

05-23-2000

FORM PTO-1594

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SHEET

U.S. DEPARTMENT OF COMMERCE

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

101364467

Patent and Trademark Office

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

1. Name of conveying party(ies):

Leisure Time Industries d/b/a Leisure Time Chemical Corporation

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

2. Name and address of receiving party(ies)

Name: Laporte Water Technologies & Biochem, Inc.

Street Address: 1400 Bluegrass Lakes Parkway Alpharetta, Georgia 30004

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

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State DELAWARE

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached yes no

Additional name(s) & address(es) attached? yes no

3. Nature of conveyance:

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

Execution Date: January 1, 1996

4. Application number(s) or registration number(s): 1,829,765

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

A. Trademark application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

WOMBLE CARLYLE SANDRIGE & RICE
Suite 3500
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309
(404) 872-7000
(404) 888-7490 (fax)

6. Total number of applications/registrations involved: 1

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

Enclosed

Authorized to be charged to deposit account

8. Deposit Account Number:

50-0517

(Attach duplicate copy of this page if paying by Deposit Account)

05/23/2000 ASCOTT 00000023 1829765

01 FC:481

40.00 DP

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.

Sarah Anne Keefe
Name of Person Signing

Sarah Anne Keefe
Signature

April 26, 2000
Date

Docket No. L077.3080 (39052.0001.1) Total number of pages including cover sheet, attachments, and document: [7]

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

ATL#155739 v1 - LAPORTE RECORDATION - LEISURE TIME TO LAPORTE

TRADEMARK
REEL: 002076 FRAME: 0975

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 OWNERSHIP, WHICH MERGES:

"AQUASHADE, INC.", A NEW YORK CORPORATION,

"ASPEN INDUSTRIES, INC.", A NEW YORK CORPORATION,

"BLUE DEVIL INDUSTRIES, INC.", A CALIFORNIA CORPORATION,

"LAPORTE WATER TECHNOLOGIES & BIOCHEM, INC.", A GEORGIA CORPORATION,

"LEISURE TIME INDUSTRIES", A CALIFORNIA CORPORATION,

WITH AND INTO "LAPORTE WATER TECHNOLOGIES & BIOCHEM, INC."

UNDER THE NAME OF "LAPORTE WATER TECHNOLOGIES & BIOCHEM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1995, AT 2 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2561496 8100M

AUTHENTICATION:

7768414

DATE:

950305834

12-27-95
TRADEMARK

REEL: 002076 FRAME: 0976

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING**

**AQUASHADE, INC., a New York corporation,
ASPEN INDUSTRIES, INC., a New York corporation,
BLUE DEVIL INDUSTRIES, INC., a California corporation,
LAPORTE WATER TECHNOLOGIES & BIOCHEM, INC., a Georgia corporation,
AND
LEISURE TIME INDUSTRIES, a California corporation,**

INTO

LAPORTE WATER TECHNOLOGIES & BIOCHEM, INC., a Delaware corporation.

LAPORTE WATER TECHNOLOGIES & BIOCHEM, INC., a corporation organized and existing under the laws of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That this corporation was incorporated on the 14th day of November, 1995, pursuant to the General Corporation Laws of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Aquashade, Inc., a corporation incorporated on the 7th day of March, 1972, pursuant to the Business Corporation Law of New York.

THIRD: That this corporation owns all of the outstanding shares of the stock of Aspen Industries, Inc., a corporation incorporated on the 23rd day of May, 1960, pursuant to the Business Corporation Law of New York.

FOURTH: That this corporation owns all of the outstanding shares of the stock of Blue Devil Industries, Inc., a corporation incorporated on the 4th day of June, 1975, pursuant to the General Corporation Law of California.

FIFTH: That this corporation owns all of the outstanding shares of the stock of Laporte Water Technologies & Biochem, Inc., a corporation incorporated on the 30th day of August, 1976, pursuant to the Georgia Business Corporation Code.

SIXTH: That this corporation owns all of the outstanding shares of the stock of Leisure Time Industries, a corporation incorporated on the 27th day of April, 1977, pursuant to the General Corporation Law of California.

SEVENTH: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 19th day of December, 1995, determined to and did merge into itself said Aquashade, Inc., a New York corporation; Aspen Industries, Inc., a New York corporation; Blue Devil Industries, Inc., a California corporation; Laporte Water Technologies & Biochem, Inc., a Georgia corporation; and Leisure Time Industries, a California corporation:

RESOLVED, that Laporte Water Technologies & Biochem, Inc. merge, and it hereby does merge into itself said Aquashade, Inc., a New York corporation; Aspen Industries, Inc., a New York corporation; Blue Devil Industries, Inc., a California corporation; Laporte Water Technologies & Biochem, Inc., a Georgia corporation; and Leisure Time Industries, a California corporation, and assumes all their obligations; and

FURTHER RESOLVED, that the merger shall become effective on December 31, 1995 at 11:59 p.m.

FURTHER RESOLVED, that the terms and conditions of the merger are as outlined in the Plan of Merger attached hereto as Exhibit A.

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Aquashade, Inc., a New York corporation; Aspen Industries, Inc., a New York corporation; Blue Devil Industries, Inc., a California corporation; Laporte Water Technologies & Biochem, Inc., a Georgia corporation; and Leisure Time Industries, a California corporation, and assume their liabilities and obligations, and the date of adoption thereof, and to

cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Laporte Water Technologies & Biochem, Inc. has caused this Certificate to be signed by Thomas J. Riordan, its Vice President, General Counsel & Secretary this 19th day of December, 1995.

LAPORTE WATER TECHNOLOGIES & BIOCHEM, INC.,
a Delaware corporation

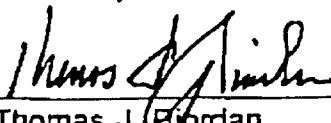
By: 
Thomas J. Riordan
Vice President, General
Counsel & Secretary

EXHIBIT A**PLAN OF OWNERSHIP AND MERGER**

Plan of Ownership and Merger (the "Plan") of Aquashade, Inc., a New York corporation ("AQUASHADE"); Aspen Industries, Inc., a New York corporation ("ASPEN"); Blue Devil Industries, Inc., a California corporation ("BLUE DEVIL"); Laporte Water Technologies & Biochem, Inc., a Georgia corporation ("LWT&B(GA)"); and Leisure Time Industries, a California corporation ("LEISURE TIME"), with and into their parent corporation, Laporte Water Technologies & Biochem, Inc., a Delaware corporation ("LWT&B/DE").

The following summarizes the basic terms and conditions of the merger between the aforesaid parties:

ARTICLE 1**MERGER OF AQUASHADE, ASPEN, BLUE DEVIL, LWT&B(GA) AND LEISURE TIME WITH AND INTO LWT&B/DE**

1.1 The Merger. At the Effective Time (as hereinafter defined), subject to the terms and conditions of this Plan and pursuant to the provisions of the General Corporation Law of Delaware, AQUASHADE, ASPEN, BLUE DEVIL, LWT&B(GA) and LEISURE TIME shall be merged with and into their parent corporation, LWT&B/DE (the "Merger"), the separate existence of AQUASHADE, ASPEN, BLUE DEVIL, LWT&B(GA) and LEISURE TIME (except as may be continued by operation of law) shall cease, and LWT&B/DE shall continue as the surviving corporation. The Merger shall have the effects set forth herein and the effects set forth in the General Corporation Law of Delaware.

1.2 Effective Date and Time of Merger. The Certificate of Ownership and Merger shall provide that the Merger shall be effective December 31, 1995 at 11:59 p.m. (the "Effective Date and Time").

ARTICLE 2**CANCELLATION OF SHARES**

2.1 Cancellation of Shares. At the Effective Date and Time, by virtue of the Merger and without any action on the part of AQUASHADE, ASPEN, BLUE DEVIL, LWT&B(GA) or LEISURE TIME or the holders of each share of (i) no par value common stock of AQUASHADE; (ii) \$.10 par value common stock of ASPEN; (iii) \$1.00 par value common stock of BLUE DEVIL; (iv) \$1.00 par value common stock of LWT&B(GA); and (v) no par value common stock of LEISURE TIME issued and outstanding immediately prior to the Effective Date and Time shall be cancelled and retired and no payment shall be made with respect thereto.

ARTICLE 3**SHAREHOLDER & BOARD OF DIRECTORS CONSENT**

3.1 The foregoing Plan of Ownership and Merger was duly adopted by the Shareholders and the Boards of Directors of each respective corporation on the 19th day of December, 1995.

POM95.LWT

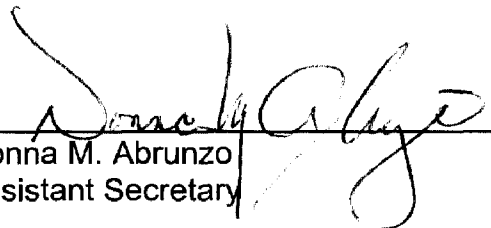
LAPORTE WATER TECHNOLOGIES, INC.

CERTIFICATE OF CORPORATE ASSISTANT SECRETARY

I, Donna M. Abrunzo, do hereby certify that I am the Assistant Secretary of Laporte Water Technologies, Inc., a Delaware corporation (the "Corporation") and do further certify to the following:

The Stanley W. Freeman Enterprises Corporation was incorporated in California on April 27, 1977. On November 27, 1981, the Stanley W. Freeman Enterprises Corporation filed a Certificate of Amendment changing its name to Leisure Time Industries. Leisure Time Industries did business as Leisure Time Chemical Corporation, an unregistered trade name. On January 1, 1996, Leisure Time Industries was merged with and into Laporte Water Technologies & Biochem, Inc., a Delaware corporation. On May 21, 1999, Laporte Water Technologies & Biochem, Inc. changed its name to Laporte Water Technologies, Inc. Copies of documents evidencing the aforesaid name changes and mergers are attached hereto.

IN WITNESS WHEREOF, I have hereunto signed my name this 5th day of April, 2000.



Donna M. Abrunzo
Assistant Secretary

[CORPORATE SEAL]