

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

1. **Name of conveying party(ies)/Execution Date(s):**
National Signal, Inc./December 22, 2003

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of California
 Other _____

Citizenship (see guidelines) _____

Additional name(s) of conveying party(ies) attached? Yes
 No

2. **Name and address of receiving party(ies)**
Additional names, addresses, or citizenship attached? Yes
 No

Name: U.S. Traffic Corporation

Internal _____
Address: _____

Street Address: 35 East Wacker Drive

City: Chicago

State: Illinois

3. **Nature of conveyance:**
Execution Date(s) December 22, 2003

Assignment Merger
 Security Agreement Limited Partnership
 Other _____

Country: United States Zip: 60601

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation-State Citizenship Delaware
 Other Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from assignment)

4. **Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s) _____

C. Identification of Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

B. Trademark Registration No.(s) 2,716,571 and 2,780,007

Additional number(s) attached Yes No

5. **Name and address of party to whom correspondence concerning document should be mailed:**

Name: Scott J. Slavick

Internal/Address: _____

Street Address: P.O. Box 10395

City: Chicago
State: Illinois Zip: 60610-0395
Phone Number: (312) 321-4200
Fax Number: (312) 321-4299
Email Address: officeactions@brinkshofer.com

6. **Total number of applications and registrations involved:** 2

7. Total fee (37 CFR 2.5(b)(6) & 3.41) \$ 60

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. **Payment Information:**

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 23-1925

Authorized User Name Scott J. Slavick

9. **Signature** Scott Slavick
Signature
Scott J. Slavick
Name of Person Signing

6/2/06
Date

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22304-1450

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Delaware

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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 MERGER, WHICH MERGES:

"NATIONAL SIGNAL, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "U.S. TRAFFIC CORPORATION" UNDER THE NAME OF "U.S. TRAFFIC CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2003, AT 11:06 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003.

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



3594608 8100M

030830168

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2834854

DATE: 12-23-03

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REEL: 003322 FRAME: 0400

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:06 AM 12/23/2002
FILED 11:06 AM 12/23/2002
SRV 030630168 - 2594608 P11F

CERTIFICATE OF MERGER
OF
NATIONAL SIGNAL, INC.
AND
U.S. TRAFFIC CORPORATION

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) National Signal, Inc., which is incorporated under the laws of the State of California; and

(ii) U.S. Traffic Corporation, which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by National Signal, Inc. in accordance with the laws of the State of its incorporation and by U.S. Traffic Corporation in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is U.S. Traffic Corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

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4. The Certificate of Incorporation of U.S. Traffic Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Plan and Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: One E. Wacker Drive, Suite 3000, Chicago, IL 60601.

6. A copy of the aforesaid Plan and Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of National Signal Corporation consists of 1,000,000 shares without par value.

8. The Plan and Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 31, 2003.

Dated: December 22, 2003

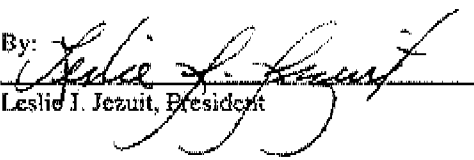
National Signal, Inc.

By:


Leslie P. Jezuit, Chief Executive Officer

U.S. Traffic Corporation

By:


Leslie J. Jezuit, President

CERTIFICATE OF SECRETARY OF U.S. TRAFFIC CORPORATION

The undersigned, being the Secretary of U.S. Traffic Corporation, does hereby certify that the foregoing Plan and Agreement of Merger was submitted to the stockholders entitled to vote of said corporation at a special meeting thereof for the purpose of acting on the Plan and Agreement of Merger. Written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware

Dated: *December 22, 2003*

U.S. Traffic Corporation
Joan R. Riley
Joan R. Riley, Secretary

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