCTITE CORPORATION acting under authority of its by-laws or from its Board of Directors, as and for their voluntary acts and deeds and as and for the voluntary act and deed of said corporation, in presence of deponents, who thereupon subscribed their names thereto as witness.

Sworn to and subscribed before me, on the date aforesaid.

Notarial Seal
Dianne A. Stone, Notary Public
Upper Merion Twp., Montgomery County
My Commission Expires Feb. 17, 2005
Member, Pennsylvania Association of Notaries

Dianne A. Stone
Notary Public

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "HENKEL LOCTITE CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

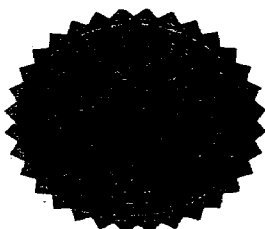
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE FIFTEENTH DAY OF JANUARY, A.D. 1997, AT 8:30 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 2 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. 2001.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "LOCTITE CORPORATION" TO "HENKEL LOCTITE CORPORATION", FILED THE FIFTEENTH DAY OF MAY, A.D. 2002, AT 4 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2142943 8100X

AUTHENTICATION: 1799094

020337801

DATE: 05-28-02

RECORDED: 03/04/2003

PATENT
REEL: 013814 FRAME: 0312