

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
ProBuild, Inc.		12/27/2002	CORPORATION:

**RECEIVING PARTY DATA**

Name:	ProBuild Systems Inc.
Street Address:	3374 Habersham Road
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30305
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
Registration Number:	2186643	PRODIRECT
Registration Number:	2134156	PROMILLWORK
Registration Number:	2361937	PROLINK
Registration Number:	2440529	BUYMETRICS

**CORRESPONDENCE DATA**

Fax Number: (414)271-5770  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 414-271-7590  
 Email: ronih@andruslaw.com  
 Correspondent Name: Joseph D. Kuborn  
 Address Line 1: 100 East Wisconsin Avenue  
 Address Line 2: Suite 1100  
 Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER: 4675-2, -3, -6, -8

CH \$115.00 2186643

NAME OF SUBMITTER:	Joseph D. Kuborn
Signature:	/Joseph D. Kuborn - Reg. No. 40,689/
Date:	06/16/2006

**Total Attachments: 10**

source=4675-2 Merger Docs#page1.tif  
source=4675-2 Merger Docs#page2.tif  
source=4675-2 Merger Docs#page3.tif  
source=4675-2 Merger Docs#page4.tif  
source=4675-2 Merger Docs#page5.tif  
source=4675-2 Merger Docs#page6.tif  
source=4675-2 Merger Docs#page7.tif  
source=4675-2 Merger Docs#page8.tif  
source=4675-2 Merger Docs#page9.tif  
source=4675-2 Merger Docs#page10.tif

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 030090828  
CONTROL NUMBER : 0301340  
EFFECTIVE DATE : 12/30/2002  
REFERENCE : 0093  
PRINT DATE : 01/09/2003  
FORM NUMBER : 411

MCKENNA LONG & ALDRIDGE  
ANDREW J. SURDYKOWSKI  
303 PEACHTREE ST.,NE#5300  
ATLANTA GA 30308

### **CERTIFICATE OF MERGER**

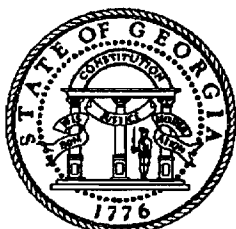
I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

**PROBUILD SYSTEMS INC., A GEORGIA CORPORATION**

Nonsurviving Entity/Entities:

**PROBUILD, INC., A WISCONSIN CORPORATION**



  
CATHY COX  
SECRETARY OF STATE

**CERTIFICATE OF MERGER  
OF  
PROBUILD, INC.  
WITH AND INTO  
PROBUILD SYSTEMS INC.**

Pursuant to Section 14-2-1105 of the Georgia Business Corporation Code, the undersigned corporation does hereby certify, as follows:

I.

The name and state of incorporation of each entity which is merging is as follows:

<u>Name</u>	<u>State of Incorporation/Organization</u>
ProBuild, Inc.	Wisconsin
ProBuild Systems Inc.	Georgia

II.

Pursuant to an Agreement and Plan of Merger (the "Plan of Merger"), ProBuild, Inc., a Wisconsin corporation, will merge with and into ProBuild Systems Inc., a Georgia corporation (the "Merger"). ProBuild Systems Inc. will be the surviving entity in the Merger (hereinafter sometimes referred to as the "Surviving Company").

III.

The Articles of Incorporation of ProBuild Systems Inc. shall continue in full force and effect as the Articles of Incorporation of the Surviving Company.

IV.

An executed copy of the Plan of Merger is on file at the principal place of business of the Surviving Company, which will be 3374 Habersham Road, Atlanta, Georgia 30305. A copy of the Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any shareholder of any corporation that is a party to the Merger.

V.

The Merger was duly approved by the stockholders of ProBuild, Inc., and the sole shareholder of ProBuild Systems Inc.

VI.

The request for publication of a Notice of Filing of the Certificate of Merger and payment therefor will be made as required by Section 14-2-1105.1 of the Georgia Business Corporation Code.

This Certificate of Merger may be executed in any number of counterparts, each of which shall be deemed an original, but all of which when taken together shall constitute one and the same Certificate of Merger.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger on December 27, 2002.

**PROBUILD SYSTEMS INC.**

By: Valerie R. Hansen  
Valerie R. Hansen  
Chairman of the Board

Attest: Alan K. Gay  
Alan K. Gay, Secretary

SECRETARY OF STATE  
2002 DEC 20 12:57  
STATE OF GEORGIA

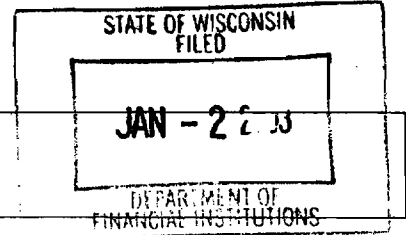
Sec. 179.77, 180.1105,  
181.1105, and  
183.1204 Wis. Stats.

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services



2002 DEC 30 AM 10:24

ARTICLES OF MERGER



1. Non-Surviving Parties to the Merger:

Company Name:  
ProBuild, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Company Name:

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of  (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page.

2. Surviving Business Entity:

Company Name:  
ProBuild Systems Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of Georgia (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00

DFI/CORP/2000(R08/20/02) Use of this form is voluntary

## ARTICLES OF MERGER

3. The Plan of Merger included in this document was approved by each business entity that is a party to the merger in the manner required by the laws applicable to each business entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable.

(Append or attach the **PLAN OF MERGER**. Optional Plan of Merger template on Pages 4 & 5)

### 4. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on 12/30/02 (date) at 2:00 CST (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

5. Executed on 12/27/02 (date) by the surviving business entity on behalf of all parties to the merger.

Mark (X) below the title of the person executing the document.

For a **limited partnership**

Title:  General Partner

For a **limited liability company**

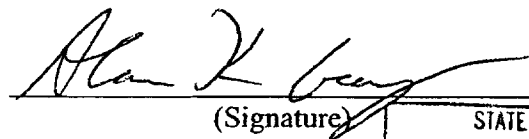
Title:  Member OR  Manager

For a **corporation**

Title:  President OR  Secretary  
or other officer title \_\_\_\_\_

This document was drafted by Not executed in Wisconsin

(Name the individual who drafted the document)



(Signature)

Alan K. Gay

(Printed Name)

STATE OF WISCONSIN  
FILED

JAN - 2 2 03

DEPARTMENT OF  
FINANCIAL INSTITUTIONS

### **INSTRUCTIONS:** (Ref. Ss. 179.77, 180.1105, 181.1105, and 183.1204, Wis. Stats., for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **filing fee of \$150.00**, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3<sup>rd</sup> Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c).

**NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing impaired may call 608-266-8818 for TDY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

## ARTICLES OF MERGER

[ Andrew Surdykowski  
McKenna Long & Aldridge  
303 Peachtree Street, Suite 5300  
| Atlanta, Georgia 30308

Your return address and phone number during the day: (404) 527-8385 - \_\_\_\_\_

### INSTRUCTIONS (Cont'd)

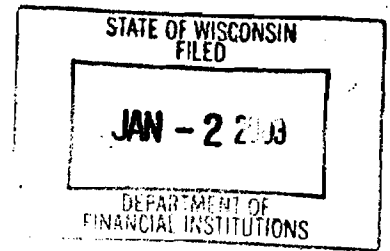
1. Enter the company name, type of business entity, and state of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.
2. Enter the company name, type of business entity, and state of organization of the surviving business entity.
3. This Article states the manner in which the Plan of Merger was approved. Append or attach the Plan of Merger. A Plan of Merger template is available on pages 4 & 5. Its use is optional.
- 4.. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
5. Enter the date of execution and the name and title of the person signing the document. If, for example, the surviving business entity is a domestic limited liability company, the Articles of Merger would be signed by a Member or Manager of the limited liability company; if the surviving business entity is a corporation, by an officer of the corporation, etc.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, please state, "not executed in Wisconsin."

The surviving entity in the merger is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.77(6)(c), 180.1106(1)(b), 181.1106(2) or 183.1205(2), whichever is applicable.



**AGREEMENT AND PLAN OF MERGER  
OF  
PROBUILD, INC.  
WITH AND INTO  
PROBUILD SYSTEMS INC.**



THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is by and between ProBuild, Inc., a Wisconsin corporation (the "Merging Corporation"), and ProBuild Systems Inc., a Georgia corporation (the "Georgia Corporation" or the "Surviving Corporation") (the Merging Corporation and the Surviving Corporation are hereinafter collectively referred to as the "Constituent Corporations").

**BACKGROUND STATEMENT**

The Merging Corporation owns 100% of the issued and outstanding capital stock of the Georgia Corporation. The Board of Directors of each of the Constituent Corporations has determined that it is in the best interests of such corporation and its stockholders that the Merging Corporation merge with and into the Georgia Corporation for the primary purpose of changing the state of incorporation of the Merging Corporation from Wisconsin to Georgia.

**PLAN AND AGREEMENT**

In consideration of the premises and pursuant to the terms and conditions hereinafter set forth, the parties to this Plan agree that, in accordance with the terms of this Plan and the applicable statutes of the States of Wisconsin and Georgia, the Constituent Corporations shall make appropriate filings with the Secretaries of State of the States of Wisconsin and Georgia, the Merging Corporation shall be merged with and into the Georgia Corporation, and the terms and conditions of such merger (the "Merger") and the mode of carrying the Merger into effect shall be as follows:

1. *The Merger and Surviving Corporation.* At the Effective Time (as hereinafter defined) of the Merger, the Merging Corporation shall be merged with and into the Georgia Corporation which shall be the Surviving Corporation after the Merger and which shall continue to exist as a corporation created and governed by the laws of the State of Georgia under the name of "ProBuild Systems Inc."

2. *Effective Time of the Merger.* The Merger shall be effective upon filing of a Certificate of Merger with the Secretary of State of Georgia and filing of Articles of Merger with the Department of Financial Institutions of Wisconsin (the "Effective Time").

3. *Effect of Merger.* At the Effective Time, the Merging Corporation shall merge with and into the Georgia Corporation, and the separate existence of the Merging Corporation shall cease. Without limiting any provisions of applicable law of the State of Georgia or the State of Wisconsin, including, without limitation, Georgia Business Corporation Code Sec. 14-2-1106 and Wisconsin Business Corporation Law Sec. 180.1106, at the Effective Time: title to all real estate and other property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; any proceeding pending against either of the

ATLANTA:4449563.2

**TRADEMARK  
REEL: 003331 FRAME: 0175**

Constituent Corporations may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation; and the shares and other securities of the Merging Corporation that are to be converted into shares and other securities of the Surviving Corporation shall be so converted and the former holders of such shares and other securities are to be entitled only to the rights provided in this Plan.

4. *Manner and Basis of Converting Shares and Other Securities.* The manner and basis of converting shares and other securities of the Merging Corporation shall be as follows:

(a) Shares of the Merging Corporation. At the Effective Time, each issued and outstanding share of the common stock of the Merging Corporation ("Merging Corporation Common Stock") shall thereupon be converted into one share of the common stock of the Surviving Corporation ("Surviving Corporation Common Shares").

(b) Merging Corporation Share Certificates. Following the Effective Time, the holders of Merging Corporation Common Stock may surrender to the Surviving Corporation's Secretary certificates representing the same. Upon surrender of the certificates representing Merging Corporation Common Stock, the Surviving Corporation shall deliver to the holder of Merging Corporation Common Stock share certificates of the Surviving Corporation in the name of such holder, representing the Surviving Corporation Common Shares and shareholder rights for which such holder's Merging Corporation Common Stock shall have been converted as described above.

(c) Deemed Surviving Corporation Shareholders. At the Effective Time, the stockholders of the Merging Corporation shall thereupon be deemed to be shareholders of the Surviving Corporation to the extent of the number of Surviving Corporation Common Shares to which they are entitled pursuant to this Plan, whether or not certificates for Merging Corporation Common Stock are surrendered as provided in this Plan. Until surrendered as provided above, each certificate representing Merging Corporation Common Stock shall be deemed, for all corporate purposes (including without limitation the payment of any dividends), to evidence ownership of the number of Surviving Corporation Common Shares and shareholder rights which the holder of such certificate has become entitled to receive pursuant to this Plan.

(d) Other securities of the Merging Corporation. At the Effective Time, the holders of option, stock grant, warrant, rights or other securities agreements representing the right to acquire, upon exercise, conversion, or similar event, Merging Corporation Common Stock shall thereupon be deemed to represent the right to so acquire the same number of Surviving Corporation Common Shares and rights to which such agreements represented, whether or not such agreements are surrendered for like agreements of the Surviving Corporation.

(e) Merging Corporation's Surviving Corporation Common Shares. Following the Effective Time, the one hundred (100) shares of Surviving Corporation Common Shares owned by Merging Corporation shall be retired and returned to authorized and unissued shares of Surviving Corporation.

5. *Articles of Incorporation.* The Articles of Incorporation of the Georgia Corporation shall be the Articles of Incorporation of the Surviving Corporation until amended as permitted by said Articles of Incorporation and the Georgia Business Corporation Code.

6. *Bylaws.* The Bylaws of the Georgia Corporation as in effect at the Effective Time shall continue to be the Bylaws of the Surviving Corporation until amended as provided in said Bylaws.

7. *Directors and Officers.* The persons who are the directors and officers of the Georgia Corporation as of the Effective Time shall be the directors and officers of the Surviving Corporation until changed in accordance with the Bylaws of the Surviving Corporation and applicable law.

8. *Amendment; Termination and Abandonment.* This Plan may be supplemented or amended in any manner at any time and from time to time prior to the Effective Time by the mutual consent of the Georgia Corporation and the Merging Corporation without any action by the stockholders of the Georgia Corporation or the Merging Corporation; provided that any amendment, modification or supplement to this Plan after its approval by the stockholders of the Merging Corporation but prior to the Effective time shall require the approval of the stockholders of the Merging Corporation unless the amendment, modification or supplement to this Plan does not alter or change (i) the amount or kind of shares to be received thereunder in exchange for shares of Merging Corporation Common Stock, (ii) any term of the Articles of Incorporation of the Surviving Corporation as provided for in this Plan, or (iii) any of the terms and conditions of this Plan in a manner that would adversely affect the holders of Merging Corporation Common Stock. This Plan may be terminated and the Merger abandoned at any time prior to the filing of articles or a certificate of merger with the Secretaries of State of the States of Georgia and Wisconsin by action taken by the respective Boards of Directors of the Constituent Corporations.

9. *Further Assurances.* If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances or any other things are necessary or desirable to vest in the Surviving Corporation, in accordance with the terms of this Plan, the title of any property or rights of the Merging Corporation, or otherwise to carry out this Plan or the Merger, the last acting officers and directors of the Merging Corporation or the corresponding officers and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out this Plan or the Merger.

10. *Counterparts.* This Plan may be executed in multiple counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Plan or its terms to produce or account for more than one of such counterparts.

[SIGNATURES BEGIN ON FOLLOWING PAGE]

DULY EXECUTED and delivered by a duly authorized officer of each of the Constituent Corporations on December 30, 2002.

THE MERGING CORPORATION:

PROBUILD, INC.

By: *Alan K. Gay*  
Alan K. Gay  
President and Chief Executive Officer

THE SURVIVING CORPORATION:

PROBUILD SYSTEMS INC.

By: *Valerie R. Hansen*  
Valerie R. Hansen  
Chairman of the Board

