

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2005		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
AI Enterprises, Inc.		10/27/2005	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
Name:	AI Enterprises, Inc.		
Street Address:	700 W. 21st Street		
City:	Yankton		
State/Country:	SOUTH DAKOTA		
Postal Code:	57078		
Entity Type:	CORPORATION:		
<b>PROPERTY NUMBERS Total: 16</b>			
Property Type	Number	Word Mark	
Registration Number:	2892976	PHOENIX	
Registration Number:	2874143	PHOENIX	
Registration Number:	2808360	ACCU-SWIPE	
Registration Number:	2683598	WHISPER JET	
Registration Number:	2674718	ROCDOC LAB	
Registration Number:	2235759	SUPER SIX PACK	
Registration Number:	2235758	SIX PACK	
Registration Number:	2231745	TURBO SIX PACK	
Registration Number:	2230300	DOUBLE BARREL	
Registration Number:	1966075	M-PACK	
Registration Number:	1946261	ASTEC	
Registration Number:	1945167	SPI	
Registration Number:	1908140	ASTEC AI	

OP \$415.00 2892976

Registration Number:	1303531	BLEND MATE
Registration Number:	1294057	PROCESS MATE
Registration Number:	1027027	AI

# CORRESPONDENCE DATA

Fax Number: (423)508-1277

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

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_15-0201
NAME OF SUBMITTER:	David J. Hill
Signature:	/David J. Hill/
Date:	02/08/2006

# Total Attachments: 6

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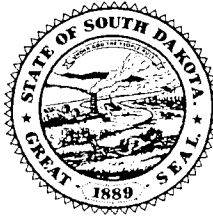
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# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

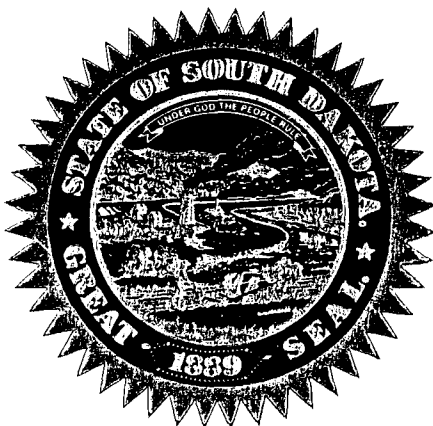
### Certificate of Merger

ORGANIZATIONAL ID #: DB050274

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Merger **AI ENTERPRISES, INC., an unqualified Minnesota Corporation merging into AI ENTERPRISES, 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

RECEIVED  
NOV 1 2005  
S.D. SEC. STATE

ARTICLES OF MERGER OF  
AI ENTERPRISES, INC. WITH AND INTO  
AI ENTERPRISES, INC.

1. **ENTITIES PARTICIPATING IN MERGER**

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

2. **NAME OF SURVIVING CORPORATION**

After the merger, the name of the Surviving Corporation will be AI ENTERPRISES, 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 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. 21<sup>st</sup> 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. 21<sup>st</sup> Street, P. O. Box 20, Yankton, South Dakota 57078.

**9. APPROVAL OF ARTICLES OF MERGER**

On October 20, 2005, the Board of Directors of Astec, 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.

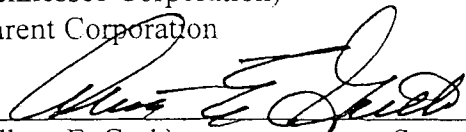
10. **EFFECTIVE DATE OF MERGER**

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 27<sup>th</sup> day of October 2005.

AI ENTERPRISES, INC.  
(A Minnesota Corporation)  
A Wholly Owned Subsidiary

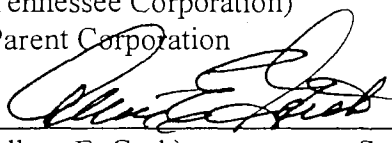
By ASTEC, INC.  
(A Tennessee Corporation)  
Its Parent Corporation

By   
(Albert E. Guth) Secretary

MERGING CORPORATION

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(A South Dakota Corporation)  
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SURVIVING CORPORATION

PLAN OF MERGER OF

AI ENTERPRISES, INC.

WITH AND INTO

AI ENTERPRISES, INC.

RECEIVED

NOV 01 '65

S.D. SEC. OF STATE

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2. **NAME OF SURVIVING CORPORATION**

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

AI ENTERPRISES, 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 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.

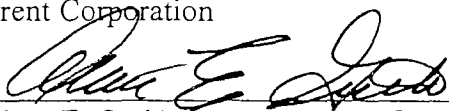
IN WITNESS WHEREOF, the parties have caused their authorized representatives to execute this Plan on this 27<sup>th</sup> day of October 2005.

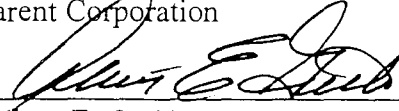
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MERGING CORPORATION

SURVIVING CORPORATION