

**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
CSM Subholdings, Inc.		12/23/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	H.C. Brill Company, Inc.		
Street Address:	1912 Montreal Road		
City:	Tucker		
State/Country:	GEORGIA		
Postal Code:	30084		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2331851	BAKEMARK INGREDIENTS	
CORRESPONDENCE DATA			
Fax Number:	(212)310-1659		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-626-4557		
Email:	lisa.w.rosaya@bakernet.com		
Correspondent Name:	Lisa W. Rosaya		
Address Line 1:	1114 Avenue of the Americas, 44th floor		
Address Line 2:	Baker & McKenzie LLP		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	56182996-000012		
NAME OF SUBMITTER:	Lisa W. Rosaya		
Signature:	/lwr/		
Date:	03/20/2006		

CH \$40.00 2331851

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 OWNERSHIP, WHICH MERGES:

"CARPRO, INC.", A NEW YORK CORPORATION,

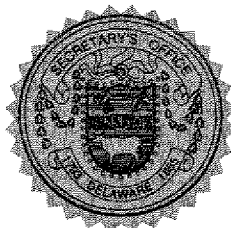
WITH AND INTO "CSM SUBHOLDINGS INC." UNDER THE NAME OF "H.C. BRILL COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2004, AT 4:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRD DAY OF JANUARY, A.D. 2005, AT 9:01 O'CLOCK A.M.

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

2045577 8100M

040950236



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3585248

DATE: 12-29-04

TRADEMARK  
REEL: 003272 FRAME: 0307

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**CARPRO, INC.**

**INTO**

**CSM SUBHOLDINGS INC.**

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Pursuant to Section 253  
of the Delaware General Corporation Law

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CSM SUBHOLDINGS INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

**FIRST:** The Corporation was incorporated on October 4, 1984 pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** The Corporation owns 1,000 shares representing all of the issued and outstanding shares of Common Stock, without par value, of Carpro, Inc., a corporation incorporated on September 4, 1919, pursuant to the Business Corporation Law of the State of New York (the "Subsidiary"), and therefore the Subsidiary is a wholly-owned subsidiary of the Corporation.

**THIRD:** The laws of the jurisdiction of organization of the Subsidiary permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

**FOURTH:** The Corporation, by the following resolutions duly adopted by unanimous written consent of its Board of Directors dated December 21, 2004, determined to merge the Subsidiary with and into the Corporation, with the Corporation being the surviving corporation of such merger (the "Surviving Corporation"), and to cause the Corporation to assume all of the assets, liabilities and obligations of the Subsidiary by operation of law:

**RESOLVED,** that the Board of Directors declares it advisable and in the best interest of the Corporation that the Subsidiary be merged with and into the Corporation (the "Merger") with the Corporation being the surviving corporation of such merger, in accordance with the Plan of Merger substantially in the form

attached hereto as Exhibit A (the "Plan of Merger") to be effective as of 9:01 a.m. (Eastern Standard Time) on January 3, 2005; and further

RESOLVED, that the Plan of Merger be, and it hereby, is approved and adopted; and further

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized to file a Certificate of Ownership and Merger with the Secretary of State of Delaware as required by the laws of the State of Delaware, in such form as may be required by the laws of the State of Delaware, and a Certificate of Merger with the Secretary of State of the State of New York as required by the laws of the State of New York, in such form as may be required by the laws of the State of New York, in each case such filings to be effective as of 9:01 a.m. (Eastern Standard Time) on January 3, 2005; and further

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized to execute, deliver and file all such instruments, certificates and documents on behalf of the Corporation for the purposes of withdrawing all qualifications of the Subsidiary to do business in other jurisdictions and for the purposes of qualifying the Corporation to do business in any jurisdiction such officer deems necessary or in the best interest of the Corporation; and further

RESOLVED, that the proper officers and agents of the Corporation be, and each of them hereby is, authorized to take all such further actions, to execute and deliver all such further instruments, certificates and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, to pay all such fees and expenses and to make all such filings, as in their judgment shall be necessary to carry out the intent and to accomplish the purposes of the foregoing resolutions.

FIFTH: The Plan of Merger was adopted by the unanimous written consent of the Board of Directors of the Corporation dated December 21, 2004, to which reference is made in the first of the foregoing resolutions.

SIXTH: The Corporation changes its corporate name by changing Article First of the Certificate of Incorporation of this corporation to read as follows:

"FIRST: The name of the corporation is H.C. Brill Company, Inc."

SEVENTH: The merger of the Subsidiary with and into the Corporation shall be effective as of 9:01 a.m. (Eastern Standard Time) on January 3, 2005 (the "Effective Time").

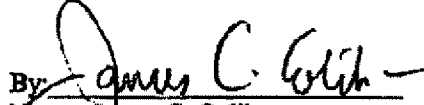
EIGHTH: The Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is 1912 Montreal Road, Tucker, Georgia 30084.

NINTH: A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated or abandoned by the Board of Directors of the Corporation at any time prior to the Effective Time of the Certificate of Ownership and Merger with the Secretary of State.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed and acknowledged by its officer thereunto duly authorized this 23<sup>rd</sup> day of December, 2004.

CSM SUBHOLDINGS INC.

By:   
Name: James C. Colihan  
Title: Vice President and Secretary