

10-30-1998


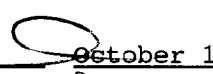
TRADE



VER SHEET

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

<p>1. Name of conveying party(ies):</p> <p>Triumph Auto Glass, Inc. 540 Wyoming Avenue Scranton, Pennsylvania 18509</p> <p>New York Corporation</p> <p>Additional names(s) of conveying party(ies) attached? NO</p>	<p>2. Name and Address of receiving party(ies):</p> <p>Diamond Triumph Auto Glass, Inc. 9 East Loockerman Street Dover, Delaware 19901</p> <p>Delaware Corporation</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: No</p> <p>(Designation must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? NO</p>
<p>3. Nature of conveyance:</p> <p>Merger</p> <p>Execution Date: March 26, 1998</p>	
<p>4. A. Trademark Application No.(s)</p> <p>75-251,849</p> <p>Additional numbers attached? NO</p>	<p>B. Trademark Registration No.(s)</p> <p>1,959,623</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>OSTROLENK, FABER, GERB & SOFFEN, LLP 1180 Avenue of the Americas New York, New York 10036-8403</p>	<p>6. Total number of documents involved:</p> <p>7. Total fee (37 CFR 3.41): \$ 65.00</p> <p>Enclosed as part of Check No.</p> <p>In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.</p>
DO NOT USE THIS SPACE	
<p>8. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</p> <p>Steven I. Weisburd _____ Name of Person Signing</p> <p> _____ Signature</p> <p> October 15, 1998 Date</p> <p>Total number of pages including cover sheet, attachments, and document:</p>	

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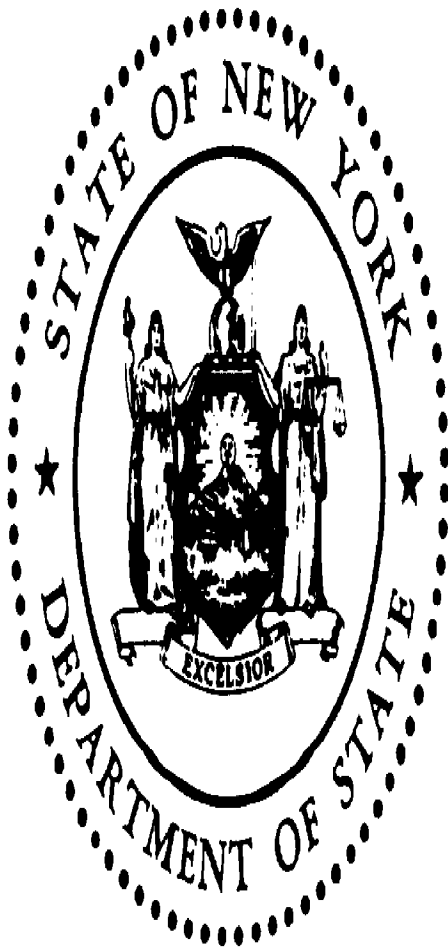
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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

OCT 07 1998



A handwritten signature in black ink, appearing to be "J. L. ...", written over a horizontal line.

Special Deputy Secretary of State

980326000 804

CERTIFICATE OF MERGER

OF

TRIUMPH AUTO GLASS, INC.

and

DIAMOND TRIUMPH AUTO GLASS, INC.

into

DIAMOND TRIUMPH AUTO GLASS, INC.

(Pursuant to Section 907 of the Business Corporation Law)

It is hereby certified on behalf of the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving corporation and is in compliance with said laws.

THIRD: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on July 7, 1982, is Triumph Auto Glass, Inc.

FOURTH: The name of the surviving corporation, which was organized under the laws of the State of Delaware on April 8, 1994, is Diamond Triumph Auto Glass, Inc.

The name under which it was formed was Triumph Auto Glass of Ohio, Inc.

The Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on March 18, 1998.

FIFTH: The designation and number of issued and outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the agreement and plan of merger, are as follows:

<u>Designation</u>	<u>Number</u>
Common Stock, no par	100

SIXTH: All fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance which are due and payable by each constituent domestic corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of the merger (which return, if estimated, shall be subject to amendment) has been filed by each constituent domestic corporation. The surviving corporation will, within thirty days after the filing of this Certificate of Merger, file a final cessation franchise tax report if an estimated report was previously filed and promptly pay to the Department of Taxation and Finance all fees and taxes (including penalties and interest), if any due, to the Department of Taxation and Finance by each constituent domestic corporation.

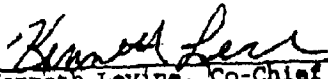
SEVENTH: The surviving corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the subsidiary corporation, or for the enforcement of any liability or obligation of the surviving corporation for which the surviving corporation is previously amenable to suit in the State of New York.

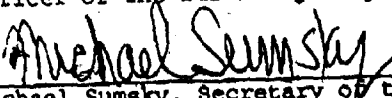
EIGHTH: The surviving corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address without the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is: Diamond Triumph Auto Glass, Inc., 220 Division Street, Kingston, Pa. 18704, Attention: General Counsel.

NINTH: Subject to the provisions of section 623 the surviving corporation will promptly pay to the shareholders of the subsidiary corporation the amount, if any, to which they shall be entitled under the provisions of this chapter relating to the right of shareholders to receive payment for their shares.

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

Executed on this 26th day of March, 1998


Kenneth Levine, Co-Chief Executive
Officer of the surviving corporation


Michael Sumsky, Secretary of the
surviving corporation

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CERTIFICATE OF MERGER

OF

TRIUMPH AUTO GLASS, INC.

And

DIAMOND TRIUMPH AUTO GLASS, INC.

INTO

DIAMOND TRIUMPH AUTO GLASS, INC.

Under Section 907 of the Business Corporation Law

ICC

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 26 1998
TAX \$ _____
BY: PTC

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NY

KRAMER, LEVIN, NAFTALIS & FRANKEL
919 THIRD AVENUE
NEW YORK, NEW YORK 10022

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RECORDED
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