

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
TPR2 Corporation		12/30/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	TPR2 Corporation f/k/a Thermal Products Research Inc.
Street Address:	P.O. Box 1029
City:	Richmond Hill
State/Country:	GEORGIA
Postal Code:	31324
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Serial Number:	78188164	TEMPROTEX
Serial Number:	78188169	SMART COATINGS
Serial Number:	78188170	SMART BLANKETS
Serial Number:	78441713	FIRESAFE
Serial Number:	78466978	HEAT SHEDDER
Serial Number:	78466979	FIRESHELL
Serial Number:	78466982	TOUGHTHANE
Serial Number:	78468235	TPR 2

**CORRESPONDENCE DATA**

Fax Number: (212)697-1559  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2126966000  
 Email: trademark@cm-p.com

CH \$215.00 78188164

Correspondent Name: Michael Brown / Curtis, Mallet-Prevost  
Address Line 1: 101 Park Avenue  
Address Line 2: 34th Floor  
Address Line 4: New York, NEW YORK 10178-0061

NAME OF SUBMITTER:	Michael J. Brown
Signature:	/MichaelJBrown/
Date:	05/24/2005

Total Attachments: 4  
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# Delaware

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*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 OWNERSHIP, WHICH MERGES:

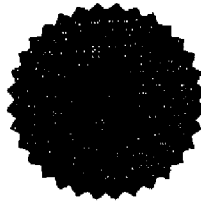
"TPR2 CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "THERMAL PRODUCT RESEARCH INC." UNDER THE NAME OF "TPR2 CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2004, AT 4:47 O'CLOCK P.M.

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

3860103 8100M

040953110



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3588971

DATE: 12-30-04

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**TPR2 CORPORATION**

**WITH AND INTO**

**THERMAL PRODUCT RESEARCH INC.**

Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware

THERMAL PRODUCT RESEARCH INC., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of TPR2 Corporation, a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation under the name of TPR2 Corporation:

**FIRST:** The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

**SECOND:** The Company owns 90.4% of the outstanding shares of the Subsidiary's common stock, being the sole class of authorized capital stock of the Subsidiary.

**THIRD:** The Board of Directors of the Company, by the following resolutions duly adopted on December 30, 2004 determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

WHEREAS, Thermal Product Research Inc, a Delaware corporation (the "Company"), owns 90.4% of the outstanding shares of the capital stock of TPR2 Corporation, a Delaware corporation ("Subsidiary"); and

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:47 PM 12/30/2004  
FILED 04:47 PM 12/30/2004  
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FROM RL&F #8

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WHEREAS, the Board of Directors of the Company has deemed it advisable that the Subsidiary be merged with and into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware;

NOW, THEREFORE, BE IT AND IT HEREBY IS

RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger"); and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger; and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary held by the Company shall be cancelled and no consideration shall be issued in respect thereof, and each then outstanding share of common stock of the Subsidiary held by holders of record other than the Company shall be converted into the right to receive \$59.05 for each such outstanding share of common stock of the Subsidiary; and it is further

RESOLVED, that the certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article FIRST thereof shall be amended to read in its entirety as follows:

"FIRST: The name of the corporation is TPR2 Corporation."

RESOLVED, that the proper officers of the Company be and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.

FROM RL&F #E

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FOURTH: The Company shall be the surviving corporation of the Merger.

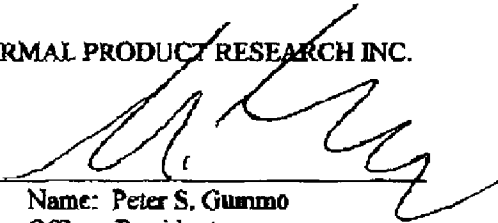
FIFTH: The certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article FIRST thereof shall be amended to read in its entirety as follows:

"FIRST: The name of the corporation is TPR2 Corporation."

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 30th day of December, 2004.

THERMAL PRODUCT RESEARCH INC.

By:

  
Name: Peter S. Gummo  
Office: President