

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment to Correct State of Incorporation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Henry Company		04/23/1982	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Henry Company		
Street Address:	909 N. Sepulveda Boulevard, #650		
City:	El Segundo		
State/Country:	CALIFORNIA		
Postal Code:	90245		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2812328	HENRY LO-SLOPE	
CORRESPONDENCE DATA			
Fax Number:	(215)279-9394		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215.279.9389		
Email:	linda.ladzenski@flastergreenberg.com		
Correspondent Name:	Jordan A. LaVine		
Address Line 1:	1600 JFK Boulevard, 2nd Floor		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103		
ATTORNEY DOCKET NUMBER:	H0450.5006		
NAME OF SUBMITTER:	Jordan A. LaVine		
Signature:	/Jordan A. LaVine/		
Date:	08/14/2009		

OP \$40.00 2812328

Total Attachments: 52

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State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

 21 2009

Debra Bowen

DEBRA BOWEN
Secretary of State



State of California
Secretary of State

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STATEMENT OF INFORMATION
(Domestic Stock Corporation)

FEES (Filing and Disclosure): \$25.00. If amendment, see instructions.

IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1 CORPORATE NAME (Please do not alter if name is preprinted.)

C1040156
HENRY COMPANY 909 N SEPULVEDA BLVD., #650
2911 E SLATSON AVE EL SEGUNDO, CA 90245
HUNTINGTON BEACH CA 92655

FILED
in the office of the Secretary of State
of the State of California

MAR 05 2007

This Space For Filing Use Only

DUE DATE: 03-31-07

CALIFORNIA CORPORATE DISCLOSURE ACT (Corporations Code section 1502.1)

A publicly traded corporation must file with the Secretary of State a Corporate Disclosure Statement (Form SI-PT) annually, within 150 days after the end of its fiscal year. Please see reverse for additional information regarding publicly traded corporations.

NO CHANGE STATEMENT

2 If there has been no change in any of the information contained in the last Statement of Information filed with the Secretary of State, check the box and proceed to Item 15.
If there have been any changes to the information contained in the last Statement of Information filed with the Secretary of State, or no statement has been previously filed, this form must be completed in its entirety.

COMPLETE ADDRESSES FOR THE FOLLOWING (Do not abbreviate the name of the city. Items 3 and 4 cannot be P.O. Boxes.)

3. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE	CITY AND STATE	ZIP CODE
909 N. SEPULVEDA BLVD., #650	EL SEGUNDO, CA	90245
4. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY	CITY STATE	ZIP CODE
909 N. SEPULVEDA BLVD., #650	EL SEGUNDO, CA CA	90245

NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

5. CHIEF EXECUTIVE OFFICER/	ADDRESS	CITY AND STATE	ZIP CODE
WILLIAM H. BARIBAUT	909 N. SEPULVEDA BLVD., #650	EL SEGUNDO, CA	90245
6. SECRETARY/	ADDRESS	CITY AND STATE	ZIP CODE
AMY BEVACQUA	65 E. 55TH STREET, 27TH FLOOR	NEW YORK, NY	10022
7. CHIEF FINANCIAL OFFICER/	ADDRESS	CITY AND STATE	ZIP CODE
DOROTHY M. REAP	909 N. SEPULVEDA, BLVD., #650,	EL SEGUNDO, CA	90245

NAMES AND COMPLETE ADDRESSES OF ALL DIRECTORS, INCLUDING DIRECTORS WHO ARE ALSO OFFICERS (The corporation must have at least one director. Attach additional pages, if necessary.)

8. NAME	ADDRESS	CITY AND STATE	ZIP CODE
WILLIAM H. BARIBAUT	909 N. SEPULVEDA, BLVD., #650	EL SEGUNDO, CA	90245
9. NAME	ADDRESS	CITY AND STATE	ZIP CODE
MICHAEL I. KENNY	4 CRYSTAL COURT	NESHANIC STATION, NJ	08853
10. NAME	ADDRESS	CITY AND STATE	ZIP CODE
	SEE ATTACHED		

11. NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY NONE

AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and Item 13 must be completed with a California address. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 13 must be left blank.)

12. NAME OF AGENT FOR SERVICE OF PROCESS	ADDRESS	CITY AND STATE	ZIP CODE
DOROTHY M. REAP	909 N. SEPULVEDA, BLVD., #650,	EL SEGUNDO, CA	90245
13. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL	CITY STATE	ZIP CODE	
909 N. SEPULVEDA BLVD., #650	EL SEGUNDO, CA CA	90245	

TYPE OF BUSINESS

14. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION
MANUFACTURING ROOFING PRODUCTS

15. BY SUBMITTING THIS STATEMENT OF INFORMATION TO THE SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.

VERNE THIBODEAUX TREASURER 1/22/07

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM SIGNATURE TITLE DATE


Henry
BOARD OF DIRECTORS - 2007

Name	Name
Martin C. Eltrich, III Partner AEA Investors LLC 65 E. 55 th Street, 27 th Floor New York, NY 10022	Peter Longo 8295 Eagle Ridge Drive Concord, OH 44077
Glenn Fischer Operating Partner AEA Investors LLC 65 East 55 th Street, 27 th Floor New York, NY 10022	Robert H. Malott Retired Chairman and CEO FMC Corporation c/o FMCTI 200 East Randolph Drive Chicago, IL 60601-6401
Warner W. Henry 800 West Sixth Street Suite 1750 Los Angeles, CA 90017	Ted Muhs The Muhs Company P.O. Box 40 Bronxville, NY 10708
Brian R. Hoesterey Partner AEA Investors LLC 65 East 55 th Street, 27 th Floor New York, NY 10022	Brooke Wade President Wade Capital Corporation 750 World Trade Center 999 Canada Place Vancouver, BC V6C 3E1
J. Louis Sharpe Vice President AEA Investors LLC 65 E. 55 th Street, 27 th Floor New York, NY 10022	

**State of California
Secretary of State**



08-658277

FILED

in the office of the Secretary of State
of the State of California

APR 01 2008

This Space For Filing Use Only

STATEMENT OF INFORMATION

(Domestic Stock and Agricultural Cooperative Corporations)

FEES (Filing and Disclosure): \$25.00. If amendment, see instructions.

IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

5

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CORPORATE NAME (Please do not alter if name is preprinted.)

C1040156
HENRY COMPANY
909 N SEPULVEDA BLVD #650
EL SEGUNDO CA 90245

DUE DATE: 03-31-08

NO CHANGE STATEMENT (Not applicable if agent address of record is a P.O. Box address. See instructions.)

2 If there has been no change in any of the information contained in the last Statement of Information filed with the California Secretary of State, check the box and proceed to Item 16.
If there have been any changes to the information contained in the last Statement of Information filed with the California Secretary of State, or no statement has been previously filed, this form must be completed in its entirety.

COMPLETE ADDRESSES FOR THE FOLLOWING (Do not abbreviate the name of the city. Items 3 and 4 cannot be P.O. Boxes.)

	STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE	CITY	STATE	ZIP CODE
3	909 N SEPULVEDA BLVD. #650	EL SEGUNDO	CA	90245
	STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY	CITY	STATE	ZIP CODE
4	909 N SEPULVEDA BLVD. #650	EL SEGUNDO	CA	90245
	MAILING ADDRESS OF CORPORATION, IF DIFFERENT THAN ITEM 3	CITY	STATE	ZIP CODE
5				

NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

	OFFICER TITLE	ADDRESS	CITY	STATE	ZIP CODE
6	CHIEF EXECUTIVE OFFICER/	909 N SEPULVEDA BLVD # 650	EL SEGUNDO	CA	90245
7	SECRETARY/	65 E. 55TH STREET 27TH FLOOR	NEW YORK	NY	10022
8	CHIEF FINANCIAL OFFICER/	909 N SEPULVEDA BLVD. # 650	EL SEGUNDO	CA	90245

NAMES AND COMPLETE ADDRESSES OF ALL DIRECTORS, INCLUDING DIRECTORS WHO ARE ALSO OFFICERS (The corporation must have at least one director. Attach additional pages, if necessary.)

	NAME	ADDRESS	CITY	STATE	ZIP CODE
9	MICHAEL J. KENNY	65 E. 55TH STREET 27TH FLOOR	NEW YORK	NY	10022
10	MARTIN ELTRITCH, III	65 E. 55TH STREET 27TH FLOOR	NEW YORK	NY	10022
11	SEE ATTACHED				

12 NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY: NONE

AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and Item 14 must be completed with a California street address (a P.O. Box address is not acceptable). If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 14 must be left blank.)

13 NAME OF AGENT FOR SERVICE OF PROCESS
DOR REAP

	STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL	CITY	STATE	ZIP CODE
14	909 N SEPULVEDA BLVD. # 650	EL SEGUNDO	CA	90245

TYPE OF BUSINESS

15 DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION
MANUFACTURING ROOFING PRODUCTS

16 BY SUBMITTING THIS STATEMENT OF INFORMATION TO THE CALIFORNIA SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.

3/28/08 DATE TYPE/PRINT NAME OF PERSON COMPLETING FORM VP Corporate Controller TITLE

Paul Katana SIGNATURE



BOARD OF DIRECTORS -

Name	Name	Name
William H. Baribault Vice Chairman of the Board 160 S. Lake St, #205 Pasadena, CA 91101	Brian R. Hoesterey Partner AEA Investors LLC 65 East 55 th Street, 27 th Floor New York, NY 10022	Ted H. Muhs The Muhs Company P.O. Box 40 Bronxville, NY 10708
Martin C. Eltrich, III Partner AEA Investors LLC 65 E. 55 th Street, 27 th Floor New York, NY 10022	Michael J. Kenny Chairman Henry Company 9511 Avenel Lane Port St. Lucie, FL 34986	J. Louis Sharpe Vice President AEA Investors LLC 65 E. 55 th Street, 27 th Floor New York, NY 10022
Glenn Fischer Operating Partner AEA Investors LLC 65 East 55 th Street, 27 th Floor New York, NY 10022	Peter Longo 8295 Eagle Ridge Drive Concord, OH 44077	Brian Strauss President/CEO Henry Company 909 N. Sepulveda Blvd., 650 El Segundo, CA 90245
Warner W. Henry 800 West Sixth Street Suite 1750 Los Angeles, CA 90017	Robert H. Malott Retired Chairman and CEO FMC Corporation c/o FMCTI 200 East Randolph Drive Chicago, IL 60601-6401	Brooke N. Wade President Wade Capital Corporation 750 World Trade Center 999 Canada Place Vancouver, BC V6C 3E1



State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 46 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 21 2009

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State

1040156

FILED
In the Office of the Secretary of State
of the State of California

MAR 30 1981

MARCH FONG EU, Secretary of State

Carmelle M. Guy
Deputy

ARTICLES OF INCORPORATION

OF

HENRY ASPHALT COMPANY

ONE: The name of this corporation is:

HENRY ASPHALT COMPANY

TWO: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: The corporation's initial agent for the service of process is WARNER W. HENRY, who may be served at:

5608 Soto Street

Huntington Park, California 90255

FOUR: The total number of shares that the corporation is authorized to issue is 500,000 shares.

Such shares shall be of a single class.

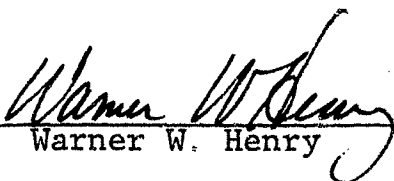
No preferences, qualification, limitations, restrictions, or special rights, other than those

TRADEMARK

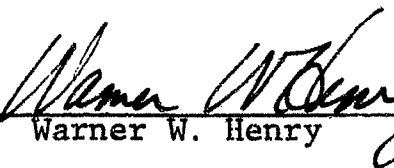
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provided by law, shall exist with respect to any of the shares of the corporation or any of the holders of such shares.

DATED: March 25, 1981.


Warner W. Henry

I declare that I am the person who executed the above Articles of Incorporation, and such instrument is my act and deed.


Warner W. Henry

1040156

A235974

FILED
In the office of the Secretary of State
of the State of California

JUL 14 1981

MARION FONG EU, Secretary of State

[Signature]
Deputy

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
HENRY ASPHALT COMPANY

Warner W. Henry and W. S. Thomas certify that:

1. They are the President and Secretary, respectively,
of HENRY ASPHALT COMPANY, a California corporation;

2. By unanimous written consent of the Board of
Directors dated July 7th, 1981, the following resolution was
adopted:

RESOLVED, that Article One of the
Articles of Incorporation of this corpo-
ration is amended to read as follows:

"The name of this corporation is:

THE HENRY COMPANY."

3. The shareholder of the corporation adopted and
approved the same amendment by written consent dated July 7th,
1981;

4. Said amendment was made by the written consent
of 100,000 shares of said corporation, and that the total
number of shares entitled to vote on or consent to said
amendment is 100,000.

[Signature]
Warner W. Henry, President

[Signature]
W. S. Thomas, Secretary

TRADEMARK


REEL: 004044 FRAME: 0174

[Handwritten initials]

The undersigned declare under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct of their own knowledge.

Executed at Huntington Park, California on July 2th,
1981.


Warner W. Henry, President


W. S. Thomas, Secretary

1040156

A249085

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
THE HENRY COMPANY

FILED
to the office of the Secretary of State
of the State of California

MAY 20 1982

MARSH FORB DR, Secretary of State

[Signature]
Deputy

Warner W. Henry and William S. Thomas certify that:

1. They are the President and Secretary, respectively, of THE HENRY COMPANY, a California corporation;
2. By unanimous written consent of the Board of Directors dated April 22nd, 1982, the following resolution was adopted:

RESOLVED, that Article One of the Articles of Incorporation of this corporation is amended to read as follows:

"The name of this corporation is:

HENRY COMPANY."

3. The shareholder of the corporation adopted and approved the same amendment by written consent dated April 23rd, 1982;
4. Said amendment was made by the written consent of 100,000 shares of said corporation, and that the total number of shares entitled to vote on or consent to said amendment is 100,000.


[Signature]
Warner W. Henry, President

[Signature]
William S. Thomas, Secretary

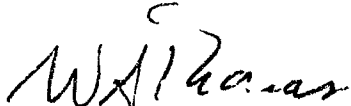
[Handwritten mark]

The undersigned declare under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct of their own knowledge.

Executed at Huntington Park, California on April 23rd, 1982.



Warner W. Henry, President



William S. Thomas, Secretary

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FILED
In the office of the Secretary of State
of the State of California

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CERTIFICATE OF OWNERSHIP

March Fong Eu
MARCH FONG EU, Secretary of State

THOMAS A. CHEUVRONT and JEFFREY A. WAHBA certify that:

1. They are the President and Secretary, respectively, of HENRY COMPANY, a California corporation.
2. This Corporation owns all the outstanding shares of WARNER DEVELOPMENT COMPANY, a California corporation.
3. The Board of Directors of this Corporation duly adopted the following resolution:

NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge WARNER DEVELOPMENT COMPANY, its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110 of the California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: December 11, 1986.

Thomas A. Chevront
Thomas A. Chevront, President

Jeffrey A. Wahba
Jeffrey A. Wahba, Secretary

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FILED
In the office of the Secretary of State
of the State of California

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AGREEMENT OF MERGER
BETWEEN
HENRY COMPANY
AND
VINTAGE HOUSE DISTRIBUTORS

DEC 12 1986

March Fong Eu
MARCH FONG EU, Secretary of State

This Agreement of Merger is entered into between HENRY COMPANY, a California corporation ("Surviving Corporation"), and VINTAGE HOUSE DISTRIBUTORS, a California corporation ("Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be canceled and no shares of Surviving Corporation shall be issued in exchange therefor.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, the parties have executed this Agreement.

HENRY COMPANY

By: *Thomas A. Chevront*
Thomas A. Chevront, President

By: *Jeffrey A. Wahba*
Jeffrey A. Wahba, Secretary

VINTAGE HOUSE DISTRIBUTORS

By: *Rafael F. Balcaen*
Rafael F. Balcaen, President

By: *Jeffrey A. Wahba*
Jeffrey A. Wahba, Secretary

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

THOMAS A. CHEUVRONT and JEFFREY A. WAHBA certify that:

1. They are the President and the Secretary, respectively, of HENRY COMPANY, a California corporation.

2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 100,000 shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: December 11, 1986



Thomas A. Cheuvront, President



Jeffrey A. Wahba, Secretary

0943c

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

RAOUL F. BALCAEN and JEFFREY A. WAHBA certify that:

1. They are the President and the Secretary, respectively, of VINTAGE HOUSE DISTRIBUTORS, a California corporation.

2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.


4. There is only one class of shares and the number of shares outstanding is 200,000 shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: December 11, 1986



Raoul F. Balcaen, President



Jeffrey A. Wahba, Secretary

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FILED
In the office of the Secretary of State
of the State of California

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AGREEMENT OF MERGER
BETWEEN
HENRY COMPANY
AND
THE MARVIN CORPORATION

DEC 12 1986

March Fong Eu
MARCH FONG EU, Secretary of State

This Agreement of Merger is entered into between HENRY COMPANY, a California corporation ("Surviving Corporation"), and THE MARVIN CORPORATION, a California corporation ("Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.

2. The outstanding shares of Merging Corporation shall be canceled and no shares of Surviving Corporation shall be issued in exchange therefor.

3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.

4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, the parties have executed this Agreement.

HENRY COMPANY

By: *Thomas A. Chevront*
Thomas A. Chevront, President

By: *Jeffrey A. Wahba*
Jeffrey A. Wahba, Secretary

THE MARVIN CORPORATION

By: *Thomas A. Chevront*
Thomas A. Chevront, President

By: *Jeffrey A. Wahba*
Jeffrey A. Wahba, Secretary

0870c

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

THOMAS A. CHEUVRONT and JEFFREY A. WAHBA certify that:

1. They are the President and the Secretary, respectively, of HENRY COMPANY, a California corporation.

2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 100,000 shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: December 11, 1986



Thomas A. Cheuvront, President



Jeffrey A. Wahba, Secretary

0943c

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

WARNER W. HENRY and JEFFREY A. WAHBA certify that:

1. They are the President and the Secretary, respectively, of THE MARVIN CORPORATION, a California corporation.


2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 250 shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: December 11, 1986



Warner W. Henry, President



Jeffrey A. Wahba, Secretary

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FILED
In the office of the Secretary of State
of the State of California

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DEC 12 1986

AGREEMENT OF MERGER
BETWEEN
HENRY COMPANY
AND

March Fong Eu
MARCH FONG EU, Secretary of State

WESTERN SPECIALTY CONTAINER CORPORATION

This Agreement of Merger is entered into between HENRY COMPANY, a California corporation ("Surviving Corporation"), and WESTERN SPECIALTY CONTAINER CORPORATION, a California corporation ("Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.

2. The outstanding shares of Merging Corporation shall be canceled and no shares of Surviving Corporation shall be issued in exchange therefor.

3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.

4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, the parties have executed this Agreement.

HENRY COMPANY

By: *Thomas A. Chevront*
Thomas A. Chevront, President

By: *Jeffrey A. Wahba*
Jeffrey A. Wahba, Secretary

WESTERN SPECIALTY CONTAINER CORPORATION

By: *Warner W. Henry*
Warner W. Henry, President

By: *Jeffrey A. Wahba*
Jeffrey A. Wahba, Secretary

0872c

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

THOMAS A. CHEUVRONT and JEFFREY A. WAHBA certify that:

1. They are the President and the Secretary, respectively, of HENRY COMPANY, a California corporation.

2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 100,000 shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: December 11, 1986



Thomas A. Chevront, President



Jeffrey A. Wahba, Secretary

0943c

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

WARNER W. HENRY and JEFFREY A. WAHBA certify that:

1. They are the President and the Secretary, respectively, of **WESTERN SPECIALTY CONTAINER CORPORATION**, a California corporation.

2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.


4. There is only one class of shares and the number of shares outstanding is 1,000 shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: December 11, 1986



Warner W. Henry, President



Jeffrey A. Wahba, Secretary

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FILED *Mell*
In the office of the Secretary of State
of the State of California

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CERTIFICATE OF OWNERSHIP

March Fong Eu
MARCH FONG EU, Secretary of State

RICHARD GORDINIER and JEFFREY WAHBA certify that:

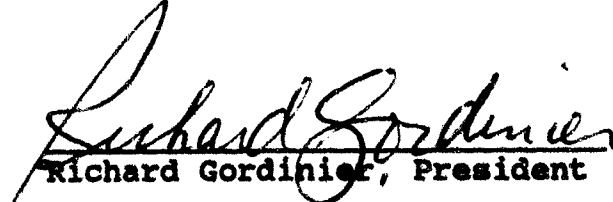
1. They are the president and secretary, respectively, of HENRY COMPANY, a California corporation ("Company").
2. Company owns all of the issued and outstanding shares of capital stock of each of K.T. SNYDER COMPANY, INC., a Texas corporation, DIPLOMATIC MARINE, INC., a Texas corporation and SYNKO-FLEX PRODUCTS, INC., a Texas corporation.
3. The board of directors of Company duly adopted the following resolutions on September 20, 1990:

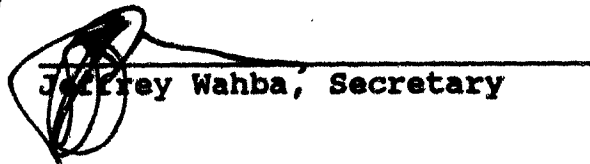
RESOLVED, that this corporation merge each of K.T. SNYDER COMPANY, INC., a Texas corporation, DIPLOMATIC MARINE, INC., a Texas corporation and SYNKO-FLEX PRODUCTS, INC., a Texas corporation, each being a wholly-owned subsidiary of this corporation, into this corporation and assume all of their respective obligations pursuant to Section 1110 of the California Corporations Code and Article 5.16 of the Texas Business Corporations Act.

RESOLVED FURTHER, that the president and secretary of this corporation are authorized, directed and empowered on behalf of this corporation and in its name to execute and deliver any and all further instruments or documents, including but not limited to Certificates of Ownership and Articles of Merger, required to be executed and delivered by or on behalf of this corporation and to perform, or cause to be performed, any and all acts required of this corporation or to do, or cause to be done, such other acts and things as such officers may in their discretion deem necessary or appropriate to carry out the purpose and intent of these resolutions.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: September 20, 1990


Richard Gordinier, President


Jeffrey Wahba, Secretary

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A440697

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION

Richard B. Gordinier and Jeffrey A. Wahba certify that:

1. They are the President and Secretary, respectively, of Henry Company, a California corporation.

2. The Articles of Incorporation of the Corporation are amended and restated to read as follows:

FILED
In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

OF

HENRY COMPANY

DEC 28 1993

Margh Fong Eu
MARGH FONG " Secretary of State

ONE: The name of this corporation is:

Henry Company

TWO: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: The number of shares of stock which the Corporation is authorized to issue is 300,000 shares of Common Stock, no par value (the "Common Stock"), and 10,000 shares of Class A Common Stock, no par value (the "Class A Common Stock"). On all matters upon which shareholders are entitled or permitted to vote, every holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock standing in his name on the transfer books of the Corporation and every holder of Class A Common Stock shall be entitled to thirty-five (35) votes for each share of Class A Common Stock standing in his name on the transfer books of the Corporation. Except as otherwise may be required by law, the holders of Common Stock and Class A Common Stock shall vote together as a single class. Except as provided in this Article, the Common Stock and the Class A Common Stock shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters."

FOUR: The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.


FIVE: The Corporation is authorized to indemnify the directors and officers of the Corporation to the fullest extent permissible under California law.

3. The amendment and restatement of the Articles of Incorporation as herein set forth has been duly approved by the Board of Directors.

4. The amendment and restatement of the Articles of Incorporation as herein set forth has been duly approved by shareholders holding 100% of the outstanding shares. The corporation has only one class of shares and the number of outstanding shares is 100,000.


The undersigned have executed this Certificate of Amendment and Restatement this 28th day of December, 1993.


Richard B. Gordinier, President


Jeffrey A. Wahba, Secretary

The undersigned declare under penalty of perjury under the laws of the State of California that each of them has read the foregoing certificate and knows the contents thereof and that the matters set forth in such certificate are true and correct of each of their own knowledge.

Dated: December 28, 1993


Richard B. Gordinier, President


Jeffrey A. Wahba, Secretary

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FILED
In the office of the Secretary of State
of the State of California

1840156
CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

NOV 24 1997

Bill Jones
BILL JONES, Secretary of State

Richard B. Gordinier and Jeffrey A. Wahba certify that:

1. They are the President and Secretary, respectively, of Henry Company, a California corporation.

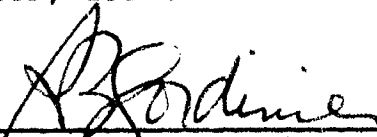
2. Article Three of the Articles of Incorporation of the Corporation is amended to read as follows:

"The number of shares of stock which the Corporation is authorized to issue is One Million (1,000,000) shares of Common Stock, no par value (the "Common Stock"), and Thirty Thousand (30,000) shares of Class A Common Stock, no par value (the "Class A Common Stock"). On all matters upon which shareholders are entitled or permitted to vote, every holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock standing in his name on the transfer books of the Corporation and every holder of Class A Common Stock shall be entitled to thirty-five (35) votes for each share of Common Stock standing in his name on the transfer books of the Corporation. Except as otherwise may be required by law, the holders of Common Stock and Class A Common Stock shall vote together as a single class. Except as provided in this Article Three, the Common Stock and the Class A Common Stock shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters."

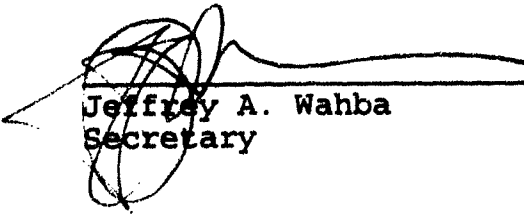
3. The amendment herein set forth has been duly approved by the Board of Directors.

4. The amendment herein set forth has been duly approved by the written consent of shareholders holding 100% of the outstanding shares in accordance with Section 903 of the California General Corporation Law. The total number of outstanding shares of each class entitled to vote with respect to the amendment was 194,000 shares of Common Stock and 6,000 shares of Class A Common Stock. The number of shares of each class voting in favor of the amendment equaled or exceeded the vote required; the percentage vote required for each class entitled to vote was 51%.

The undersigned have executed this Certificate of Amendment this 5th day of November, 1997.



Richard B. Gordinier
President



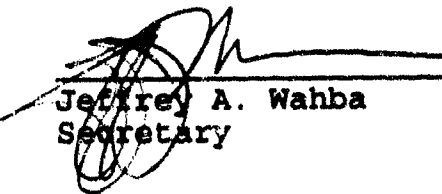
Jeffrey A. Wahba
Secretary

The undersigned declare under penalty of perjury under the laws of the State of California that each of them has read the foregoing certificate and knows the contents thereof and that the matters set forth in such certificate are true and correct of each of their own knowledge.

Dated: November 5th, 1997
Los Angeles, California



Richard B. Gordinier
President



Jeffrey A. Wahba
Secretary

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CERTIFICATE OF AMENDMENT AND RESTATEMENT

OF

ARTICLES OF INCORPORATION

FILED *med*
 In the office of the Secretary of State
 of the State of California

APR 21 1998

Richard B. Gordinier and Jeffrey A. Wahba certify that:

Bill Jones
 BILL JONES, Secretary of State

1. They are the President and Secretary, respectively, of Henry Company, a California corporation.
2. The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

ARTICLES OF INCORPORATIONOFHENRY COMPANYONE: The name of this corporation is:

Henry Company

TWO: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: The number of shares of stock which the Corporation is authorized to issue is One Million (1,000,000) shares of Common Stock, no par value (the "Common Stock"), and Thirty Thousand (30,000) shares of Class A Common Stock, no par value (the "Class A Common Stock"). The number of shares of Preferred Stock which this Corporation is authorized to issue is 100,000 shares, without par value.

The Preferred Stock may be issued from time to time in one or more series. The rights, preferences, privileges and restrictions granted to and imposed upon the first such series, designated Series A Convertible Preferred Stock, of which the Corporation is to issue Twenty-Two Thousand Five Hundred (22,500) shares, are

set forth below. The Board of Directors of the Corporation is expressly authorized to provide for the issue of all or any of the remaining shares of Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares, and as may be permitted by the General Corporation Law of the State of California. The Board of Directors is authorized to decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of that series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status they had prior to the adoption of the resolution originally fixing the number of shares of such series.

The relative rights, powers, preferences and restrictions granted to the Common Stock, Class A Common Stock and Series A Convertible Preferred Stock Classes is as follows:

COMMON STOCK

On all matters upon which shareholders are entitled or permitted to vote, every holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock standing in his name on the transfer books of the Corporation and every holder of Class A Common Stock shall be entitled to thirty-five (35) votes for each share of Common Stock standing in his name on the transfer books of the Corporation. Except as otherwise may be required by law, the holders of Common Stock and Class A Common Stock shall vote together as a single class. Except as provided in this Article THREE, the Common Stock and the Class A Common Stock shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters.

SERIES A CONVERTIBLE PREFERRED STOCK

1. Designation. The first series of Preferred Stock is designated the Series A Convertible Preferred Stock and the number of shares of such series is 22,500. The Series A Convertible Preferred Stock shall, with respect to rights on liquidation, winding up and dissolution, rank prior to the Corporation's Common Stock, Class A Common Stock and all other series or classes of the Corporation's equity securities now or hereafter authorized, issued or outstanding.

2. Dividend Rights.

(a) The holders of the Series A Convertible Preferred Stock shall be entitled to receive, on an as-converted basis, any dividends which are declared on the Corporation's Class A Common Stock or Common Stock, when, as and if declared by the Board of Directors, out of the assets of the Corporation which are legally available therefor.

(b) Dividends shall not accrue or accumulate on any share of Series A Preferred Stock, except to the extent they are declared but unpaid. Accumulation of declared but unpaid dividends shall bear no interest.

3. Voting Rights. The holder of each share of Series A Convertible Preferred Stock shall have the right to one vote for each share of Common Stock into which such share of Series A Convertible Preferred Stock could be converted at the record date for determination of the shareholders entitled to vote on any matters, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited (with any fractional share determined on an aggregate conversion basis being rounded to the nearest whole share), and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote.

Without the consent of a majority of the outstanding shares of the Series A Convertible Preferred Stock (so long as any such shares are outstanding), the Corporation shall not effect any amendment, repeal or alteration of the Corporation's Articles of Incorporation (or any provision thereof) which would adversely affect any of the specific rights, powers or privileges of the Series A Convertible Preferred Stock set forth herein.

4. Conversion Rights. The holders of the Series A Convertible Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) *Right to Convert.* Each share of Series A Convertible Preferred Stock shall be convertible, at the option of the holder thereof, without payment of additional consideration, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into fully-paid and nonassessable shares of Common Stock.

(b) *Conversion Price.* The Series A Convertible Preferred Stock shall be convertible into the number of shares of Common Stock which result from dividing the Conversion Price (as hereinafter defined) in effect at the time of conversion into \$1.00. The price at which shares of Common Stock shall be deliverable upon conversion of Series A Convertible Preferred Stock (the "Conversion Price") shall initially be \$1.00 per share of Common Stock. Such initial Conversion Price shall be subject to adjustment as hereinafter provided.

(c) *Automatic Conversion.* Each share of Series A Convertible Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Price, in the event of the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of any equity securities of the Corporation (whether for the account of the Corporation or for the account of one or more shareholders of the Corporation) having aggregate proceeds (prior to expenses for underwriters discount or other expenses) to the Corporation and/or selling shareholders in excess of Ten Million Dollars (\$10,000,000).

Upon the occurrence of an automatic conversion, the outstanding shares of Series A Convertible Preferred Stock shall be converted automatically without further action by the holders of said shares and whether or not the certificates representing said shares are surrendered to the Corporation or its transfer agent; provided, however, the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock unless certificates evidencing the Series A Convertible Preferred Stock are either delivered to the Corporation or any transfer agent as hereinafter provided, or the holder notifies the Corporation that said certificate or certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation, indemnifying the Corporation against any loss incurred by it in connection therewith. In the event of an underwritten public offering, the person(s) entitled to receive the Common Stock issuable upon conversion of the Series A Convertible Preferred Stock shall not be deemed to have converted such stock until immediately prior to the closing of such sale of equity securities (the "Offering Conversion Date").

(d) *Mechanics of Voluntary Conversion.* Before any holder of the Series A Convertible Preferred Stock shall be entitled to convert the same into full shares of Common Stock, he shall surrender the certificate or certificates therefore, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and shall give written notice to the Corporation at such office that he elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue and deliver to such holder, at such office and in his name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into

which such converted shares of stock were convertible on the Conversion Date (as hereinafter defined). Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of the Series A Convertible Preferred Stock (the "Conversion Date"). The person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of the Conversion Date.

(e) *Fractional Shares.* No fractional shares of Common Stock or scrip shall be issued upon conversion of shares of Series A Convertible Preferred Stock. If more than one share of Series A Convertible Preferred Stock shall be surrendered for conversion at any one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of Series A Convertible Preferred Stock so surrendered. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of any shares of Series A Convertible Preferred Stock, the Corporation shall pay a cash adjustment in respect of such fractional interest in an amount equal to the fair market value of such fraction as of the date of Conversion (as determined in good faith by the Board of Directors).

(f) *Conversion Price Adjustments.* The Conversion Price shall be subject to adjustment from time to time as follows:

(i) *Stock Dividends, Subdivisions, Reclassifications or Combinations.* If the Corporation shall (i) declare a dividend or make a distribution on its Common Stocks in shares of its Common Stock, (ii) subdivide or reclassify the outstanding shares of Common Stock into a greater number of shares, or (iii) combine or reclassify the outstanding Common Stock into a smaller number of shares, the Conversion Price in effect at the time of the record date for such dividend or distribution or the effective date of such subdivision, combination or reclassification shall be proportionately adjusted so that the holder of any shares of Series A Convertible Preferred Stock surrendered for conversion after such date shall be entitled to receive the number of shares of Common Stock which he would have owned or been entitled to receive had such Series A Convertible Preferred Stock been converted immediately prior to such date. Successive adjustments in the Conversion Price shall be made whenever any event specified above shall occur.

(ii) *Consolidation, Merger, Sale, Lease or Conveyance.* In case of any consolidation with or merger of the Corporation with or into another corporation, or in case of any sale, lease or conveyance to another corporation of the assets of the Corporation as an entirety or substantially as an entirety, each share of Series A Convertible Preferred Stock shall after the date of such consolidation,

merger, sale, lease or conveyance be convertible into the number of shares of stock or other securities or property (including cash) to which the Common Stock issuable (at the time of such consolidation, merger, sale, lease or conveyance) upon conversion of such share of Series A Convertible Preferred Stock would have been entitled upon such consolidation, merger, sale, lease or conveyance; and in any such case, if necessary, the provisions set forth herein with respect to the rights and interests thereafter of the holders of the shares of Series A Convertible Preferred Stock shall be appropriately adjusted so as to be applicable, as nearly as may reasonably be, to any shares of stock or other securities or property thereafter deliverable on the conversion of the shares of Series A Convertible Preferred Stock.

(iii) *Rounding of Calculations; Minimum Adjustment.* All calculations under this subparagraph (f) shall be made to the nearest cent or to the nearest one hundredth (1/100th) of a share, as the case may be. Any provision of this subparagraph (f) to the contrary notwithstanding, no adjustment in the Conversion Price shall be made if the amount of such adjustment would be less than \$0.05, but any such amount shall be carried forward and an adjustment with respect thereto shall be made at the time of and together with any subsequent adjustment which, together with such amount and any other amount or amounts so carried forward, shall aggregate \$0.05 or more.

(g) *Statement Regarding Adjustments.* Whenever the Conversion Price shall be adjusted as provided in subparagraph 4(f), the Corporation shall forthwith file, at the office of any transfer agent for the Series A Convertible Preferred Stock and at the principal office of the Corporation, a statement showing in detail the facts requiring such adjustment and the Conversion Price that shall be in effect after such adjustment, and the Corporation shall also cause a copy of such statement to be sent by mail, first class postage prepaid, to each holder of shares of Series A Convertible Preferred Stock at its address appearing on the Corporation's records. Each such statement shall be signed by the Corporation's independent public accountants, if applicable. Where appropriate, such copy may be given in advance and may be included as part of a notice required to be mailed under the provisions of subparagraph 4(h).

(h) *Notice to Holders.* In the event the Corporation shall propose to take any action of the type described in clause (f) which would result in an adjustment in the Conversion Price), the Corporation shall give notice to each holder of shares of Series A Convertible Preferred Stock, in the manner set forth in subparagraph 4(g), which notice shall specify the record date, if any, with respect to any such action and the approximate date on which such action is to take place. Such notice shall also set forth such facts with respect thereto as shall be reasonably necessary to indicate the effect of such action (to the extent such effect may be known

at the date of such notice) on the Conversion Price and the number, kind or class of shares or other securities or property which shall be deliverable upon conversion of shares of Series A Convertible Preferred Stock. In the case of any action which would require the fixing of a record date, such notice shall be given at least ten (10) days prior to the date so fixed, and in case of all other action, such notice shall be given at least fifteen (15) days prior to the taking of such proposed action. Failure to give such notice, or any defect therein, shall not affect the legality or validity of any such action.

(i) *Treasury Stock.* For the purposes of this paragraph 4, the sale or other disposition of Common Stock theretofore held in the Corporation's treasury shall be deemed to be an issuance thereof.

(j) *Costs.* The Corporation shall pay all documentary, stamp, transfer or other transactional taxes attributable to the issuance or delivery of shares of Common Stock upon conversion of any shares of Series A Convertible Preferred Stock; provided that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the holder of the shares of Series A Convertible Preferred Stock in respect of which such shares are being issued.

(k) *Reservation of Shares.* The Corporation shall reserve at all times so long as any shares of Series A Convertible Preferred Stock remain outstanding, free from preemptive rights, out of its treasury stock (if applicable) or its authorized but unissued shares of Common Stock, or both, solely for the purpose of effecting the conversion of the shares of Series A Convertible Preferred Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding shares of Series A Convertible Preferred Stock.

(l) *Approvals.* If any shares of Common Stock to be reserved for the purpose of conversion of shares of Series A Convertible Preferred Stock require registration with or approval of any governmental authority under any federal or state law before such shares may be validly issued or delivered upon conversion, then the Corporation will in good faith and as expeditiously as possible endeavor to secure such registration or approval, as the case may be. If, and so long as, any Common Stock into which the shares of Series A Convertible Preferred Stock are then convertible is listed on any national securities exchange, the Corporation will, if permitted by the rules of such exchange, list and keep listed on such exchange, upon official notice of issuance, all shares of such Common Stock issuable upon conversion.

(m) *Valid Issuance.* All shares of Common Stock which may be issued upon conversion of the shares of Series A Convertible Preferred Stock will upon issuance by the Corporation be duly and validly issued, fully paid and

nonassessable and free from all taxes, liens and charges with respect to the issuance thereof, and the Corporation shall take no action which will cause a contrary result (including without limitation, any action which would cause the Conversion Price to be less than the par value, if any, of the Common Stock).

5. Preference on Liquidation.

(a) In the event of any liquidation, dissolution, involuntary or voluntary corporate reorganization under the federal bankruptcy laws or similar state laws, or winding up of the Corporation, the holders of shares of the Series A Convertible Preferred Stock then outstanding shall be entitled to be paid out of the assets and surplus funds of the Corporation available for distribution to its shareholders, and before any payment shall be made to the holders of any shares of Common Stock, an amount equal to \$63.955 per share (or an aggregate of One Million Four Hundred Thirty-nine Thousand (\$1,439,000) with respect to Twenty-two Thousand Five Hundred (22,500) shares) plus any declared and unpaid dividends thereon to the date fixed for distribution. If upon any such liquidation, dissolution, bankruptcy or winding up of the Corporation the assets and surplus funds of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of the Series A Convertible Preferred Stock the full amounts to which they are entitled, the holders of the Series A Convertible Preferred Stock shall share ratably in the distribution of such assets and surplus funds in proportion to the full preferential amounts to which each such holder is otherwise entitled.

(b) In the event payments provided for in subparagraph (a) above shall have been made, the holders of the Common Stock shall be entitled to share *pro rata* in all remaining assets and surplus funds of the Corporation available for distribution to its shareholders; provided, however, that in the event of a voluntary corporate reorganization under the federal bankruptcy law or similar state laws or a voluntary winding up, the holders of the Preferred Stock and the Common Stock shall be entitled to share *pro rata* on a per share basis (treating each share of Preferred Stock as if converted into Common Stock) in all remaining assets and surplus funds of the Corporation available for distribution to its shareholders.

(c) The merger or consolidation of the Corporation into or with another corporation or other entity or any other corporate reorganization in which the Corporation shall not be the continuing or surviving entity of such consolidation, merger or reorganization, the sale of all or substantially all the assets of the Corporation, or a transaction or series of related transactions by the Corporation in which in excess of fifty percent (50%) of the Corporation's voting power is transferred, shall not be deemed to be a liquidation, dissolution or winding up of the Corporation.


FOUR: The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

FIVE: The Corporation is authorized to indemnify the directors and officers of the Corporation to the fullest extent permissible under California law.

SIX: The amendment and restatement of the Articles of Incorporation as herein set forth has been duly approved by the Board of Directors.

The amendment and restatement herein set forth herein have been duly approved by the required vote of shareholders in accordance with Section 903 of the California General Corporation Law. The total number of outstanding shares of each class entitled to vote with respect to the amendment was One Hundred Ninety-four Thousand (194,000) shares of Common Stock and Six Thousand (6,000) shares of Class A Common Stock. The number of shares of each class voting in favor of the amendment equal or exceeded the vote required; the percentage vote required for each class entitled to vote was more than fifty percent (50%).

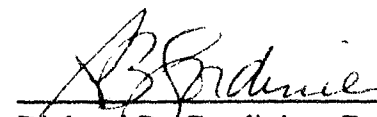
The undersigned declare under penalty of perjury under the laws of the State of California that the matters set have executed this Certificate of Amendment and Restatement this 21st day of April, 1998.


Richard B. Gordinier, President


Jeffrey A. Wahba, Secretary

The undersigned declare under penalty of perjury under the laws of the State of California that each of them has read the foregoing certificate and knows the contents thereof and that the matters set forth in such certificate are true and correct of each of their own knowledge.

Dated: April 21, 1998


Richard B. Gordinier, President

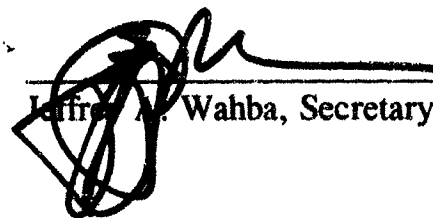

Jeffrey A. Wahba, Secretary

EXHIBIT A1040156 SURV
AGREEMENT AND PLAN OF MERGER

APR 21 1998

Bill Jones
BILL JONES, Secretary of State

This Agreement and Plan of Merger (this "Agreement") is entered into as of the 15th day of April, 1998, by and between Henry Company, a California corporation ("Henry") and Warner Development Company of Texas, a Texas corporation ("Warner Development").

A. Constituent Corporations. The names of the corporations proposing to merge are Henry Company and Warner Development Company of Texas. Henry Company will be the surviving corporation.

B. Merger. On the Effective Date (as defined below), Warner Development shall be merged into Henry Company, Henry Company shall be the surviving corporation, and the separate corporate existence of Warner Development shall cease (the "Merger"). The following terms and conditions shall apply as a result of the merger:

1. Henry Company shall be vested to all real estate and other property currently owned by Warner Development;
2. Henry Company will be obligated for the payment of the fair value of any shares held by a shareholder of Warner Development who has complied with the requirements of Article 5.12 of the Texas Business Corporation Act for the recovery of the fair value of his shares; and
3. All other liabilities and obligations of Warner Development shall be allocated to, and assumed by, Henry Company. Henry Company will be responsible for the payment of all fees and franchise taxes of Warner Development and Henry will be obligated to pay such fees and franchise taxes if the same are not timely paid.


C. Manner and Basis of Converting Shares of Henry and Warner Development. On the Effective Date, each outstanding share of capital stock of Warner Development shall be cancelled and no shares of Henry Company shall be issued or exchanged therefor.

D. [Intentionally Omitted]

E. Effective Date. The effect of the merger and the effective date of the merger are as prescribed by law.


Dated: April 15, 1998

HENRY COMPANY



Jeffrey A. Wahba
Vice President, Chief Financial Officer
and Secretary

WARNER DEVELOPMENT
COMPANY OF TEXAS



Jeffrey A. Wahba
Vice President, Chief Financial Officer
and Secretary

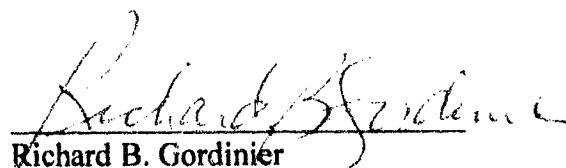
**CERTIFICATE OF APPROVAL OF
AGREEMENT AND PLAN OF MERGER**

Richard B. Gordinier and Jeffrey A. Wahba certify that:

1. They are the President and Secretary, respectively, of Henry Company, a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was entitled to be and was duly approved by the Corporation's board of directors alone under the provisions of Section 1201 of the California General Corporation Law.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in such certificate are true and correct of each of their own knowledge.

Dated: April 15, 1998
Los Angeles, California



Richard B. Gordinier
President

Jeffrey A. Wahba
Secretary

**CERTIFICATE OF APPROVAL OF
AGREEMENT AND PLAN OF MERGER**

Richard B. Gordinier and Jeffrey A. Wahba certify that:

1. They are the President and Secretary, respectively, of Henry Company, a California corporation (the "Corporation").
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The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in such certificate are true and correct of each of their own knowledge.

Dated: April 15, 1998
Los Angeles, California

Richard B. Gordinier
President



Jeffrey A. Wahba
Secretary

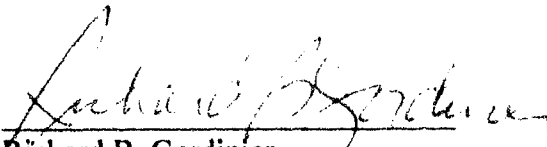
**CERTIFICATE OF APPROVAL OF
AGREEMENT AND PLAN OF MERGER**

Richard B. Gordinier and Jeffrey A. Wahba certify that:

1. They are the President and Secretary, respectively, of Warner Development Company of Texas, a Texas corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation. The total number of outstanding shares of each class entitled to vote on the merger were 194 shares of Common Stock and 6 shares of Class A Common Stock. The number of shares of each class voting in favor of the merger exceeded the vote required; a two thirds (2/3) percentage vote was required for each class.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in such certificate are true and correct of each of their own knowledge.

Dated: April 15, 1998
Los Angeles, California


Richard B. Gordinier
President

Jeffrey A. Wahba
Secretary

**CERTIFICATE OF APPROVAL OF
AGREEMENT AND PLAN OF MERGER**

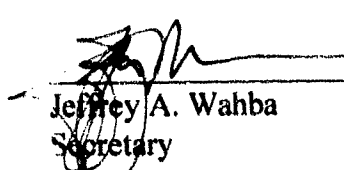
Richard B. Gordinier and Jeffrey A. Wahba certify that:

1. They are the President and Secretary, respectively, of Warner Development Company of Texas, a Texas corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation. The total number of outstanding shares of each class entitled to vote on the merger were 194 shares of Common Stock and 6 shares of Class A Common Stock. The number of shares of each class voting in favor of the merger exceeded the vote required; a two thirds (2/3) percentage vote was required for each class.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in such certificate are true and correct of each of their own knowledge.

Dated: April 15, 1998
Los Angeles, California

Richard B. Gordinier
President



Jeffrey A. Wahba
Secretary

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FILED *mgk*
in the office of the Secretary of State
of the State of California

CERTIFICATE OF OWNERSHIP

DEC 31 1998

Bill Jones
BILL JONES, Secretary of State

Richard B. Gordinier and Jeffrey A. Wahba certify that:

1. They are the President and Secretary, respectively, of Henry Company, a California corporation (the "Corporation").
2. The Corporation owns 100 percent of the outstanding shares of Monsey Products Co., a Pennsylvania corporation.
3. The board of directors of the Corporation duly adopted and approved the Agreement and Plan of Merger attached hereto as Exhibit A pursuant to the following resolution:

RESOLVED, that this Corporation merge Monsey Products Co., its wholly-owned subsidiary corporation into itself and assume all its obligations pursuant to Section 1110 of the California Corporations Code.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of each of their own knowledge.

Dated: December 18, 1998
Huntington Park, California

Richard B. Gordinier
Richard B. Gordinier
President

Jeffrey A. Wahba
Jeffrey A. Wahba
Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of the 18th day of December, 1998, by and between Henry Company, a California corporation ("Henry Co.") and Monsey Products Co., a Pennsylvania corporation ("Monsey Co.").

A. Name and Place of Incorporation of Constituent Corporations. The names and places of incorporation of the constituent corporations are Henry Company, a California corporation and Monsey Products Co., a Pennsylvania corporation. Henry Company will be the surviving corporation.

B. Terms and Conditions of the Merger.

1. On the Effective Date (as defined below), Monsey Co. shall be merged into Henry Co., Henry Co. shall be the surviving corporation, and the separate corporate existence of Monsey Co. shall cease (the "Merger"); and

2. Henry Co. assumes all of the rights and obligations of Monsey Co., as provided by law.

C. Manner and Basis of Converting Shares of Each Constituent Corporation. On the Effective Date, all outstanding shares of common stock of Monsey Co. shall be cancelled and no shares of Henry Co. shall be issued or exchanged therefor. The outstanding shares of Henry Co. shall remain outstanding and are not affected by the Merger.

D. Amendments to the Articles of Incorporation of the Surviving Business Entity. No amendments are to be made to the Articles of Incorporation of Henry Co. as a result of the Merger.


E. Additional Documents. Monsey Co. shall from time to time, as and when requested by Henry Co., execute and deliver all such documents and instruments necessary or desirable to evidence or carry out the Merger.

F. Effective Date. The effective date of the Merger shall be as provided by law.

Dated: December 13, 1998

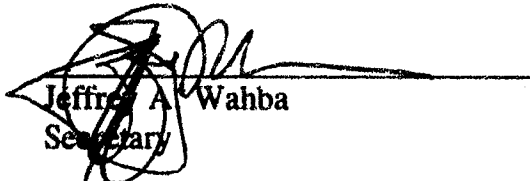
MONSEY PRODUCTS OF ARIZONA LLC

By: **MONSEY PRODUCTS CO.**
Its Designated Manager

By: 
Richard B. Gordinier
Its: President

MONSEY PRODUCTS CO.


Richard B. Gordinier
President


Jeffrey A. Wahba
Secretary

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CERTIFICATE OF OWNERSHIP

OF

GRUNDY INDUSTRIES INC.

an Illinois corporation

INTO

HENRY COMPANY

a California corporation

FILED *ERB*

In the Office of the Secretary of State
of the State of California

DEC 26 2000

Bill Jones

BILL JONES, Secretary of State

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the domestic parent corporation hereinafter named do hereby certify as follows:

1. The name of the parent corporation, which is a business corporation of the State of California, and which is to be the surviving corporation under the merger herein certified, is Henry Company ("Henry Company").

2. The name of the subsidiary corporation, which is a business corporation of the State of Illinois, and which is to be the disappearing corporation under the merger herein certified, is Grundy Industries Inc. ("Grundy Industries").

3. Henry Company owns 100% of the outstanding shares of Grundy Industries.

4. The following is a copy of the resolution to merge Grundy Industries into Henry Company as adopted and approved by the Board of Directors of Henry Company:

"NOW, THEREFORE, BE IT RESOLVED THAT: The Plan of Merger, the Certificate of Ownership, and the Articles of Merger attached hereto as Exhibit A, are hereby approved and the officers of Henry Company are authorized and directed to execute such documents, and

RESOLVED FURTHER: Henry Company, which is a business corporation of the State of California and is the owner of all of the outstanding shares of Grundy Industries, which is a business corporation of the State of Illinois, does hereby merge Grundy Industries into Henry Company pursuant to the provision of the Business Corporation Act of 1983 of the State of Illinois and pursuant to the provisions of the General Corporation Law of the State of California and does hereby assume all of the liabilities of Grundy Industries;

RESOLVED FURTHER: Grundy Industries shall be the disappearing corporation upon the effective date of the merger herein provided for pursuant to the provisions of the Business Corporation Act of 1983 of the State of Illinois, and Henry Company shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law

[698032.1]

TRADEMARK

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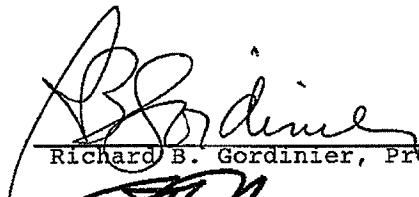
of the State of California;

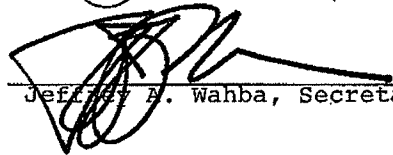
RESOLVED FURTHER: The issued shares of Grundy Industries shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefore, inasmuch as Henry Company is the owner of all outstanding shares of Grundy Industries, but each said share which is issued as of the complete effective date of the merger shall be surrendered and extinguished;

RESOLVED FURTHER: The Board of Directors and the proper officers of Henry Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, 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 the merger herein provided for."

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 22, 2000


Richard B. Gordinier, President


Jeffrey A. Wahba, Secretary

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FILED

In the office of the Secretary of State
of the State of California

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APR 06 2005 JAW

CERTIFICATE OF OWNERSHIP

OF

**HEN Holding III Corporation,
a California corporation**

INTO

**\ Henry Company /
a California corporation**

To the Secretary of State
State of California

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the domestic parent corporation hereinafter named do hereby certify as follows:

1. The name of the parent corporation, which is a business corporation of the State of California, and which is to be the disappearing corporation under the merger herein certified, is HEN Holding III Corporation ("Parent").
2. The name of the subsidiary corporation, which is a business corporation of the State of California, and which is to be the surviving corporation under the merger herein certified, is Henry Company ("Subsidiary").
3. Parent owns 100% of the outstanding shares of Subsidiary.
4. The merger of Parent into Subsidiary has been approved by the Board of Directors of the Subsidiary, pursuant to the provisions of the General Corporation Law of the State of California, by the adoption and approval of resolutions on April 5, 2005.
5. The following is a copy of the resolution to merge Parent into Subsidiary as adopted and approved by the Board of Directors of Parent on April 5, 2005.

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TRADEMARK

REEL: 004044 FRAME: 0215

RESOLVED, that HEN Holding III Corporation, which is a business corporation of the State of California (the "Disappearing Corporation") and is the owner of all of the outstanding shares of Henry Company, which is a business corporation of the State of California (the "Subsidiary"), does hereby merge into the Subsidiary pursuant to the provisions of the General Corporation Law of the State of California and the Subsidiary does hereby assume all of the liabilities of the Disappearing Corporation;

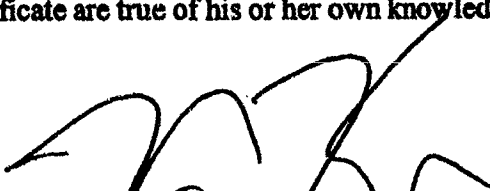
FURTHER RESOLVED, that the Disappearing Corporation shall be the disappearing corporation upon the effective date of the merger herein provided for pursuant to the provisions of the General Corporation Law of the State of California, and the Subsidiary shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of California;

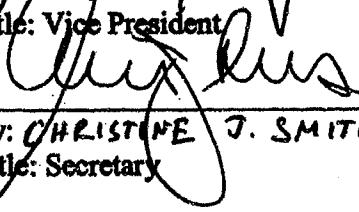
FURTHER RESOLVED, that at the effective date of the merger, each of the shares of the outstanding common stock, par value \$0.01 per share of Disappearing Corporation shall be converted into one share of voting common stock of Subsidiary; and

FURTHER RESOLVED, that the Board of Directors and the proper officers of Disappearing Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, 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 the merger herein provided for.

On the date set forth below, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he or she signed the foregoing certificate in the official capacity set forth beneath his or her signature, and that the statements set forth in said certificate are true of his or her own knowledge.

Signed on April 6, 2005.


By: J. LOUIS SHARPE
Title: Vice President


By: CHRISTINE J. SMITH
Title: Secretary

