

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WPC Brands, Inc.		09/28/2005	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	United Industries Corporation
Street Address:	2150 Schuetz Rd.
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63146
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2463134	DESTINATION OUTDOORS

CORRESPONDENCE DATA

Fax Number: (404)815-6555
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 404-815-6500
 Email: nedwards@kilpatrickstockton.com
 Correspondent Name: William H. Brewster, Michael W. Rafter
 Address Line 1: 1100 Peachtree Street, Suite 2800
 Address Line 2: Kilpatrick Stockton LLP
 Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	56389-340286
NAME OF SUBMITTER:	Michael W. Rafter
Signature:	/mwr/

OP \$40.00 2463134

Date:

02/22/2007

Total Attachments: 2

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**CERTIFICATE OF MERGER
OF
WPC BRANDS, INC.
WITH AND INTO
UNITED INDUSTRIES CORPORATION**

The undersigned corporation does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State Of Incorporation</u>
WPC BRANDS, INC.	Wisconsin
UNITED INDUSTRIES CORPORATION	Delaware

SECOND: That an agreement of merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is United Industries Corporation.

FOURTH: That the Certificate of Incorporation of United Industries Corporation, as in effect immediately prior to the merger, shall be the Certificate of Incorporation of the surviving corporation.

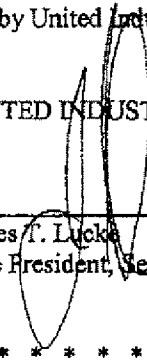
FIFTH: That the executed agreement of merger is on file at the principal place of business of United Industries Corporation, the surviving corporation. The address of said principal place of business is Six Concourse Parkway, Suite 3300, Atlanta, Georgia 30328.

SIXTH: That a copy of the agreement of merger will be furnished by United Industries Corporation, the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall be effective at 12:02 a.m. E.D.T. on October 1, 2005.

DULY EXECUTED and acknowledged by United Industries Corporation on September 28, 2005.

UNITED INDUSTRIES CORPORATION



James F. Lucke
Vice President, Secretary and General Counsel

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