

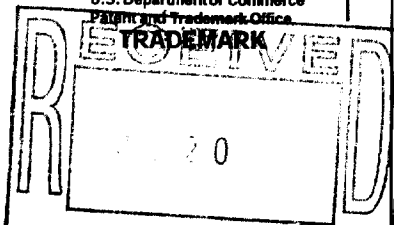
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FORM PTO-1618A
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OMB 0651-0027



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U.S. Department of Commerce
Patent and Trademark Office



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Submission Type 7-20-99

New

Resubmission (Non-Recordation)
Document ID # _____

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year
12291998

Change of Name

Other _____

Conveying Party Mark if additional names of conveying parties attached

Name KIRSCH INC. Execution Date
Month Day Year
12081998

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party Mark if additional names of receiving parties attached

Name NEWELL WINDOW FURNISHINGS, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 29 EAST STEPHENSON STREET

Address (line 2) _____

Address (line 3) FREEPORT ILLINOIS 61032
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization DELAWARE

07/22/1999 MTHAI1 00000293 75606441
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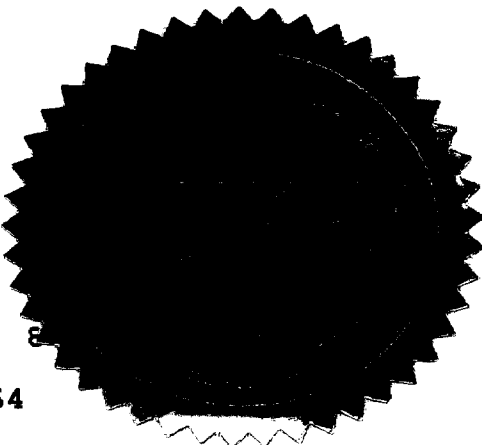
Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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.



Edward J. Freel, Secretary of State

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991000964

AUTHENTICATION: 9519136

DATE: 01-13-99

**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