

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
American Building Control, Inc.	FORMERLY Ultrak, Inc.	09/22/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	MDI, Inc.		
Street Address:	9725 Datapoint Drive		
City:	San Antonio		
State/Country:	TEXAS		
Postal Code:	78229		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	74496397	THE WITNESS	
CORRESPONDENCE DATA			
Fax Number:	(214)210-5941		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(214) 210-5940		
Email:	alissa.digman@grspc.com		
Correspondent Name:	Schultz & Associates, P.C.		
Address Line 1:	5400 LBJ FREEWAY		
Address Line 2:	SUITE 1200		
Address Line 4:	DALLAS, TEXAS 75240		
NAME OF SUBMITTER:	George R. Schultz		
Signature:	/George R. Schultz/		
Date:	09/13/2005		

OP \$40.00 74496397

Total Attachments: 5

900032036

**TRADEMARK
 REEL: 003158 FRAME: 0618**

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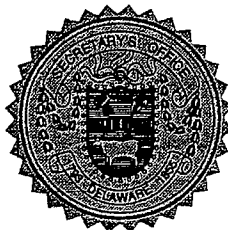
Delaware

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 OWNERSHIP OF "AMERICAN BUILDING CONTROL, INC.", CHANGING ITS NAME FROM "AMERICAN BUILDING CONTROL, INC." TO "MDI, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2004, AT 4:54 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2004.



2535391 8100

050268502

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3843766

DATE: 04-28-05

TRADEMARK

REEL: 003158 FRAME: 0620

CERTIFICATE OF OWNERSHIP AND MERGER
MORGING
ABC MERGER CORP.
WITH AND INTO
AMERICAN BUILDING CONTROL, INC.

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

American Building Control, Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of ABC Merger Corp., a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving 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 all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted on September 17, 2004, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

WHEREAS, American Building Control, Inc., a Delaware corporation (the "Company"), owns all of the outstanding shares of the capital stock of ABC Merger Corp., a Delaware corporation (the "Subsidiary"); and

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, effective upon the filing of (or at such subsequent time as may be specified in) the Certificate of Ownership and Merger filed in respect thereof (the "Effective Time"), the Subsidiary shall be merged with and into the Company with the Company being the surviving corporation (the "Merger"); and

FURTHER RESOLVED, that it is intended that the Merger qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and that these resolutions constitute a plan of reorganization within the meaning of Section 368; and

FURTHER RESOLVED, that, at any time prior to the Effective Time, the Merger may be amended, modified, terminated or abandoned by action of the Board of Directors of the Company; and

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding or treasury share of capital stock of the Company shall remain unchanged and continue to remain outstanding or held in treasury, respectively, as one share of capital stock of the Company, held by the person who was the holder of such share of capital stock of the Company immediately prior to the Merger; and

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 shall be cancelled and no consideration shall be issued in respect thereof; and

FURTHER RESOLVED, that, at the Effective Time, Article 1 of the Certificate of Incorporation of the Company shall be amended to read in its entirety as follows:

"1. The name of the Corporation is MDI, Inc."

FURTHER RESOLVED, that each officer of the Company is authorized to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and the date of adoption thereof, in the discretion of such officer to specify therein an Effective Time subsequent to the filing thereof and to file the same in the office of the Secretary of State of the State of Delaware; and

FURTHER RESOLVED, that in connection with changing the Company's name, each officer of the Company is authorized, in the name and on behalf of the Company, to enter into any agreements with the office of the Secretary of State of the State of Delaware; and to make and execute such additional certificates and to file the same in the office of the Secretary of State of the State of Delaware, in each case as may, in his or her judgment, be required or advisable; and

FURTHER RESOLVED, that in order for the Company to comply with all applicable regulations and requirements of federal, state, local and foreign governmental agencies and exchanges, each officer of the Company is authorized, in the name and on behalf of the Company, to prepare, execute and file or cause to be filed all reports, statements, documents, undertakings, commitments and information with any exchange or governmental agencies as may, in his or her judgment, be required or advisable in connection with the Merger or the Company's name change; and

FURTHER RESOLVED, that, after the Effective Time, each officer of the Company is hereby authorized, in the name and on behalf of the Company, to apply to, and to take such steps and to execute such documents as may be necessary or desirable to, change the name in which the Company is qualified to do business, in such jurisdictions as it is qualified, to reflect the change in the Company's name; and

FURTHER RESOLVED, that, after the Effective Time, each officer of the Company is hereby authorized, in the name and on behalf of the Company, to apply to, and to take such steps and to execute such documents as may be necessary or desirable to, use any alternate name, fictitious name, assumed name or other name in such jurisdictions as the Company is qualified, if such officer determines it is necessary or desirable for the Company to use an alternate name, fictitious name, assumed name or other name; and

FURTHER RESOLVED, that, effective immediately following the Effective Time, the By-laws of the Company shall be amended by deleting the name "American Building Control, Inc." wherever it appears and substituting the name "MDI, Inc."; and

FURTHER RESOLVED, that, after the Effective Time, each officer of the Company is hereby authorized, in the name and on behalf of the Company, to prepare, execute and file a listing application or supplemental listing application, and such other documents, and to take such steps, as may be necessary or desirable, with the NASDAQ National Market System and if such officer determines it required or advisable, any other exchanges on which the Company has listed securities, to reflect the change in the Company's name; and

FURTHER RESOLVED, that all actions to be taken or heretofore taken by any officer or agent of the Company in connection with any matter referred to or contemplated by any of the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects; and

FURTHER RESOLVED, that each officer of the Company is authorized to do all acts and things and to sign, seal, execute, acknowledge, file, deliver and record all papers, instruments, agreements, documents and certificates, and to pay all charges, fees, taxes and other expenses, from time to time necessary, desirable or appropriate to be done, signed, sealed, executed, acknowledged, filed, delivered, recorded or paid, under any applicable law, or otherwise, and to certify as having been adopted by this Board of Directors any form of resolution required by any law, regulation or agency, in order to effectuate the purpose of the foregoing resolutions or any of them or to carry out the transactions contemplated hereby.

FOURTH: The Company shall be the surviving corporation of the Merger. The name of the surviving corporation shall be amended in the Merger to be "MDI, Inc."

FIFTH: The Certificate of Incorporation in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article 1 thereof shall be amended to read in its entirety as follows:

"The name of the Corporation is MDI, Inc."

SIXTH: This Certificate of Ownership and Merger, and the Merger herein, shall not become effective until, and shall become effective at 5:00 p.m. on September 24, 2004.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 22nd day of September, 2004.

AMERICAN BUILDING CONTROL, INC.

By: Richard A. Larsen

Name: Richard A. Larsen

Office: Senior Vice President,
General Counsel & Secretary