

Form PTO-1594
1-31-92

01-18-2001

U.S. Department of Commerce
Patent and Trademark Office

1-3-01



101586515

To the Honorable Commissioner
Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>Tecta America Corp. 1013 Centre Road Wilmington, Delaware 19805</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Ltd. Partnership <input checked="" type="checkbox"/> Corporation - State <u>Delaware</u> <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Tecta America Corp. 2101 West Purdue Street Milwaukee, WI 53209 USA</p> <p><input type="checkbox"/> Individual(s) Citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Liability _____ <input checked="" type="checkbox"/> Corporation-State <u>Wisconsin</u> <input type="checkbox"/> Other _____</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>March 29, 2000</u></p>	<p>If assignee is not domiciled in the U.S., a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

4. Application number(s) or registration number(s):

<p>A. Trademark Application No.(s)</p> <p>75/776,224 75/713,022</p>	<p>B. Trademark Registration No.(s)</p>
<p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Joseph D. Kuborn ANDRUS, SCEALES, STARKE & SAWALL, LLP 100 East Wisconsin Avenue, Ste. 1100 Milwaukee, Wisconsin 53202</p>	<p>6. Total number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41).....\$<u>65.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to charge to deposit</p> <p>8. Deposit account number: <u>01.2000</u> (Attached duplicate copy of this page if paying by deposit account)</p>
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9. Statement and signature:
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Joseph D. Kuborn Joseph D. Kuborn December 27, 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 4

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

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01 FC:4B1 40.00 OF
02 FC:4B2 25.00 OF

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TECTA AMERICA CORP.", A DELAWARE CORPORATION,

WITH AND INTO "TECTA AMERICA CORP." UNDER THE NAME OF "TECTA AMERICA CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WISCONSIN, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MARCH, A.D. 2000, AT 8:30 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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03-29-00

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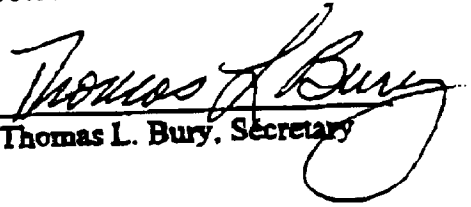
**CERTIFICATE OF MERGER
OF
TECTA AMERICA CORP.
(a Delaware corporation)
INTO
TECTA AMERICA CORP.
(a Wisconsin corporation)**

The undersigned corporation, pursuant to Section 252 of the Delaware General Corporation Law, for the purpose of merging Tecta America Corp., a Delaware corporation originally incorporated under the name of "Roofco Incorporated" ("Tecta Delaware"), into Tecta America Corp., a Wisconsin corporation, which is the surviving corporation (the "Surviving Corporation") in such merger (Tecta Delaware and Tecta Wisconsin are together hereinafter referred to as the "Constituent Corporations"), hereby certifies the following:

1. An Agreement and Plan of Merger by and between the Constituent Corporations has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the Delaware General Corporation Law.
2. The name of the Surviving Corporation is Tecta America Corp., and it shall be governed by the laws of the State of Wisconsin. The Articles of Incorporation of the Surviving Corporation shall not be affected by the Merger.
3. The executed Agreement and Plan of Merger is on file at the principal office of the Surviving Corporation, 50 South Steele Street, Suite 222, Denver CO 80209.
5. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.
6. The effective date and time of the merger shall be at 12:30 p.m. CST on March 27, 2000.
7. The Surviving Corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Tecta Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law.
8. The Surviving Corporation hereby irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State is: Tecta America Corp., 50 South Steele Street, Suite 222, Denver CO 80209.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed as of the 27th day of March, 2000.

TECTA AMERICA CORP.

By: 
Thomas L. Bury, Secretary