

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Triatek Lighting, Inc.		12/15/2004	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Automated Logic Corporation
Street Address:	1150 Roberts Boulevard
City:	Kennesaw
State/Country:	GEORGIA
Postal Code:	30144
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	78327078	QWIK-KIT

CORRESPONDENCE DATA

Fax Number: (315)425-9114
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 315/425-9000
 Email: asemble@wallmarjama.com
 Correspondent Name: Dana F. Bigelow
 Address Line 1: 101 S. Salina Street
 Address Line 2: Suite 400
 Address Line 4: Syracuse, NEW YORK 13202

ATTORNEY DOCKET NUMBER:	210 T 902
NAME OF SUBMITTER:	Dana F. Bigelow
Signature:	/Dana F. Bigelow/

CH \$40.00 78327078

Date:

11/28/2005

Total Attachments: 5

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CERTIFICATE OF MERGER
WITH RESPECT TO THE MERGER OF
OEMCTRL, INC
AND
TRIATEK LIGHTING, INC
WITH AND INTO
AUTOMATED LOGIC CORPORATION

Automated Logic Corporation, a Georgia corporation (the "Surviving Corporation"), in connection with the merger (the "Merger") of OEMCtrl, Inc., a Georgia corporation, Triatek Lighting, Inc., a Georgia corporation (the "Merging Corporations"), with and into Automated Logic Corporation, hereby certifies as follows:

I.

The name and state of incorporation of each corporation which is merging is as follows:

<u>Name</u>	<u>State of Incorporation</u>
OEMCtrl, Inc.	Georgia
Triatek Lighting, Inc.	Georgia
Automated Logic Corporation	Georgia

OEMCtrl, Inc. and Triatek Lighting, Inc. are merging with and into Automated Logic Corporation pursuant to the Merger, and Automated Logic Corporation shall be the surviving corporation in the Merger.

II.

The Agreement and Plan of Merger provides that the Articles of Incorporation of the Surviving Corporation shall, upon the effectiveness of the Merger, be the Articles of Incorporation of the Surviving Corporation.

III.

An executed copy of the Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, at 1150 Roberts Boulevard, Kennesaw, Georgia 30144.

IV.

The Surviving Corporation, on request and without cost, will furnish a copy of the Agreement and Plan of Merger to any shareholder of the Surviving or Merging Corporations.

V.

The shareholders of the Merging Corporation and the Surviving Corporation approved the Merger.

VI.

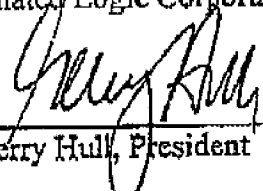
The Merger shall be effective upon filing of this Certificate of Merger with the Secretary of State of Georgia at 11:59 o'clock p.m. E.D.T. on December 31, 2004.

Pursuant to O.C.G.A. 14-2-1105.1, the Surviving Corporation does hereby undertake to publish a notice of the filing with the Secretary of State of the State of Georgia of this certificate of merger, together with payment thereof as required by O.C.G.A. 14-2-1105.1(b).

DULY EXECUTED and delivered, under seal, by the officers of the Surviving Corporation on December 15, 2004.

(Corporate Seal)

Automated Logic Corporation

By: 
Gerry Hull, President

Attest:

By: 
Christopher J. Brogan, Secretary

CORPORATIONS DIVISION
2004 DEC 21 P 3:48
SECRETARY OF STATE

Agreement and Plan of Merger
dated as of December 15, 2004, by and between
Automated Logic Corporation, a Georgia corporation ("ALC"),
OEMCtrl, Inc, a Georgia corporation ("OEM"), and
Triatek Lighting, Inc, a Georgia corporation ("Triatek").

OEM, Triatek and ALC are sometimes hereinafter collectively referred to as the "Constituent Corporations". Whereas, all of the constituent corporations desire to merge into a single corporation, as hereinafter specified. ALC, a Georgia corporation ("Group"), owns all of the outstanding shares of capital stock of OEM and Triatek.

In consideration of the mutual promises, covenants and agreements contained herein, ALC, OEM and Triatek, intending to be legally bound, agree as set forth below.

1. **Merger of OEM and Triatek with and into ALC.** At the Effective Time defined in Section 5 below, (a) OEM and Triatek shall merge with and into ALC, (b) the separate existence of OEM and Triatek shall cease to exist and (c) ALC shall be the surviving corporation to the merger (the "Surviving Corporation") and shall continue its existence under Georgia law (the "Merger").

2. **Articles of Incorporation of the Surviving Corporation.** The articles of incorporation of ALC at the Effective Time shall continue without change and shall be the articles of incorporation of the Surviving Corporation.

3. **Bylaws, Directors and Offices of the Surviving Corporation.** The Bylaws, directors and officers of ALC at the Effective Time shall continue without change and shall be the Bylaws, directors and officers of the Surviving Corporation.

4. **Cancellation and Continuance of Shares.**

(a) **OEM and Triatek.** Each then issued and outstanding share, and each share then held in the treasury, of capital stock of OEM and Triatek shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled without any conversion or issuance of any shares of capital stock of ALC with respect thereto.

(b) **ALC.** No shares of ALC shall be issued or exchanged and no consideration shall be given for shares of ALC, and each then issued and outstanding share, and each share then held in the treasury, of capital stock of ALC shall, by virtue of the Merger and without any action on the part of the holder thereof, continue as one share of capital stock of the Surviving Corporation having the same designations, preferences, limitations and rights as such shares of capital stock of ALC immediately prior to the Merger.

5. Approval, Filing and Effective Time. This Agreement and Plan of Merger shall be adopted and approved by the Constituent Corporations in the manner required by Georgia law. After this Agreement and Plan of Merger has been so adopted and approved, and so long as it has not been terminated pursuant to Section 6 hereof, ALC shall file appropriate Certificate of Merger with the Secretary of State of Georgia as required by Georgia law. The Merger shall become effective at 11:59 o'clock p.m. E.D.T. on December 31, 2004. (the "Effective Time").

6. Amendment; Termination. This Agreement and Plan of Merger may be amended or terminated at any time prior to the Effective Time by action of the Board of Directors of OEM, Triatek or ALC, except as otherwise prohibited by Georgia law, notwithstanding the adoption, approval or filing contemplated by Section 5 hereof. If this Agreement and Plan of Merger is amended or terminated after Articles of Merger and this Agreement and Plan of Merger have been so filed, appropriate instruments of amendment or termination, as the case may be, shall be filed under Georgia law prior to the Effective Time.

7. Further Assurances. From time to time, as and when required by the Surviving Corporation or its successors or assigns, there shall be executed and delivered on behalf of OEM and Triatek such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of OEM and Triatek, and otherwise to carry out the purposes of this Agreement and Plan of Merger, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of OEM and Triatek or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

8. Service of Process; Appointment of Agent. The Surviving Corporation agrees that it may be served with process in the State of Georgia in any proceeding for enforcement of any obligation of OEM and Triatek as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of the Georgia Business Corporation Code. The Surviving Corporation hereby irrevocably appoints CT Corporation System as its Agent to accept service of process in any such suit or other proceedings, such appointment to become effective at the Effective Time. The address to which a copy of such process shall be mailed by the Secretary of State of Georgia shall be: 1201 Peachtree Street, N.E., Atlanta, Georgia 30361


9. Governing Law. This Agreement and Plan of Merger shall be governed and construed in accordance with the laws of Georgia.

IN WITNESS WHEREOF, the Constituent Corporations have executed this Agreement and Plan of Merger as of the day and year first above written.

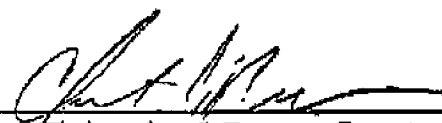
AUTOMATED LOGIC CORPORATION

By: 
Gerry Hull, President

OEMTRL, INC.

By: 
Christopher J. Brogan, Secretary

TRIATEK LIGHTING, INC.

By: 
Christopher J. Brogan, Secretary