

FORM PTO-1595 (Modified)  
(Rev. 03-01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
P08/REV03

REC

03-14-2003

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

3-11-03

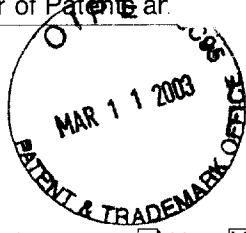


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To the Honorable Commissioner of Patents and Trademarks and original documents or copy thereof.

102390239

1. Name of conveying party(ies):  
**Foster Products Corporation**  
2900 Granada Lane  
Oakdale, MN 55128



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

Name: **Specialty Construction Brands, Inc.**

Internal Address:

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Street Address: **1200 Willow Lake Boulevard**

**P.O. Box 64683**

City: **St. Paul** State: **MN** ZIP: **55164-0683**

Execution Date: **12/01/2002**

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

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

5,034,247

Additional numbers attached?  Yes  No

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

Name: **H.B. Fuller Company**

Internal Address: **Patent Department**

Street Address: **1200 Willow Lake Boulevard**

**P.O. Box 64683**

City: **St. Paul** State: **MN** ZIP: **55164-0683**

6. Total number of applications and patents involved: **1**

7. Total fee (37 CFR 3.41):.....\$ **40.00**

- Enclosed - Any excess or insufficiency should be credited or debited to deposit account
- Authorized to be charged to deposit account

8. Deposit account number:

**06-2241**

(Attach duplicate copy 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.

**Wendy N. Peterson**

*Wendy N. Peterson*

**3/3/2003**

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: **1**

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

**PATENT**  
**REEL: 013828 FRAME: 0755**

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**ARTICLES AND PLAN OF MERGER**

**of  
TEC Specialty Products, Inc.  
with and into  
Foster Products Corporation**

Pursuant to Section 302A.621 of the Minnesota Business Corporation Act, the undersigned officer of H.B. Fuller Company, a Minnesota corporation (hereinafter referred to as the "Parent Corporation"), the owner of all the outstanding capital stock of Foster Products Corporation, a Minnesota corporation (hereinafter referred to as the "Surviving Corporation") and TEC Specialty Products, Inc. (hereinafter referred to as "TEC"), hereby executes and files these Articles of Merger. The Surviving Corporation and TEC are sometimes hereinafter referred to as the "Constituent Corporations."

FIRST: The Plan of Merger, in the form of resolutions duly adopted by the Board of Directors of the Parent Corporation at a duly held meeting on November 14, 2002, is attached hereto as Exhibit A.

SECOND: The number of outstanding shares of each class and series of the Constituent Corporations and the number of shares of each class and series owned by the Parent Corporation are as follows:

<u>Constituent Corporation</u>	<u>Designation of Class</u>	<u>Number of Outstanding Shares</u>	<u>Owned by Parent Corporation</u>
Surviving Corporation	Common Stock \$.01 par value	100	100%
TEC	Common Stock \$.01 par value	100	100%

THIRD: The Plan of Merger has been duly approved by the Parent Corporation under Minnesota Statutes Section 302A.621.

FOURTH: At the effective time of the merger, pursuant to Minnesota Statutes Section 302A.621, Subd. 1, Article I of the Surviving Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of this corporation is Specialty Construction Brands, Inc."

FIFTH: The effective time of the merger shall be 12:01 a.m. December 1, 2002

Dated: November 18, 2002.

**H.B. Fuller Company**

By 

Steven E. Suckow, Associate Secretary

**056437**

Parent Holds RN-34559

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EXHIBIT A

H.B. FULLER COMPANY *Mary Hoffmeyer*  
Secretary of State *M*

**Resolutions of the Board of Directors**

WHEREAS, the H.B. Fuller Company (the "Company") desires to effect the merger of its wholly owned subsidiary, TEC Specialty Products, Inc., a Minnesota corporation ("TEC"), with and into another of its wholly owned subsidiaries, Foster Products Corporation, a Minnesota corporation ("Surviving Corporation"), pursuant to Section 302A.621 of the Minnesota Business Corporation Act.

NOW, THEREFORE, BE IT RESOLVED, that TEC be merged with and into Surviving Corporation pursuant to Section 302A.621 of the Minnesota Business Corporation Act, in accordance with the further resolutions set forth below (which resolutions shall constitute the Plan of Merger).

RESOLVED FURTHER, that at the effective time of the merger, all of the outstanding shares of common stock of TEC owned by the Company shall be cancelled, and no securities of Surviving Corporation or any other corporation, or any money or other property, shall be issued by Surviving Corporation in exchange therefor.

RESOLVED FURTHER, that the merger shall be effective the later of (i) 12:01 a.m. on December 1, 2002 or (ii) the date of filing of articles of merger with the Secretary of State of the State of Minnesota in the manner required by law.

RESOLVED FURTHER, that at the effective time of the merger, pursuant to Section 302A.621, Subd. 1, of the Minnesota Business Corporation Act, by virtue of the filing of the Articles of Merger and without any further action by the Company, Surviving Corporation, TEC or their respective Board of Directors, officers or shareholders, Article I of Surviving Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of this corporation is Specialty Construction Brands, Inc."

RESOLVED FURTHER, that any officer of the Company be and hereby is authorized and directed to make, sign and acknowledge, for and on behalf of the Company, articles of merger setting forth the foregoing Plan of Merger and such other information as required by law, and to cause such articles to be filed for record with the Secretary of State of the State of Minnesota in the manner required by law.

RESOLVED FURTHER, that the officers of the Company, and each of them, be and they hereby are authorized, for and on behalf of the Company, to take such other action as such officers, or any of them, shall deem necessary or appropriate to carry out the purpose of the foregoing resolutions.

State of Minnesota

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# SECRETARY OF STATE

## Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: TEC SPECIALTY PRODUCTS, INC.  
MN: FOSTER PRODUCTS CORPORATION

State of Formation and Name of Surviving Entity:

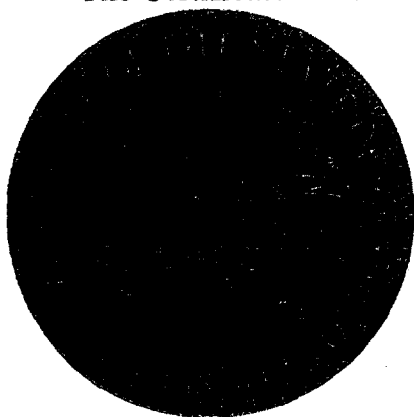
MN: FOSTER PRODUCTS CORPORATION

Effective Date of Merger: December 1, 2002 @ 12:01 am

Name of Surviving Entity After Effective Date of Merger:

SPECIALTY CONSTRUCTION BRANDS, INC.

The Certificate has been issued on November 20, 2002.



*Mary Kiffmeyer*  
Secretary of State.

PATENT

RECORDED: 03/11/2003

REEL: 013828 FRAME: 0758