To the Honorable Commissioner Please record the attached original documents or copy thereof. 1. Name of conveying party(ies): Tecta America Corp. 1013 Centre Road Wilmington, Delaware 19805 [] Individual(s) [] General Partnership [] Ltd. Partnership [] Other Additional name(s) of conveying party(ies) attached? [] Yes [] No 3. Nature of Conveyance: [] Assignment [X] Merger [] Security Agreement [] Change of Name [] Other Execution Date: March 29, 2000 A. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/776, 224 75/713, 022 Additional numbers attached? [] Yes [X] No 5. Name and address of party to whom correspondence concerning document schould be mailed: Joseph D. Kuborn ANDROS, SCRALES, STARKE & SANALL, LLP 100 East Misconsin Nemue, Ste. 1100 Milwaukee, Wisconsin 53202 Milwaukee, Wisconsin 53202 Additional numbers attached? [] Yes [X] No 6. Total number of applications and registrations involved: 2 7. Total fee (37 CRF 3.41)	Form PTO-1594	01-18-2	2001	U.S. Department of Commerce Patent and Trademark Office	
To the Honorable Commissioner 101586515 Please record the attached original documents or copy thereof. 1. Name of conveying party(ies): Tecta America Corp. 1013 Centre Road Wilmington, Delaware 19805 [] Individual(s) [] General Partnership [] Ltd. Partnership [] Other [] General Partnership [] Ltd. Partnership [] Limited Liability [] Association [] General Partnership [] Limited Liability [] Limited Liability [] Limited Liability [] Corporation - State Delaware [] Other [] Assignment [] Other [] Security Agreement [] Change of Name [] Other Execution Date: March 29, 2000 4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/776,224 75/713,022 Additional numbers attached? [] Yes [] No 5. Name and address of party to whom correspondence concerning document should be mailed: Additional numbers attached? [] Yes [] No 6. Total number of applications and registrations involved:2 7. Total fee (37 CRF 3.41)	1-31-92			racent and frademark Office	
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TRADEMARK
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Office of the Secretary of State

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.



Edward J. Freel, Secretary of State

AUTHENTICATION:

0347784

DATE:

03-29-00

TRADEMARK

REEL: 002215 FRAME: 0634

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001157852

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.

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TRADEMARK
REEL: 002215 FRAME: 0635

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.

-2-

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RECORDED: 01/03/2001

TRADEMARK REEL: 002215 FRAME: 0636