

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/20/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BlueTarp, Inc.		12/20/2004	CORPORATION: MAINE

RECEIVING PARTY DATA

Name:	BlueTarp, Inc.
Street Address:	7300 Carmel Executive Park, Suite 210
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28226
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2595595	BLUETARP

CORRESPONDENCE DATA

Fax Number: (207)791-1350
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 207-791-1100
 Email: trademark@pierceatwood.com
 Correspondent Name: William L. Worden, Esq.
 Address Line 1: One Monument Square
 Address Line 2: Pierce Atwood LLP
 Address Line 4: Portland, MAINE 04101-1110

ATTORNEY DOCKET NUMBER:	19122-1118
NAME OF SUBMITTER:	William L. Worden, Esq.
Signature:	/William L. Worden/

CH \$40.00 2595595

Date:

10/21/2005

Total Attachments: 4

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Delaware

PAGE 1

The First State

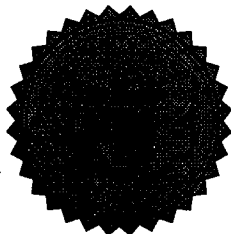
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BLUETARP, INC.", A MAINE CORPORATION,
WITH AND INTO "BLUETARP, INC." UNDER THE NAME OF "BLUETARP, INC.", 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. 2004, AT 4:33 O'CLOCK P.M.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3565133

DATE: 12-20-04

TRADEMARK

REEL: 003179 FRAME: 0585

**CERTIFICATE OF MERGER
OF
BLUETARP, INC., A MAINE CORPORATION
INTO
BLUETARP, INC., A DELAWARE CORPORATION**

**Pursuant to Section 252 of the General
Corporation Law of the State of Delaware**

BlueTarp, Inc., a Delaware corporation, hereby certifies as follows:

First: The names of the constituent corporations are BlueTarp, Inc., a Maine corporation ("BlueTarp") and BlueTarp, Inc., a Delaware corporation ("Newco"). Newco is incorporated under the laws of the State of Delaware and BlueTarp is incorporated under the laws of the State of Maine.

Second: A Reincorporation Merger Agreement and Plan of Merger (the "Merger Agreement") has been approved, certified, adopted, executed and acknowledged by Newco in accordance with Section 252 of the General Corporation Law of the State of Delaware and by BlueTarp in accordance with the Maine Business Corporation Act.

Third: The Board of Directors and Shareholders of Newco have taken the necessary action to approve, certify, adopt, execute and acknowledge the Merger Agreement.

Fourth: The name of the surviving corporation is BlueTarp, Inc., a Delaware corporation (the "Surviving Corporation"). The Amended and Restated Certificate of Incorporation of Newco in effect immediately prior to the Effective Time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

Fifth: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation, 1335 Washington Avenue, Portland, Maine 04103, and a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either corporation.

Sixth: The authorized capital stock of BlueTarp is as follows:

Corporation	Class	# of Shares	Par Value Per Share or Statement that Shares are Without Par Value
BlueTarp, Inc.	Common Stock	20,000,000	\$.01 par value per share
	Serial Preferred Stock	1,000,000	\$.01 par value per share

Seventh: The Effective Time of the Merger shall be upon filing of both this Certificate of Merger with the State of Delaware and the Articles of Merger with the State of Maine.

IN WITNESS WHEREOF, BlueTarp, Inc. has caused this Certificate of Merger to be executed in its corporate name by President on the 20th day of December, 2004.

BLUETARP, INC.,
a Delaware corporation

By: 
Bond Isaacson, President

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