

**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           |
| Barlow Promotional Products, Inc. |          | 12/18/2002     | CORPORATION: DELAWARE |

|                      |                                   |
|----------------------|-----------------------------------|
| RECEIVING PARTY DATA |                                   |
| Name:                | Norwood Operating Company         |
| Doing Business As:   | Norwood Promotional Products      |
| Street Address:      | 10 West Market Street, Suite 1400 |
| Internal Address:    | Legal - Trademarks                |
| City:                | Indianapolis                      |
| State/Country:       | INDIANA                           |
| Postal Code:         | 46204                             |
| Entity Type:         | CORPORATION: DELAWARE             |

|                           |         |           |
|---------------------------|---------|-----------|
| PROPERTY NUMBERS Total: 1 |         |           |
| Property Type             | Number  | Word Mark |
| Registration Number:      | 2036881 | BTS       |

|  |                                   |
|--|-----------------------------------|
| CORRESPONDENCE DATA  |                                   |
| Fax Number:  | (317)275-2578                     |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                                   |
| Phone:   | 317-275-7722                      |
| Email:   | hdeorto@norwood.com               |
| Correspondent Name:  | Norwood Promotional Products      |
| Address Line 1:  | 10 West Market Street, Suite 1400 |
| Address Line 2:  | Legal - Trademarks                |
| Address Line 4:  | Indianapolis, INDIANA 46204       |

|                         |                          |
|-------------------------|--------------------------|
| ATTORNEY DOCKET NUMBER: | ASSIGN BARLOW PPI TO NOC |
|-------------------------|--------------------------|

|                    |                |
|--------------------|----------------|
| NAME OF SUBMITTER: | Heather DeOrto |
|--------------------|----------------|

Total Attachments: 5  
 source=Air,Art,Barlow,Gerber,N.Com,Nor.LCP, RCC Cert of Merger sample\_1#page1.tif

CH \$40.00 2036881

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# Delaware

PAGE 1

*The First State*

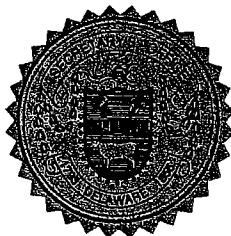
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AIR-TEX CORPORATION", A DELAWARE CORPORATION,  
"ARTMOLD PRODUCTS CORPORATION", A DELAWARE CORPORATION,  
"BARLOW PROMOTIONAL PRODUCTS, INC.", A DELAWARE CORPORATION,  
"GERBER INDUSTRIES, LTD.", A ARIZONA CORPORATION,  
"NORWOOD.COM, INC.", A DELAWARE CORPORATION,  
"NORWOOD LCP, INC.", A INDIANA CORPORATION,  
"RADIO CAP COMPANY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "NORWOOD OPERATING COMPANY" UNDER THE NAME OF "NORWOOD OPERATING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2002, AT 10:58 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2003.

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



3524763 8100M

020787800

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2166367

DATE: 12-23-02

TRADEMARK

REEL: 002967 FRAME: 0546

**CERTIFICATE OF MERGER  
OF  
AIR-TEX CORPORATION  
(a Delaware corporation),  
ARTMOLD PRODUCTS CORPORATION,  
(a Delaware corporation),  
BARLOW PROMOTIONAL PRODUCTS, INC.  
(a Delaware corporation),  
NORWOOD.COM, INC.  
(a Delaware corporation),  
RADIO CAP COMPANY, INC.  
(a Delaware corporation),  
NORWOOD LCP, INC.  
(an Indiana corporation),  
AND  
GERBER INDUSTRIES, LTD.  
(an Arizona corporation)  
WITH AND INTO  
NORWOOD OPERATING COMPANY  
(a Delaware corporation)**

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware (the "GCL"), Air-Tex Corporation, a Delaware corporation ("Air-Tex"), Artmold Products Corporation, a Delaware corporation ("Artmold") Barlow Promotional Products, Inc., a Delaware corporation ("Barlow"), Norwood.com, Inc., a Delaware corporation ("Norwood.com"), Radio Cap Company, Inc., a Delaware corporation ("Radio Cap"), Norwood LCP, Inc., an Indiana corporation ("Norwood LCP"), Gerber Industries, Ltd., an Arizona corporation ("Gerber") and Norwood Operating Company, a Delaware corporation ("Norwood Operating"), do hereby adopt the following Certificate of Merger for the purpose of merging Air-Tex, Artmold, Barlow, Norwood.com, Radio Cap, Norwood LCP, and Gerber with and into Norwood Operating.

1. The name and state of incorporation of each of the constituent corporations of the merger are as follows:

| <u>NAME</u>                       | <u>STATE OF INCORPORATION</u> |
|-----------------------------------|-------------------------------|
| Air-Tex Corporation               | Delaware                      |
| Artmold Products Corporation      | Delaware                      |
| Barlow Promotional Products, Inc. | Delaware                      |
| Norwood.com, Inc.                 | Delaware                      |
| Radio Cap Company, Inc.           | Delaware                      |
| Norwood LCP, Inc.                 | Indiana                       |
| Gerber Industries, Ltd.           | Arizona                       |
| Norwood Operating Company         | Delaware                      |

2. The laws of the States of Delaware, Arizona, and Indiana permit such merger.

3. An Agreement and Plan of Merger (the "Plan") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the GCL.

4. The surviving corporation of the merger will be Norwood Operating upon effectiveness of the merger in accordance with the Agreement and Plan of Merger (the "Plan"), and it is to be governed by the laws of the State of Delaware.

5. The approval of the Plan was duly authorized by all action required by the laws under which each of the constituent corporations was incorporated or organized and by their constituent documents.

6. The certificate of incorporation of Norwood Operating shall be the certificate of incorporation of the surviving corporation. The bylaws of Norwood Operating shall be the bylaws of the surviving corporation.

7. The executed Plan is on file at the principal place of business of Norwood Operating, such address being 106 East 6<sup>th</sup> Street, Suite 300, Austin, Texas 78701.

8. A copy of the Plan will be furnished by Norwood Operating, the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

9. The authorized capital stock of Norwood LCP is 1,000 shares of common stock, par value \$0.01 per share, of which 100 shares are issued and outstanding.

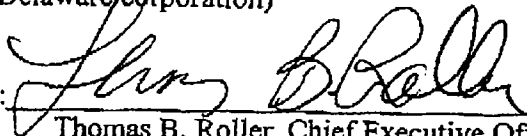
10. The authorized capital stock of Gerber is 50,000 shares of common stock, par value \$1.00 per share, of which 21,000 shares are issued and outstanding.

11. The effective date of this merger shall be January 1, 2003.

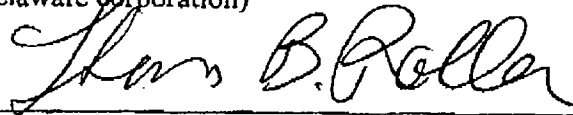
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 18<sup>th</sup> day of December, 2002.


**AIR-TEX CORPORATION**  
(a Delaware corporation)

By:   
Thomas B. Roller, Chief Executive Officer  
and President

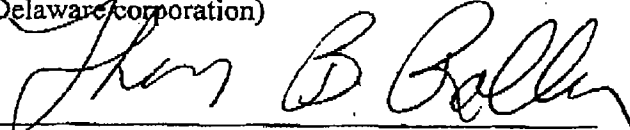
**ARTMOLD PRODUCTS CORPORATION**  
(a Delaware corporation)

By:   
Thomas B. Roller, Chief Executive Officer  
and President

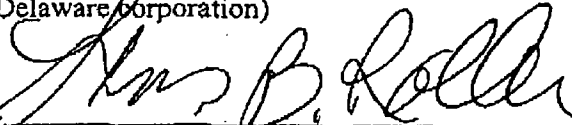
**BARLOW PROMOTIONAL PRODUCTS, INC.**  
(a Delaware corporation)

By:   
Thomas B. Roller, Chief Executive Officer  
and President

**NORWOOD.COM, INC.**  
(a Delaware corporation)

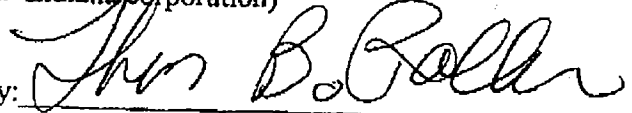
By:   
Thomas B. Roller, Chief Executive Officer  
and President

**RADIO CAP COMPANY, INC.**  
(a Delaware corporation)

By:   
Thomas B. Roller, Chief Executive Officer  
and President

**NORWOOD LCP, INC.**  
(an Indiana corporation)

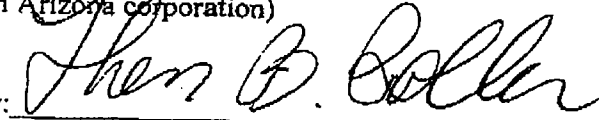
By:



Thomas B. Roller, Chief Executive Officer  
and President

**GERBER INDUSTRIES, LTD.**  
(an Arizona corporation)

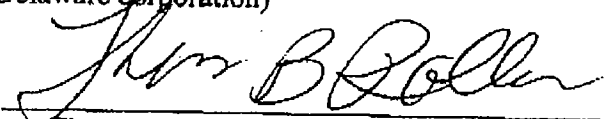
By:



Thomas B. Roller, Chief Executive Officer  
and President

**NORWOOD OPERATING COMPANY**  
(a Delaware corporation)

By:



Thomas B. Roller, Chief Executive Officer  
and President