

03-25-2002

ET

Docket No.:



Y

Tab settings

102029286

To the Honorable Commissioner of Patents, Trademarks, and Copyrights, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

Coleman Cable Systems, Inc.

3-25-02

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Coleman Cable Acquisition, Inc.

Internal Address: _____

Street Address: 1586 South Lakeside Drive

City: Waukegan State: IL ZIP: 60085

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State **Delaware**

Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 26, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,681,095

Additional numbers

Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Keith W. Medansky, Esq.

Internal Address: Piper Marbury Rudnick & Wolfe

Street Address: P.O. Box 64807

City: Chicago State: IL ZIP: 60664

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

18-2284

DO NOT USE THIS SPACE

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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.

Keith W. Medansky

Name of Person Signing

Keith W. Medansky
Signature

3/20/02
Date

Total number of pages including cover sheet, attachments, and **TRADEMARK**

State of Delaware
Office of the Secretary of State

PAGE 1

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 OWNERSHIP OF "COLEMAN CABLE ACQUISITION, INC.", CHANGING ITS NAME FROM "COLEMAN CABLE ACQUISITION, INC." TO "COLEMAN CABLE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 2000, AT 10 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

3078291 8100

001471950

AUTHENTICATION: 0682992

DATE: 09-19-00

TRADEMARK
REEL: 002468 FRAME: 0108

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

COLEMAN CABLE SYSTEMS, INC.

INTO

COLEMAN CABLE ACQUISITION, INC.

Coleman Cable Acquisition, Inc. (the "Corporation"), a corporation organized under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was formed as a limited liability company on the 3rd day of August 1999 and thereafter converted into a corporation on the 29th day of December 1999, pursuant to the Delaware General Corporation Law (the "DGCL").

SECOND: That this corporation owns all of the outstanding shares of the common stock of Coleman Cable Systems, Inc. ("Coleman"), a Delaware corporation incorporated on the 16th day of November 1989, pursuant to the DGCL.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 26th day of April 2000, determined to merge into itself Coleman.

RESOLVED, that it is advisable for the welfare and advantage of the Corporation and fair to the stockholders of the Corporation that the Corporation merge into itself Coleman with the Corporation emerging as the surviving corporation in the merger, upon the terms and conditions set forth below.

RESOLVED, that the Corporation be, and hereby is, authorized to merge into itself Coleman effective upon the filing with, and acceptance by, the Secretary of State of Delaware of a Certificate of Ownership and Merger in accordance with the provisions of the Delaware General Corporation Law (the "DGCL").

RESOLVED, that in connection with the merger contemplated by these resolutions, the name of the Corporation be changed from "Coleman Cable Acquisition, Inc." to "Coleman Cable, Inc."

RESOLVED, that Coleman shall, pursuant to the provisions of the DGCL, be merged with and into the Corporation.

RESOLVED, that the Corporation shall be the surviving corporation from and after the effective time of the mergers (the "Effective Time"), shall be sometimes hereinafter referred to herein as the "surviving corporation," and shall continue to exist as such surviving corporation in accordance with the provisions herein pursuant to the provisions of the DGCL.

RESOLVED, that the separate existences of Coleman, which is sometimes hereinafter referred to as the "terminating corporation," shall cease at the Effective Time in accordance with the provisions of the DGCL.

RESOLVED, that the Certificate of Incorporation of the Corporation, as now in force and effect, shall be the Certificate of Incorporation of the surviving corporation; provided, however, that the name of the surviving corporation shall be changed from "Coleman Cable Acquisition, Inc." to "Coleman Cable, Inc.", and such Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL.

RESOLVED, that the present by-laws of the Corporation shall be the by-laws of the surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the DGCL.

RESOLVED, that the directors and officers in office of the Corporation at the Effective Time shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

RESOLVED, that at the Effective Time, all of the issued and outstanding shares of the common stock of Coleman shall be converted and become 1 share of the common stock of the surviving corporation.

RESOLVED, that to the extent required by the DGCL, the transactions contemplated by this resolution shall be submitted to the shareholders of the Corporation for their approval or rejection and the merger of the terminating corporation with and into the

surviving corporation shall be authorized in accordance with the provisions of the DGCL.

RESOLVED, that notwithstanding the full adoption of these resolutions, the merger may be terminated at any time prior to the filing with the Secretary of State of Delaware of the Certificate of Ownership and Merger in accordance with the provisions of the DGCL.

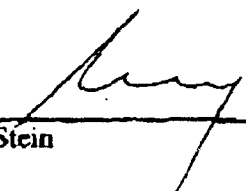
RESOLVED, that all actions previously taken by any officer or director of the Corporation in connection with the transactions contemplated by the foregoing resolutions are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

RESOLVED, that in addition to the specific authorizations conferred upon the officers and Directors of the Corporation, and subject to the authority of the Board of Directors, each of the proper officers and Directors of the Corporation is authorized and empowered to do or cause to be done all such further acts and things (including but not limited to the execution of all such further documents, papers and instruments and the payment and transfer of funds), as they or any of them may deem necessary or appropriate in order to carry into effect the purposes and intent of the foregoing resolutions; and, if specific forms of resolutions are deemed by such officers and directors to be necessary or desirable to accomplish the foregoing transactions, then the same shall be deemed to have been and hereby are authorized and directed to certify the adoption of all such resolutions as though such resolutions were adopted hereby.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that this merger being filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said COLEMAN CABLE ACQUISITION, INC. has caused this Certificate to be signed by Nachum Stein, its President, and David Bistricher, its Secretary, this 26th day of April, 2000.

COLEMAN CABLE ACQUISITION, INC.



Nachum Stein
President



David Bistricher
Secretary