

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WLI Industries, Inc.	Warning Lites of Illinois, Inc.	04/23/2001	CORPORATION: ILLINOIS

RECEIVING PARTY DATA	
Name:	United Rentals Highway Technologies, Inc.
Street Address:	880 N. Addison Road
City:	Villa Park
State/Country:	ILLINOIS
Postal Code:	60181
Entity Type:	CORPORATION: MASSACHUSETTS

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Serial Number:	72412760	TOUGHLITE

CORRESPONDENCE DATA	
Fax Number:	(212)940-8986
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212 940-8800
Email:	linda.chan@kmzr.com
Correspondent Name:	Katten Muchin Zavis Rosenman
Address Line 1:	575 Madison Avenue
Address Line 4:	New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	UNIR 20.105
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NAME OF SUBMITTER:	Linda S. Chan
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State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF MERGER OF UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF MASSACHUSETTS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 30TH day of APRIL A.D. 2001 and of the Independence of the United States the two hundred and 25TH .



Jesse White

Secretary of State

Form **BCA-11.25**

(Rev. Jan. 1999)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

#4
File # **3824-811-1**

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

SUBMIT IN DUPLICATE

FILED PAID

APR 30 2001

MAY 01 2001

JESSE WHITE
SECRETARY OF STATE
Expedited Services

This space for use by
Secretary of State

Date **4/30/01**

Filing Fee \$ **100.00**

Approved: 

DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

1. Names of the corporations proposing to ^{merge} consolidate, and the state or country of their incorporation:
_{exchange shares}

Name of Corporation	State or Country of Incorporation	Corporation File Number
WLI Industries, Inc.	Illinois	D3824-811-1
United Rentals Highway Technologies, Inc.	Massachusetts	0149-220-8

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ^{surviving} new corporation: United Rentals Highway Technologies, Inc.
_{acquiring}

(b) it shall be governed by the laws of: Massachusetts

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger} consolidation is as follows:
_{exchange}

See Attached Plan and Agreement of Merger

PLAN AND AGREEMENT OF MERGER

OF

WLI INDUSTRIES, INC.
(an Illinois corporation)

AND

UNITED RENTALS HIGHWAY TECHNOLOGIES, INC.
(a Massachusetts corporation)

PLAN AND AGREEMENT OF MERGER entered into on April 23, 2001 by **WLI INDUSTRIES, INC.**, a business corporation of the State of Illinois, and approved by resolution adopted by its Board of Directors on said date, and entered into on April 23, 2001 by **UNITED RENTALS HIGHWAY TECHNOLOGIES, INC.**, a business corporation of the Commonwealth of Massachusetts, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS **WLI INDUSTRIES, INC.** is a business corporation of the State of Illinois with its registered office therein located at c/o United Corporate Services, Inc., 801 Adlai Stevenson Drive, Springfield, IL 62703; and

WHEREAS the total number of shares of stock which **WLI INDUSTRIES, INC.** has authority to issue is 500,000 shares of common stock, without par value, and 500,000 shares of preferred stock, without par value; and

WHEREAS **UNITED RENTALS HIGHWAY TECHNOLOGIES, INC.** is a business corporation of the Commonwealth of Massachusetts with its registered office therein located at c/o Corporation Service Company, 84 State Street, Boston, MA 02109; and

WHEREAS the total number of shares of stock which **UNITED RENTALS HIGHWAY TECHNOLOGIES, INC.** has authority to issue is 20,000, all of which are of one class and without par value; and

WHEREAS the Business Corporation Act of 1983 of the State of Illinois permits a merger of a business corporation of the State of Illinois with and into a business corporation of another jurisdiction; and

WHEREAS the Business Corporation Law of the Commonwealth of Massachusetts permits the merger of a business corporation of another jurisdiction with and into a business corporation of the Commonwealth of Massachusetts; and

WHEREAS **WLI INDUSTRIES, INC.** and **UNITED RENTALS HIGHWAY TECHNOLOGIES, INC.** and the respective Boards of Directors thereof declare it advisable and

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to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge WLI INDUSTRIES, INC. with and into UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. pursuant to the provisions of the Business Corporation Act of 1983 of the State of Illinois and pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by WLI INDUSTRIES, INC. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. WLI INDUSTRIES, INC. and UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. shall, pursuant to the provisions of the Business Corporation Act of 1983 of the State of Illinois and the provisions of the Business Corporation Law of the Commonwealth of Massachusetts, be merged with and into a single corporation, to wit, UNITED RENTALS HIGHWAY TECHNOLOGIES, INC., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts. The separate existence of WLI INDUSTRIES, INC., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Business Corporation Act of 1983 of the State of Illinois.

2. The Certificate of Incorporation of the surviving corporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts.

3. The present by-laws of the surviving corporation will be the by-laws of said 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 Business Corporation Law of the Commonwealth of Massachusetts.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first 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.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation. All of the

- merger
5. Plan of consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

WLI Industries, Inc.

<u>Name of Corporation</u>	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
WLI Industries, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)* NOT APPLICABLE

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

TRADEMARK

REEL: 002900 FRAME: 0429

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation Not applicable	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.
(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated April 23, 2001
(Month & Day) (Year)

attested by *[Signature]*
(Signature of Secretary or Assistant Secretary)

Peter R. Balsileri
(Type or Print Name and Title)
Asst Secretary

WLI INDUSTRIES, INC.
(Exact Name of Corporation)

by *[Signature]*
(Signature of President or Vice President)

Michael J. Nolan
(Type or Print Name and Title)
Vice President

Dated April 23, 2001
(Month & Day) (Year)

attested by *[Signature]*
(Signature of Secretary or Assistant Secretary)

Peter R. Balsileri
(Type or Print Name and Title)
Asst Secretary

UNITED RENTALS HIGHWAY TECHNOLOGIES, INC.
(Exact Name of Corporation)

by *[Signature]*
(Signature of President or Vice President)

Michael J. Nolan
(Type or Print Name and Title)
Vice President

Dated _____, _____
(Month & Day) (Year)

attested by _____
(Signature of Secretary or Assistant Secretary)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

C-195.8 _____
(Type or Print Name and Title)

(Type or Print Name and Title)



CP0224515

File # 3824 811 1

Form **BCA-5.10**
NFP-105.10
(Rev. Jan. 1999)

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647
http://www.sos.state.il.us

**STATEMENT OF
CHANGE
OF REGISTERED AGENT
AND/OR REGISTERED
OFFICE**

FILED

APR 24 2001

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 4-24-01

Filing Fee \$5

Approved: *[Signature]*

Remit payment in check or money order,
payable to "Secretary of State."

Type or print in black ink only.
See reverse side for signature(s).

PAID

APR 24 2001

Expedited Services

- CORPORATE NAME: WLI Industries, Inc.
- STATE OR COUNTRY OF INCORPORATION: Illinois
- Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (*before change*):

Registered Agent	<u>United Corporate Services Inc.</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>801 Adlai Stevenson Drive</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Springfield, IL</u>	<u>62703</u>	<u>Sangamon</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>
- Name and address of the registered agent and registered office shall be (*after all changes herein reported*)

Registered Agent	<u>Illinois Corporation Service Company</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>700 South Second Street</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Springfield, IL</u>	<u>62704</u>	<u>Sangamon</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
6. The above change was authorized by: ("X" one box only)
- a. By resolution duly adopted by the board of directors. (Note 5)
- b. By action of the registered agent. (Note 6)

NOTE: When the registered agent changes, the signatures of both president and secretary are required.

7. (If authorized by the board of directors, sign here. See Note 5)
 The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated DECEMBER 28th, 2000 WLI Industries, Inc.
 (Month & Day) (Year) (Exact Name of Corporation)

attested by _____ by _____
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

John J. Milne, Secretary Michael Nolan, Vice President
 (Type or Print Name and Title) (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)
 The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated _____, _____
 (Month & Day) (Year) (Signature of Registered Agent of Record)

NOTES

- The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
- The registered office must include a street or road address; a post office box number alone is not acceptable.
- A corporation cannot act as its own registered agent.
- If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained **ONLY** from the Secretary of State.
- Any change of *registered agent* must be by resolution adopted by the board of directors. This statement must then be signed by the president (*or vice-president*) and by the secretary (*or an assistant secretary*).
- The registered agent may report a change of the *registered office* of the corporation for which he or she's registered agent. When the agent reports such a change, this statement must be signed by the registered agent.