

4/2/04

REC

04-06-2004



To the Director - U.S. Patents and Trademark

ments or copy thereof.

102714273

1. Name of conveying party(ies):

Dekko Engineering, Inc.

- Individual(s)
- Limited Partnership
- General Partnership
- Association
- Corporation-State
- Other

Additional name(s) of conveying party(ies) attached?

Yes No

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

Name: Pent Technologies, Inc.

Street Address: 6928 N. 400 E.

City: Kendallville State: IN

Zip: 46755

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name

Other

Execution Date: December 26, 2003

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - State Indiana
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?

Yes No

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s): See Attachment A

B. Trademark Registration No.(s): See Attachment B

Additional Numbers attached? Yes No

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

Name: Todd T. Taylor
Taylor & Aust, P.C.
142 S. Main Street
P.O. Box 560
Avilla, IN 46710

6. Total number of applications and registrations involved: 4.

7. Total fee (37 CFR 3.41): \$160.00
 Enclosed
 Authorized to be charged to deposit account if any deficiencies.

8. Deposit Account Number: 20-0095
(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copies are true copies of the original document.

Todd T. Taylor
Name of Person Signing

Signature

March 30, 2004
Date

04/05/2004 BYRME 00000011 76470593

01 FC:0521 40.00 OP
02 FC:0522 75.00 OP

04/05/2004 BYRME 00013517

CHECK Refund Total: 045.00

ATTACHMENT A
PENT TECHNOLOGIES, INC. MERGER
PENDING U.S. TRADEMARK APPLICATIONS

Serial No.	Filed	Mark
1. 76/470,593	November 26, 2002	NEXT CONNECT BY PENT
2. 76/470,591	November 26, 2002	SMART CONNECT BY PENT

ATTACHMENT B
PENT TECHNOLOGIES, INC. MERGER
ISSUED U.S. TRADEMARKS

Registration No.	Registered	Mark
1. 2,674,454	January 14, 2003	POWER BY PENT
2. 2,695,128	January 14, 2002	CONNECT BY PENT

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF MERGER

of

PENT ASSEMBLIES, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

CUSTOM LIGHTS, INC.

a(n) For-Profit Domestic Corporation

DEKKO ENGINEERING, INC.

a(n) For-Profit Domestic Corporation

PENT PRODUCTS, INC.

a(n) For-Profit Domestic Corporation

merged with and into the surviving entity:

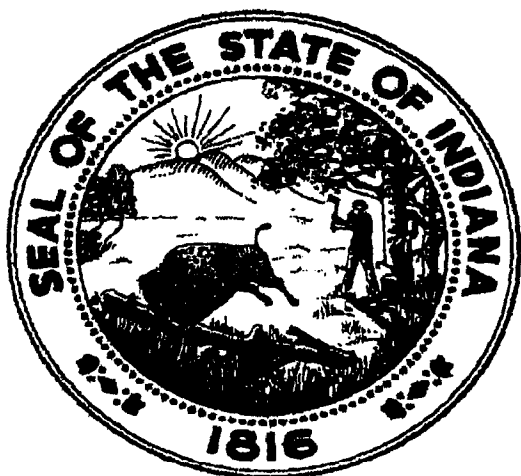
PENT ASSEMBLIES, INC.

The name following said transaction will be:

PENT TECHNOLOGIES, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, December 26, 2003.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 22, 2003.



TODD ROKITA,
SECRETARY OF STATE

1989101071 / 2003122367416



ARTICLES OF MERGER

State Form 39036 (R5 / 2-97)

Approved by State Board of Accounts, 1995

TODD ROKITA
SECRETARY OF STATE
CORPORATIONS DIVISION
502 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

RECEIVED
CORPORATIONS

DEC 22 AM 9:18

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form.
Please TYPE or PRINT.
Upon completion of filing the Secretary of State will issue a receipt.

**ARTICLES OF MERGER / SHARE EXCHANGE
OF**

DEKKO ENGINEERING, INC., CUSTOM LIGHTS, INC., AND PENT PRODUCTS, INC.

(hereinafter "the nonsurviving corporation(s)")

INTO

PENT TECHNOLOGIES, INC. (formerly PENT ASSEMBLIES, INC.)

(hereinafter "the surviving corporation")

ARTICLE I - SURVIVING CORPORATION

SECTION 1:

The name of the corporation surviving the merger is: PENT TECHNOLOGIES, INC.

and such name has has not (designate which) been changed as a result of the merger.

SECTION 2:

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on OCTOBER 27, 1989

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and qualified not qualified (designate which) to do business in Indiana.

If the surviving corporation is qualified to do business in Indiana, state the date of qualification: _____
(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation		DEKKO ENGINEERING, INC.	
State of Domicile	INDIANA	Date of Incorporation or qualification in Indiana (if applicable)	JULY 22, 1993
Name of Corporation		CUSTOM LIGHTS, INC.	
State of Domicile	INDIANA	Date of Incorporation or qualification in Indiana (if applicable)	DECEMBER 2, 1991
Name of Corporation		PENT PRODUCTS, INC.	
State of Domicile	INDIANA	Date of Incorporation or qualification in Indiana (if applicable)	OCTOBER 27, 1989

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1:

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2:

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on _____ 19____ and signed by all shareholders entitled to vote.

B. Vote of shareholders during a meeting called by the Board of Directors. MEETING OF NOVEMBER 7, 2003

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)		COMMON		
NUMBER OF OUTSTANDING SHARES	68275	68275		
NUMBER OF VOTES ENTITLED TO BE CAST	68275	68275		
NUMBER OF VOTES REPRESENTED AT MEETING	67219	67219		
SHARES VOTED IN FAVOR	67219	67219		
SHARES VOTED AGAINST	0	0		
NOT VOTED	1056	1056		

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1:

Shareholder vote not required.

DEKKO ENGINEERING, INC.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2:

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on _____ 19____ and signed by all shareholders entitled to vote.

B. Vote of shareholders during a meeting called by the Board of Directors. MEETING OF NOVEMBER 7, 2003

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)		COMMON		
NUMBER OF OUTSTANDING SHARES	129120	129120		
NUMBER OF VOTES ENTITLED TO BE CAST	129120	129120		
NUMBER OF VOTES REPRESENTED AT MEETING	127186	127186		
SHARES VOTED IN FAVOR	127186	127186		
SHARES VOTED AGAINST	0	0		
NOT VOTED	1934	1934		

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1:

Shareholder vote not required.

CUSTOM LIGHTS, INC.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2:

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on _____ 19____ and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors. MEETING OF NOVEMBER 7, 2003

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)		COMMON		
NUMBER OF OUTSTANDING SHARES	51573	51573		
NUMBER OF VOTES ENTITLED TO BE CAST	51573	51573		
NUMBER OF VOTES REPRESENTED AT MEETING	48373	48373		
SHARES VOTED IN FAVOR	48373	48373		
SHARES <u>VOTED AGAINST</u>	0	0		
<u>NOT VOTED</u>	3200	3200		

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

SECTION 1:

Shareholder vote not required.

PENT PRODUCTS, INC.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

SECTION 2:

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on _____ 19____ and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors. MEETING OF NOVEMBER 7, 2003

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)		COMMON		
NUMBER OF OUTSTANDING SHARES	54381	54381		
NUMBER OF VOTES ENTITLED TO BE CAST	54381	54381		
NUMBER OF VOTES REPRESENTED AT MEETING	52227	52227		
SHARES VOTED IN FAVOR	52227	52227		
SHARES <u>VOTED AGAINST</u>	0	0		
<u>NOT VOTED</u>	2154	2154		

In Witness Whereof, the undersigned being the SECRETARY _____ of the surviving
Officer or Chairman of Board
 corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained
 herein are true, this 15th day of December, 2003

Signature Dianne Gerencser

Printed name S. DIANNE GERENCSEK