

Form PTO-1594 (Rev. 03/05)  
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

Altrista Zinc Products, L.P.

- Individual(s)
- General Partnership
- Corporation- State: \_\_\_\_\_
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) Indiana

Additional names of conveying parties attached?  Yes  No

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

- Yes
- No

Additional names, addresses, or citizenship attached?

Name: Jarden Zinc Products, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 2500 Old Stage Road

City: Greeneville

State: Tennessee

Country: United States Zip: 37743

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship Indiana
- Other \_\_\_\_\_ Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**3. Nature of conveyance /Execution Date(s) :**

Execution Date(s) Jan. 10, 2005 (effective Jan. 20, 2005)

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

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)  
76/196,290

B. Trademark Registration No.(s)  
2,104,809

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

76/196,290 STRANODE  
2,104,809 LIFEJACKET

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

Name: Doreen J. Gridley

Internal Address: ICE MILLER

Street Address: One American Square, Box 82001

City: Indianapolis

State: Indiana Zip: 46282-0200

Phone Number: 317-236-2472

Fax Number: 317-592-4665

Email Address: doreen.gridley@icemiller.com

**6. Total number of applications and registrations involved:**

2

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$65.00**

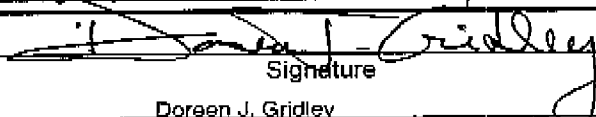
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 09-0007  
Authorized User Name Doreen J. Gridley

**9. Signature:**



Signature

04/12/05  
Date

Doreen J. Gridley

Name of Person Signing

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

13

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CF 7412 0070

RECEIVED  
INDIANA SECRETARY  
OF STATE

2005 JAN 12 PM 1:38

ARTICLES OF CONVERSION  
OF  
ALLTRISTA ZINC PRODUCTS, L.P.  
INTO  
JARDEN ZINC PRODUCTS, INC.

APPROVED  
AND  
FILED  
*Paul Roberts*  
IND. SECRETARY OF STATE

Pursuant to the Indiana Business Corporation Law (the "IBCL"), and for the purpose of converting Alltrista Zinc Plastics, L.P., an Indiana limited partnership (hereinafter, the "Other Entity"), into a corporation formed under the laws of the State of Indiana, the undersigned, being a person described in Section 23-1-38.5-13(b) of the IBCL, hereby certifies as follows:

1. Immediately prior to the filing of this Articles of Conversion, the name of the Other Entity is Alltrista Zinc Products, L.P.
2. The name of the corporation into which the Other Entity is to be converted is Jarden Zinc Products, Inc. (the "Corporation").
3. The Other Entity is a limited partnership formed under the jurisdiction of the State of Indiana.
4. The Plan of Conversion, containing such information as required by Section 23-1-38.5-11 of the IBCL, was duly approved in accordance with the organic law of the Other Entity.
5. The Articles of Incorporation of the Corporation are attached hereto as Exhibit A.
6. The initial directors of the Corporation shall be the directors of Alltrista Newco Corporation.
7. The Articles of Conversion shall become effective as of 12:01 a.m. on January 20, 2005.

IN WITNESS WHEREOF, the undersigned representative of the Other Entity executes these Articles of Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true this 10<sup>th</sup> day of January, 2005.

ALLTRISTA NEWCO CORPORATION, as  
General Partner

By: 

Name: Desiree DeStefano  
Title: Vice President

**EXHIBIT A**

**ARTICLES OF INCORPORATION**

**ARTICLES OF INCORPORATION**

**OF**

**JARDEN ZINC PRODUCTS, INC.**

The undersigned, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Business Corporation Law, as amended (the "IBCL"), executes the following Articles of Incorporation:

Article I: The name of the corporation is Jarden Zinc Products, Inc.

Article II: The name of the registered agent of the Corporation is Corporation Service Company; and the street address of the registered office is 251 East Ohio Street, Suite 500, Indianapolis, Indiana 46204.

Article III: The post office address of the principal office of the Corporation is 2500 Old Stage Road, Greeneville, Tennessee 37743.

Article IV: The aggregate number of shares of capital stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, par value \$0.01 per share, all of the same class.

Article V: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
ALLTRISTA NEWCO CORPORATION	555 Theodore Fremd Avenue Rye, New York 10580

Article VI: The purpose for which the Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized pursuant to the IBCL.

Article VII: No holder of any of the shares of the Corporation shall, as such a holder, have any right to purchase or subscribe for any shares of any class which the Corporation may issue or sell, whether or not such shares are exchangeable for any shares of the Corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Articles of Incorporation of the Corporation as originally filed, or by any amendment thereof, or out of shares of the Corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the Corporation, as such a holder, have any right to purchase or subscribe for any obligations which the Corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the Corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the Corporation any shares of any class or classes.

Article VIII: The period of duration of the Corporation shall be perpetual.


Article IX: The personal liability of all of the directors of the Corporation is hereby eliminated to the fullest extent allowed as provided by the IBCL, as the same may be supplemented and amended.

Article X: The Corporation may, to the fullest extent legally permissible under the provisions of the IBCL, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

IN WITNESS WHEREOF, I have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Dated: January 10, 2005

ALLTRISTA NEWCO CORPORATION

By:   
Name:  
Title:

**PLAN OF CONVERSION  
OF  
ALLTRISTA ZINC PRODUCTS, L.P.  
INTO  
JARDEN ZINC PRODUCTS, INC.**

**PLAN OF CONVERSION** (hereinafter called the "Plan"), dated as of January 5, 2005, regarding the conversion of Alltrista Zinc Products, L.P., an Indiana limited partnership (the "LP"), into Jarden Zinc Products, Inc., an Indiana corporation (the "Corporation"), pursuant to Section 23-1-38.5-10 of the Indiana Business Corporation Law (the "IBCL"). Capitalized terms used herein but not otherwise defined herein have the same meaning as established in the Agreement of Limited Partnership of the LP, as amended through the date hereof.

**WHEREAS**, Alltrista Newco Corporation, an Indiana corporation, the general partner of the LP (the "General Partner") has determined that it is advisable and in the best interests of the LP and Quoin LLC, a Delaware limited liability company, the limited partner of the LP (the "Limited Partner"), to convert the LP into an Indiana corporation, as authorized by the IBCL, upon the terms and subject to the conditions of this Plan and applicable law; and

**WHEREAS**, each of the General Partner, and the Limited Partner has approved this Plan;

**NOW, THEREFORE**, the LP shall be converted into the Corporation in accordance with the provisions of this Plan and the provisions of the IBCL, as follows:

**1. Conversion.** Upon the terms and subject to the conditions set forth in this Plan, and as provided by applicable law, including, without limitation, the IBCL, the LP shall be converted into the Corporation (the "Conversion"). The Conversion shall become effective on January 20, 2005 at 12:01 a.m., or such other date as may be determined by the General Partner (such time as determined by the General Partner herein called the "Effective Time").

**2. Governing Documents.**

a. The Articles of Incorporation of the Corporation, substantially in the form attached hereto as Exhibit A, when filed in accordance with the requirements of IBCL, shall be the Articles of Incorporation of the Corporation without change or amendment until thereafter amended in accordance with applicable law.

b. The Bylaws of the Corporation shall be substantially as set forth in Exhibit B attached hereto, without change or amendment until thereafter amended in accordance with the Articles of Incorporation or Bylaws of the Corporation, and in accordance with applicable law.

**3. Succession; Assets and Liabilities; Officers and Directors.**

a. At and as of the Effective Time, the existence of the LP shall cease, and the Corporation shall possess all the rights, privileges, powers and franchises of a public and private nature and be subject to all the rights, liabilities, obligations, restrictions, disabilities and duties of the LP; and all property, real, personal and mixed, and all debts due to the LP on whatever account, including share subscriptions and all other things in action belonging to the LP, shall be vested in the Corporation; and each and every other interest of the LP shall be



thereafter the interest of the Corporation, and the title to any real estate vested, by deed or otherwise, in the LP, shall not revert or be in any way impaired by reason of the Conversion; but all rights of creditors and all liens upon any property of the LP shall be preserved unimpaired, and all debts, liabilities and duties of the LP shall thence forth attach to the Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Corporation. All acts, plans, policies, agreements, arrangements, approvals and authorizations of the LP, its members and partners, officers and agents which were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Corporation and shall be as effective and binding thereon as the same were with respect to the LP.

b. The employees and agents of the LP immediately prior to the Effective Time shall automatically become the employees and agents of the Corporation as of the Effective Time, having the same duties, rights and benefits, subject to the same limitations and other terms, which they had as employees and agents of the LP.

4. **Further Assurances.** From time to time after the Effective Time, as and when required by or deemed advisable by the Corporation, or by its successors and assigns, the Corporation shall execute and deliver, on behalf of the LP or otherwise, such deeds and other instruments, and take or cause to be taken such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the LP, and otherwise to carry out the purposes of this Plan, and the officers and directors of the Corporation are fully authorized, in the name and on behalf of the LP or otherwise, to take any and all such action and to execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan.

#### 5. **Conversion and Cancellation of Percentage Interests of the LP.**

a. At the Effective Time, automatically and without any action on the part of the holder thereof, the LP, the Corporation or any other person, each percentage interest of the LP outstanding immediately prior to the Effective Time and all rights in respect thereof shall, by virtue of this Conversion, each be converted into one fully paid, nonassessable share of common stock, par value \$.01 per share (the "Common Stock"), of the Corporation.

b. At and after the Effective Time, automatically and without any action on the part of the holder thereof, the LP, the Corporation or any other person, the certificates formerly evidencing the LP Percentage Interest outstanding immediately prior to the Effective Time shall evidence the Corporation Common Stock.

6. **Amendment.** Subject to the applicable law, this Plan may be amended, modified or supplemented by or in a manner authorized by the General Partner at any time prior to the Effective Time.


7. **Abandonment.** At any time prior to the Effective Time, this Plan may be terminated and the Conversion may be abandoned by, or in a manner authorized by, the General Partner, notwithstanding prior approval of this Plan by the Limited Partner, if (i) this Plan shall not have received the requisite approval of the Limited Partner; or (ii) the General Partner

determines for any reason in its absolute judgment that the consummation of the transaction would be inadvisable or not in the best interests of the LP.

**[The remainder of this page intentionally left blank]**

**IN WITNESS WHEREOF**, the undersigned hereby certifies that the foregoing Plan was duly adopted on the date set forth above.

**ALLTRISTA NEWCO CORPORATION**, as  
General Partner

By:   
Name: Desiree DeStefano  
Title: Vice President

**QUOIN, LLC**, as Limited Partner

By:   
Name: Desiree DeStefano  
Title: Vice President

446120098



**ARTICLES OF CORRECTION**  
State Form 26225 (P2 / 6-95)  
Approved by State Board of Accounts 1995

RECEIVED  
INDIANA SECRETARY  
OF  
TODD ROKITA  
SECRETARY OF STATE  
CORPORATIONS DIVISION  
302 W. Washington St., Rm. 818  
Indianapolis, IN 46204  
Telephone: (317) 232-6578

2005 JAN 14

Indiana Code 23-1-18-5  
FILING FEE: \$30.00

**INSTRUCTIONS:** Use 8 1/2" x 11" white paper for inserts.  
Present original and two (2) copies to address in upper right corner of this form.  
Please TYPE or PRINT.  
Upon completion of filing the Secretary of State will issue a receipt.

ARTICLES OF CORRECTION  
OF  
**JARDEN ZINC PRODUCTS, INC.**

APPROVED  
AND  
FILED

Name of Corporation

This is a  Domestic corporation  Foreign corporation incorporated or authorized to transact business in Indiana  
*Todd Rokita*  
IND. SECRETARY OF STATE

1. The Articles of Correction are filed to correct (Describe document to be corrected and date filed or attach incorrect document.)

Articles of Conversion

2. These Articles of Correction are filed to correct:  
 an incorrect statement and/or  a defect in the execution, attestation, seal, verification or acknowledgement

3. The incorrect statement(s) is (are) as follows: (Attach additional sheet(s) if necessary.)

Pursuant to the Indiana Business Corporation Law (the "IBCL"), and for the purpose of converting ~~Alltrista Zinc Plastics, L.P., an Indiana limited partnership~~ (hereinafter, the "Other Entity"), into a corporation formed under the laws of the State of Indiana, the undersigned, being a person described in Section 23-1-38.5-13(b) of the IBCL, hereby certifies as follows:

4. The statement(s) is (are) incorrect, or the manner of execution was defective for the following reason(s): (Attach additional sheet(s) if necessary.)

~~Alltrista Zinc Plastics, L.P. is the incorrect name of the Other Entity (the entity being converted).~~


~~Alltrista Zinc Products, L.P. is the correct name of the Other Entity (the entity being converted).~~

(Continued on the reverse side)

5. The following is (are) the corrected statement(s) and / or the corrected execution(s): (Attach additional sheet(s) if necessary)

Pursuant to the Indiana Business Corporation Law (the "IBCL"), and for the purpose of converting Alltrista Zinc Products, L.P., an Indiana limited partnership (hereinafter, the "Other Entity"), into a corporation formed under the laws of the State of Indiana, the undersigned, being a person described in Section 23-1-38.5-13(b) of the IBCL, hereby certifies as follows:

In Witness Whereof, the undersigned being the VP, Alltrista Newco Corporation, the Incorporator  
(Title)  
of said Corporation executes these Articles of Correction and verifies, subject to penalties of perjury, that the facts contained herein are true, this 14 day of January, 19 2005

Signature  Printed name Desiree DeStefano

