

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TI Services, Inc.		10/27/2005	CORPORATION:

RECEIVING PARTY DATA

Name:	TI Services, Inc.
Street Address:	700 W. 21st Street
City:	Yankton
State/Country:	SOUTH DAKOTA
Postal Code:	57078
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2464385	SILVER BULLETS
Registration Number:	2063292	VALU-KING
Registration Number:	1715039	TELSMITH
Registration Number:	1037294	SPECMAKER
Registration Number:	0843656	QUIKLOK
Registration Number:	0523684	VIBRO-KING
Registration Number:	0522901	GYRASPHERE
Registration Number:	0518304	SUPER-SCRUBBER
Registration Number:	0515271	TELSMITH

CORRESPONDENCE DATA

Fax Number: (423)508-1277

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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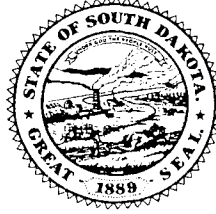
Phone: 423-757-0277
Email: dhill@cbslawfirm.com
Correspondent Name: David J. Hill
Address Line 1: Two Union Square
Address Line 2: 1000 Tallan Building
Address Line 4: Chattanooga, TENNESSEE 37402

ATTORNEY DOCKET NUMBER:	14711_12-0201
NAME OF SUBMITTER:	David J. Hill
Signature:	/David J. Hill/
Date:	02/08/2006

Total Attachments: 6

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State of South Dakota



OFFICE OF THE SECRETARY OF STATE

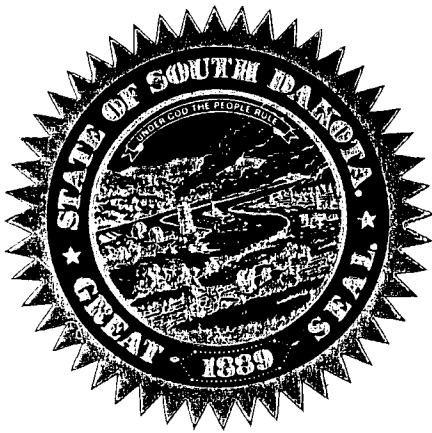
Certificate of Merger

ORGANIZATIONAL ID #: DB050276

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Merger **TI SERVICES, INC., an unqualified Minnesota Corporation merging into TI SERVICES, INC., a South Dakota Corporation effective at 12:00 midnight on December 31, 2005** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Merger and attach hereto a duplicate of the Articles of Merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this November 1, 2005.



Chris Nelson

Chris Nelson
Secretary of State

Cert of Merger Merge.Doc

Filed this 1st day of Nov, 2005
Chris Nelson
SECRETARY OF STATE

ARTICLES OF MERGER OF
TI SERVICES, INC. WITH AND INTO
TI SERVICES, INC.

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S.D. SEC. OF STATE

1. ENTITIES PARTICIPATING IN MERGER

TI SERVICES, INC., a Minnesota corporation (the "Merging Corporation"), will merge with and into TI SERVICES, INC., a South Dakota corporation (the "Surviving Corporation").

2. NAME OF SURVIVING CORPORATION

After the merger, the name of the Surviving Corporation will be TI SERVICES, INC.

3. TERMS AND CONDITIONS OF MERGER

Pursuant to the terms and conditions of these Articles of Merger and in accordance with the Plan of Merger which has been approved, adopted, certified, executed and acknowledged by each of the corporations which is a party to this merger in accordance with Section 302A.601 et seq of the Minnesota Business Corporation Act and Section 47-1A-1101 of the South Dakota Business Corporation Act, on the effective date of the merger, as set forth herein, the Merging Corporation shall be merged into the Surviving Corporation in the manner and with the effect provided by the statutes of the States of Minnesota and South Dakota. The Surviving Corporation shall continue its existence under the laws of the State of South Dakota, and the separate existence of the Merging Corporation shall cease. All property, rights, privileges, powers, licenses, and franchises of and every contract right possessed by the Merging Corporation, as the same were held and owned prior to the merger, shall vest in the Surviving Corporation subject, however, to all rights of creditors and all liens upon any property of the Merging Corporation which shall be preserved unimpaired. The Surviving Corporation shall be liable for all debts, liabilities and obligations and the rights of creditors of the Merging Corporation in the same manner and to the same extent as if the Surviving Corporation had itself incurred such debts, liabilities and obligations. The Surviving Corporation shall be substituted in any proceeding pending against the Merging Corporation. Unless otherwise provided by law, no holder of shares in the Merging Corporation shall by virtue of the merger become liable for the liabilities or obligations of the Surviving Corporation.

4. CANCELLATION OF SHARES AND ISSUANCE OF NEW SHARES

The 10,000 outstanding shares of the Merging Corporation shall be cancelled and extinguished on the consummation of the merger and the shareholder of the Merging Corporation shall not be entitled to shares of the common stock in the Surviving Corporation since the sole shareholder of the Merging Corporation is also the sole shareholder of the Surviving Corporation. The 2,000 shares outstanding of the Surviving Corporation issued and outstanding immediately

prior to the effective date of the merger shall continue to be issued and outstanding shares of the Surviving Corporation.

5. CHARTER AND BYLAWS

The Charter and Bylaws of the Surviving Corporation shall continue to be those of the Surviving Corporation from and after consummation of the merger until changed or amended as provided by South Dakota law.

6. ACTIONS BY DIRECTORS AND OFFICERS OF MERGING CORPORATION

If, at any time, the Surviving Corporation shall deem or be advised that any further conveyance, assignment, assurance or other act or instrument is necessary or desirable to better confirm in the Surviving Corporation the title of any property of the Merging Corporation, the proper and former directors and officers of the Merging Corporation at the request and expense of the Surviving Corporation, will take all such actions and do all things that may be necessary or appropriate to vest or confirm title to such property in the Surviving Corporation or otherwise effectuate the purposes of the Articles of Merger.

7. PLAN OF MERGER

The executed Plan of Merger is on file at the office of the Surviving Corporation at the principal address located at 700 W. 21st Street, P. O. Box 20, Yankton, South Dakota 57078. The Surviving Corporation, on request and without cost, will furnish a copy of the Plan of Merger to any shareholder holding an interest in the corporations subject to this merger.

8. APPOINTMENT OF SECRETARY OF STATE

The Surviving Corporation agrees that it may be served with process in the State of Minnesota in any action, suit or proceeding to enforce any obligation or the rights of dissenting shareholders of the Merging Corporation and appoints the Minnesota Secretary of State as its agent for service of process. The Surviving Corporation specifies that a copy of any such process shall be mailed to it by the Secretary of State to the following address: 700 W. 21st Street, P. O. Box 20, Yankton, South Dakota 57078.

9. APPROVAL OF ARTICLES OF MERGER

On October 20, 2005, the Board of Directors of Telsmith, Inc., as the parent company of the wholly owned Merging Corporation and the parent company of the wholly owned Surviving Corporation, duly authorized and approved of the Plan of Merger and the Articles of Merger in accordance with the state law of Minnesota and the state law of South Dakota.

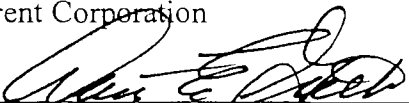
10. **EFFECTIVE DATE OF MERGER**

The effective date of the Merger is as of 12:00 midnight on December 31, 2005.

IN WITNESS WHEREOF, the parties have caused their authorized representatives to execute the Articles of Merger on this 27th day of October 2005.

TI SERVICES, INC.
(A Minnesota Corporation)
A Wholly Owned Subsidiary

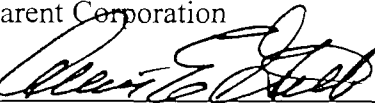
By TELSMITH, INC.
(A Delaware Corporation)
Its Parent Corporation

By 
(Albert E. Guth) Secretary

MERGING CORPORATION

TI SERVICES, INC.
(A South Dakota Corporation)
A Wholly Owned Subsidiary

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SURVIVING CORPORATION

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S.D. SEC. of STATE

PLAN OF MERGER OF

TI SERVICES, INC.

WITH AND INTO

TI SERVICES, INC.

1. ENTITIES PARTICIPATING IN MERGER

TI SERVICES, INC., a Minnesota corporation, (the "Merging Corporation"), will merge with and into TI SERVICES, INC., a South Dakota corporation, (the "Surviving Corporation").

2. NAME OF SURVIVING CORPORATION

After the merger, the name of the Surviving Corporation will be

TI SERVICES, INC.

3. TERMS AND CONDITIONS OF MERGER

Pursuant to the terms and conditions of this Plan of Merger (the "Plan"), on the effective date of the merger, as set forth herein, the Merging Corporation shall be merged into the Surviving Corporation in the manner and with the effect provided by the statutes of the States of Minnesota and South Dakota. The Surviving Corporation shall continue its existence under the laws of the State of South Dakota, and the separate existence of the Merging Corporation shall cease. All property, rights, privileges, powers, licenses and franchises of and every contract right possessed by the Merging Corporation, as the same were held and owned prior to the merger, shall vest in the Surviving Corporation subject, however, to all rights of creditors and all liens upon any property of the Merging Corporation which shall be preserved unimpaired. The Surviving Corporation shall be liable for all debts, liabilities and obligations and the rights of creditors of the Merging Corporation liable, in the same manner and to the same extent as if the Surviving Corporation had itself incurred such debts, liabilities and obligations. The Surviving Corporation is continuing the business of the Merging Corporation and shall continue such business under the present employer identification number of the Merging Corporation.

4. CANCELLATION OF SHARES AND ISSUANCE OF NEW SHARES

The 10,000 shares of stock of the Merging Corporation outstanding on the date of the merger shall be cancelled and extinguished on the consummation of the merger and the shareholder of the Merging Corporation shall be not be entitled any shares of the common stock in the Surviving Corporation since the sole shareholder of the Merging Corporation is the parent company of both the Merging Corporation and the Surviving Corporation. All 2,000 shares of the Surviving Corporation issued and outstanding immediately prior to the effective date of the merger shall continue to be issued and outstanding shares of the Surviving Corporation.

5. **CHARTER AND BYLAWS**

The Charter and Bylaws of the Surviving Corporation shall continue to be those of the Surviving Corporation from and after consummation of the merger until changed or amended as provided by South Dakota law.

6. **ACTIONS BY DIRECTORS AND OFFICERS OF MERGING CORPORATION**

If, at any time, the Surviving Corporation shall deem or be advised that any further conveyance, assignment, assurance or other act or instrument is necessary or desirable to better confirm in the Surviving Corporation the title of any property of the Merging Corporation, the proper and former directors and officers of the Merging Corporation, at the request and expense of the Surviving Corporation, will take all such actions and do all things that may be necessary or appropriate to vest or confirm title to such property in the Surviving Corporation or otherwise effectuate the purposes of this Plan.

7. **EFFECTIVE DATE**

The effective date of this Plan and the date upon which the merger contemplated by this Plan shall become effective shall be as of 12:00 midnight on December 31, 2005.

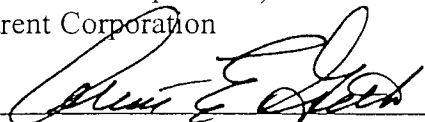
IN WITNESS WHEREOF, the parties have caused their authorized representatives to execute this Plan on this 27th day of October 2005.

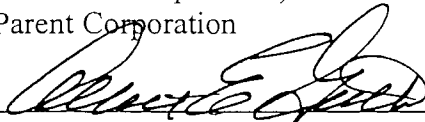
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MERGING CORPORATION

SURVIVING CORPORATION