

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SINCO, Inc.		03/24/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	D B Industries, Inc.
Street Address:	3833 Sala Way
City:	Red Wing
State/Country:	MINNESOTA
Postal Code:	55066-5005
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2462238	ADJUST-A-NET
Registration Number:	2462800	PALLET-SOX
Registration Number:	2976961	NETWORKS

CORRESPONDENCE DATA

Fax Number: (612)331-7401
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 612.331.7400
 Email: rsannes@iplmgroup.com
 Correspondent Name: Robin A. Sannes
 Address Line 1: P.O. Box 18455
 Address Line 4: Minneapolis, MINNESOTA 55418

ATTORNEY DOCKET NUMBER:	224M00001
NAME OF SUBMITTER:	Robin A. Sannes

CH \$90.00 2462238

Signature:	/Robin A. Sannes/
Date:	05/11/2006
Total Attachments: 6 source=Certificate of Merger#page1.tif source=Articles of Merger#page1.tif source=Articles of Merger#page2.tif source=Articles of Merger#page3.tif source=Articles of Merger#page4.tif source=Articles of Merger#page5.tif	

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

DE: SINCO, INC.

MN: D B INDUSTRIES, INC.

State of Formation and Name of Surviving Entity:

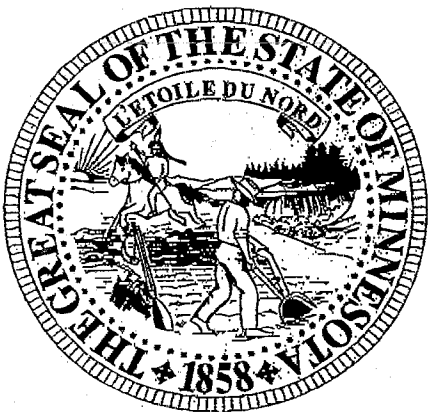
MN: D B INDUSTRIES, INC.

Effective Date of Merger: March 31, 2006

Name of Surviving Entity After Effective Date of Merger:

D B INDUSTRIES, INC.

This certificate has been issued on: March 27, 2006.



Mary Kiffmeyer
Secretary of State.



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**ARTICLES OF MERGER
OF
SINCO, INC.
WITH AND INTO
D B INDUSTRIES, INC.**

THESE ARTICLES OF MERGER are made, adopted, approved and executed for filing as of March 24, 2006 and constitute the Articles of Merger of SINCO, Inc., a Delaware corporation, with and into, D B Industries, Inc., a Minnesota corporation, pursuant to Section 302A.621 of the Minnesota Business Corporation Act and Section 253 of the General Corporation Law of the State of Delaware (the "Merger"). SINCO, Inc. is a wholly-owned subsidiary of D B Industries, Inc.

1. **Plan of Merger.** The following Plan of Merger has been unanimously approved by the Board of Directors of D B Industries, Inc., pursuant to Minnesota Statutes Section 302A.621, and remains in full force and effect as of the date hereof (the "Plan of Merger"):

PLAN OF MERGER

THIS PLAN OF MERGER is made by SINCO, Inc., a Delaware corporation, and D B Industries, Inc., a Minnesota corporation.

Name of Subsidiary; Name of Parent; and Name of Surviving Corporation.

- (a) The name of the subsidiary corporation is SINCO, Inc. (the "Merged Corporation").
- (b) The name of the parent corporation is D B Industries, Inc. (the "Surviving Corporation").
- (c) The Merged Corporation is a wholly owned subsidiary of the Surviving Corporation. Under this Plan of Merger, the Merged Corporation will be merged with and into the Surviving Corporation, and the separate existence of the Merged Corporation will cease. The name of the Surviving Corporation will be D B Industries, Inc.

Manner and Basis of Converting Shares. Each share of the issued and outstanding capital stock of the Merged Corporation shall be canceled as of the effective date of the merger. All shares of capital stock of the Surviving Corporation which are outstanding as of the effective date of the merger shall remain outstanding immediately after such effective date as an identical share of the Surviving Corporation.

Articles of Incorporation; Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect as of the effective date of the merger, shall continue and remain in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after such effective date.

2. **Number of Shares.** The Surviving Corporation owns One Hundred (100) shares of common stock of the Merged Corporation constituting all of the One Hundred (100) issued and outstanding shares of capital stock of the Merged Corporation.

3. **Notices.** There are no shareholders of the Merged Corporation other than the Surviving Corporation, and, accordingly, there is no notice required as set forth in Minnesota Statutes 302A.621, subd. 2. As required under Minnesota Statutes, Section 302A.651, the undersigned certifies that the Merger is permitted by the General Corporation Law of the State of Delaware, and that the surviving corporation shall be governed by the Minnesota Business Corporation Act.

4. **Approval.** The Plan of Merger has been approved by the unanimous written consent of the Board of Directors of the Surviving Corporation, pursuant to Minnesota Statutes Section 302A.621 in the form of resolutions dated March 24, 2006, and attached hereto as Exhibit A.

5. **Effective Date of Merger.** The Merger shall be effective as of March 31, 2006. ✓

6. **Address of Surviving Corporation.** The address of the Surviving Corporation's registered and/or principal office is 3833 Sala Way, Red Wing, Minnesota 55066.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger as of the day and year first above written.

D B INDUSTRIES, INC.

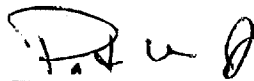
By: 
Its: PRESIDENT

EXHIBIT A**RECORD OF ACTION OF
THE BOARD OF DIRECTORS OF
D B INDUSTRIES, INC.**

INASMUCH as Section 302A.239 of Minnesota Statutes provides that the directors of a business corporation may act, without the formality of a meeting, by subscribing their names to a record of the action assented to and taken by them unanimously,

NOW, THEREFORE, the undersigned, being all of the members of the Board of Directors of D B Industries, Inc. (the "Company"), record that as of the day and year set forth below, they hereby adopt the following resolutions and Plan of Merger:

WHEREAS, the Company is the sole owner and holder of all of the issued and outstanding shares of capital stock of SINCO, Inc., a Delaware corporation ("SINCO"); and

WHEREAS, it is advisable and in the best interests of the Company that SINCO be merged into the Company pursuant to the following approved Plan of Merger;

NOW, THEREFORE, BE IT RESOLVED, that the following Plan of Merger by and between SINCO and the Company is hereby adopted and approved, and in order to approve, authorize and effect the Plan of Merger, any proper officer of the Company is hereby authorized and directed to execute and adopt by a written action, on behalf of the Company as the sole shareholder of SINCO, the following resolutions and to take any and all other actions, and to file such other documents, instruments and papers, as such officers, or any one of them, may deem necessary or desirable to effect and consummate the merger of SINCO into the Company:

PLAN OF MERGER

THIS PLAN OF MERGER is made by SINCO, Inc., a Delaware corporation, and D B Industries, Inc., a Minnesota corporation.

Name of Subsidiary, Name of Parent, and Name of Surviving Corporation.

- (a) The name of the subsidiary corporation is SINCO, Inc. (the "Merged Corporation").
- (b) The name of the parent corporation is D B Industries, Inc. (the "Surviving Corporation").
- (c) The Merged Corporation is a wholly owned subsidiary of the Surviving Corporation. Under this Plan of Merger, the Merged Corporation will be merged with and into the Surviving Corporation, and the separate existence of the Merged Corporation will cease. The name of the Surviving Corporation will be D B Industries, Inc.

Manner and Basis of Converting Shares. Each share of the issued and outstanding capital stock of the Merged Corporation shall be canceled as of the effective date of the merger. All shares of capital stock of the Surviving Corporation which are outstanding as of the effective date of the merger shall remain outstanding immediately after such effective date as an identical share of the Surviving Corporation.

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Articles of Incorporation; Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect as of the effective date of the merger, shall continue and remain in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after such effective date.

RESOLVED FURTHER, that any officer of the Company be and hereby is authorized and directed to make, sign, and acknowledge, for and on behalf of the Company, Articles of Merger setting forth the foregoing Plan of Merger and such other information as required by law, and to cause such Articles of Merger to be filed for record with the Minnesota Secretary of State and to cause a Certificate of Ownership to be filed for record with the Delaware Secretary of State in the manner required by law.

RESOLVED FURTHER, that the officers of the Company, and each of them be and they hereby are authorized, for and on behalf of the Company, to take such other action as such officers, or any of them, shall deem necessary or appropriate to carry out the purpose of the foregoing resolutions.

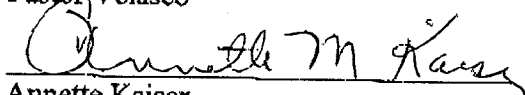
RESOLVED FURTHER, that all actions taken by the President, and other authorized officers, directors, or representatives of the Company, regarding all agreements entered and all tasks performed, and all future actions ancillary thereto, that are necessary to effectuate the merger consistent with the foregoing resolutions are hereby ratified and approved.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of the 24th day of March, 2006.

Paul Trinder



Pastor Velasco



Annette Kaiser

Articles of Incorporation; Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect as of the effective date of the merger, shall continue and remain in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after such effective date.

RESOLVED FURTHER, that any officer of the Company be and hereby is authorized and directed to make, sign, and acknowledge, for and on behalf of the Company, Articles of Merger setting forth the foregoing Plan of Merger and such other information as required by law, and to cause such Articles of Merger to be filed for record with the Minnesota Secretary of State and to cause a Certificate of Ownership to be filed for record with the Delaware Secretary of State in the manner required by law.

RESOLVED FURTHER, that the officers of the Company, and each of them be and they hereby are authorized, for and on behalf of the Company, to take such other action as such officers, or any of them, shall deem necessary or appropriate to carry out the purpose of the foregoing resolutions.

RESOLVED FURTHER, that all actions taken by the President, and other authorized officers, directors, or representatives of the Company, regarding all agreements entered and all tasks performed, and all future actions ancillary thereto, that are necessary to effectuate the merger consistent with the foregoing resolutions are hereby ratified and approved.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of the 24th day of March, 2006.



Paul Trinder

Pastor Velasco

Annette Kaiser

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 27 2006


Secretary of State