

RE/

09-23-2004

Docket No.:

TRADEMARK



ONLY

224-9029-G

Tab settings

To the Director of the United States Patent and Trademark Office

102842043

original documents or copy thereof.

1. Name of conveying party(ies):

WINFIELD LOCKS, INC.



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

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

3. Nature of conveyance:

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

Execution Date: **December 31, 2003**

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

Name: **COMPUTERIZED SECURITY SYSTEMS, INC.**

Internal Address:

Street Address: **1950 Austin Drive**

City: **Troy** State: **MI** ZIP: **48083**

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

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

A. Trademark / Service Mark Application No.(s)

B. Trademark / Service Mark Registration No.(s)

See List

Additional numbers Yes No

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

Name: **Edgar A. Zarins**

Internal Address: **Legal Department**

Street Address: **Masco Corporation**

21001 Van Born Rd.

City: **Taylor** State: **MI** ZIP: **48180**

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41): \$ **\$90.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-1981

DO NOT USE THIS SPACE

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.

Edgar A. Zarins, Reg. #30,986

Name of Person Signing

Edgar A. Zarins
Signature

9/13/2004
Date

Total number of pages including cover sheet, attachments, and **8**

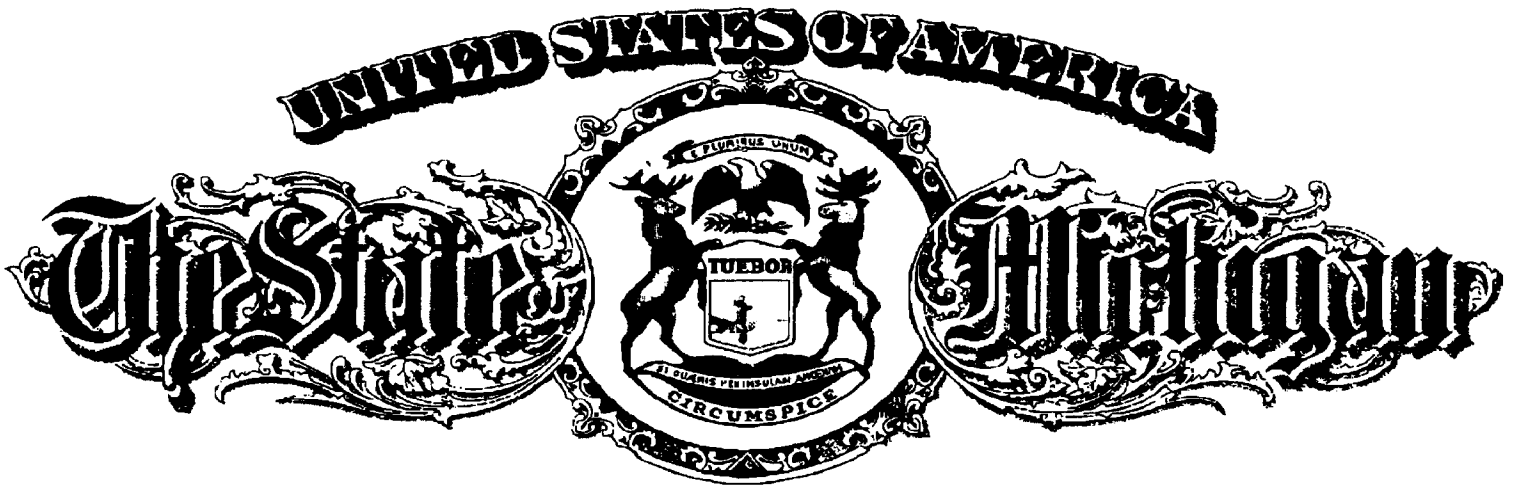
Mail documents to be recorded with required cover sheet information to:
Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003049 FRAME: 0618

09/22/2004 EC00PER 0000074 131911 2376405
01 FC:0521 50.00
12 FC:0522

TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>Registration No.</u>	<u>Registration Date</u>
WINFIELD	2,376,405	August 15, 2000
STRONGBOX	2,134,851	February 3, 1998
MICROKEY	2,211,388	December 15, 1998



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 6th day of January, 2004

Andrew J. Mitchell, Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES		FILED
BUREAU OF COMMERCIAL SERVICES		
Date Received	(FOR BUREAU USE ONLY)	
DEC 02 2003	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	DEC 02 2003
Name Att: D.D CT Corporation System		Administrator BUREAU OF COMMERCIAL SERVICES
Address 30600 Telegraph RD Ste 2345		EFFECTIVE DATE: December 31, 2003 Expiration date for new assumed names: December 31. Expiration date for transferred assumed names appear in item 6
City State Zip Code Bingham Farms MI 48025		

Document will be returned to the name and address you enter above if left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 264, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:	
a. The name of each constituent entity and its identification number is:	
Computerized Security Systems, Inc.	245-809
Winfield Locks, Inc.	
b. The name of the surviving (new) entity and its identification number is:	
Computerized Security Systems, Inc.	245-809
Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:	
21001 Van Born Road, Taylor, MI 48180	
2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)	
The merger (consolidation) shall be effective on the <u>31st</u> day of <u>December 2003</u> , @ <u>11:59</u> <u>PM</u> EST.	

1/10/03 - 7/16/03 CT System Online

62⁵⁰ 08.02. 155886

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Computerized Security Systems, Inc.	50,000	Common	N/A
Winfield Locks, Inc.	1,000,000	Common	N/A

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows:

See Attached Agreement and Plan of Merger

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

No amendments to the Articles of Incorporation as indicated in the attached Agreement and Plan of Merger.

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)

b) The plan of merger was approved by:

the Board of Directors of Computerized Security Systems, Inc., the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

By Jerry W. Mollien
(Signature of Authorized Officer or Agent)
Jerry W. Mollien, Vice President
(Type or print name)
Computerized Security Systems, Inc.
(Name of Corporation)

By Jerry W. Mollien
(Signature of Authorized Officer or Agent)
Jerry W. Mollien, Vice President
(Type or print name)
Winfield Locks, Inc.
(Name of Corporation)

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of December 1, 2003, is made and entered into between Computerized Security Systems, Inc., a Michigan corporation (the "Survivor") and Winfield Locks, Inc., a California corporation ("Merging Corporation"), (the Merging Corporation and the Survivor collectively referred to herein as the "Constituent Entities").

A. The Constituent Entities, in consideration of the mutual agreements of each entity as set forth hereinafter, deem it advisable and generally for the welfare of each entity, that the Merging Corporation merge with and into the Survivor under and pursuant to the terms and conditions set forth herein (the "Merger"), following which the Survivor shall be the surviving entity.

B. The terms and conditions of the Merger, the mode of carrying the same into effect, the manner of converting with the shares of the Merging Corporation and the shares of the Survivor outstanding immediately prior to the effective time of the Merger, and other pertinent provisions of the Merger, are hereinafter set forth.

ARTICLE I

At the effective time (defined below), in accordance with the provisions of the laws of the State of Michigan, the Merging Corporation shall be merged with and into the Survivor, following which the Survivor shall be the surviving entity. The street address of the Survivor's principal place of business is 21001 Van Born Road, Taylor, Michigan 48180.

ARTICLE II

The Merger shall become effective on December 31, 2003 at 11:59 p.m. Eastern Standard Time (the "effective time").

ARTICLE III

The Articles of Incorporation of the Surviving Corporation are not to be amended by virtue of the Merger and the name of the Surviving Corporation will remain the same.

ARTICLE IV

The bylaws of the Survivor as they shall exist at the effective time of this Agreement shall be and remain the bylaws of the Survivor until the same shall be altered, amended and repealed as therein provided.