

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CTA ACOUSTICS, INC.		04/30/1999	CORPORATION: KENTUCKY

RECEIVING PARTY DATA	
Name:	CTA ACOUSTICS ACQUISITION CORP.
Street Address:	Robert E. Cox Road
City:	Corbin
State/Country:	KENTUCKY
Postal Code:	40701
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	2406837	ROTEX
Registration Number:	2155284	DYNASTRAND
Registration Number:	2155379	DYNASTRAND II
Registration Number:	2211786	THERMSTRAND

CORRESPONDENCE DATA	
Fax Number:	(502)588-1960
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	5026252784
Email:	sad@midreut.com
Correspondent Name:	Scot A. Duvall
Address Line 1:	2500 Brown & Williamson Tower
Address Line 4:	Louisville, KENTUCKY 40202

ATTORNEY DOCKET NUMBER:	ZH380-95001 CTA ACOUSTICS
NAME OF SUBMITTER:	Scot A. Duvall

Total Attachments: 3

OP \$115.00 2406837

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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 MERGER, WHICH MERGES:
"CTA ACOUSTICS, INC.", A KENTUCKY CORPORATION,
WITH AND INTO "CTA ACOUSTICS ACQUISITION CORP." UNDER THE NAME OF "CTA ACOUSTICS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9717877

DATE: 04-30-99

**CERTIFICATE OF MERGER
OF
CTA ACOUSTICS, INC.
WITH AND INTO
CTA ACOUSTICS ACQUISITION CORP.**

Adopted in accordance with the provisions
of Section 252 of the General Corporation Law
of the State of Delaware (the "Law")

CTA ACOUSTICS ACQUISITION CORP., a Delaware corporation, DOES
HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent
corporations are as follows:

<u>Corporation</u>	<u>State of Incorporation</u>
CTA Acoustics Acquisition Corp.	Delaware
CTA Acoustics, Inc.	Kentucky

SECOND: An Agreement and Plan of Merger dated as of April 30, 1999 (the
"Plan"), by and between CTA Acoustics, Inc., a Kentucky corporation, and CTA Acoustics
Acquisition Corp., a Delaware corporation, has been approved, adopted, certified, executed and
acknowledged by each of such corporations in accordance with the provisions of Subsection (c) of
Section 252 of the Law.

THIRD: The surviving corporation is CTA Acoustics Acquisition Corp.,
which shall continue under the name CTA Acoustics, Inc.

FOURTH: The Certificate of Incorporation of CTA Acoustics Acquisition
Corp., a Delaware corporation, as in effect on the date of filing of this Certificate of Merger shall be
and constitute the Certificate of Incorporation of the surviving corporation, until the same shall
thereafter be altered, amended or repealed in accordance with the provisions thereof and applicable
law, provided, however, ARTICLE FIRST of the Certificate of Incorporation of CTA Acoustics
Acquisition Corp. shall be amended to provide as follows:

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FIRST: The name of this corporation (hereinafter called the "corporation") is CTA Acoustics, Inc."

FIFTH: The executed Plan is on file at the principal place of business of the surviving corporation at c/o Brain Investments, 100 Maiden Lane, 17th Floor, New York, New York 10038.


SIXTH: A copy of the Plan will be furnished by the surviving corporation, on request and without cost, to any stockholder of either of the merging corporations.

IN WITNESS WHEREOF, CTA Acoustics Acquisition Corp. has caused this Certificate to be signed by Philip A. Herman, President, this 30th day of April, 1999.

CTA ACOUSTICS ACQUISITION CORP

By: 
Philip A. Herman
President

ATTEST:


Donald W. Barrick
Secretary