

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
NSA International, Inc.		12/20/2004	CORPORATION: TENNESSEE

**RECEIVING PARTY DATA**

Name:	National Safety Associates, Inc.
Street Address:	4260 East Raines Rd.
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38118
Entity Type:	CORPORATION: TENNESSEE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2385760	100 SX

**CORRESPONDENCE DATA**

Fax Number: (901)680-7201  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (901) 680-7271  
 Email: jim.montgomery@butlersnow.com  
 Correspondent Name: James D. Montgomery  
 Address Line 1: P.O. Box 171443  
 Address Line 4: Memphis, TENNESSEE 38187

ATTORNEY DOCKET NUMBER:	023132.41504
NAME OF SUBMITTER:	James D. Montgomery
Signature:	/James D. Montgomery/

CH \$40.00 2385760

Date:

09/11/2006

**Total Attachments: 7**

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Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 12/28/04  
REQUEST NUMBER: 5309-1966  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 12/28/04 1041  
EFFECTIVE DATE/TIME: 12/31/04 1700  
CONTROL NUMBER: 0053059

TO:  
BUTLER SNOW O'MARA STEVENS  
BETTY JORDAN  
6075 POPLAR AVE, #500  
MEMPHIS, TN 38119

RE:  
NATIONAL SAFETY ASSOCIATES, INC.  
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER  
WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE  
OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS  
PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH  
THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH  
OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 12/28/04

FROM:  
BUTLER SNOW O'MARA STEVENS (PO BOX 22567)  
P O BOX 22567  
JACKSON, MS 39225-2567

RECEIVED: FEES \$100.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00003619784  
ACCOUNT NUMBER: 00293720



SS-4458

*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

TRADEMARK

REEL: 003386 FRAME: 0530

5309 1986

ARTICLES OF MERGER OF

NSA INTERNATIONAL, INC.

WITH AND INTO

NATIONAL SAFETY ASSOCIATES, INC.

FILED

RECEIVED  
STATE OF TENNESSEE

2004 DEC 28 AM 10:41

FILED  
SECRETARY OF STATE

Pursuant to the provisions of Sections 48-21-105 and 48-21-107 of the Tennessee Code Annotated, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The Plan of Merger is attached hereto as Appendix "A" and incorporated herein by reference. The Plan of Merger was approved by National Safety Associates, Inc., the surviving parent corporation which owns at least ninety percent (90%) of the sole class and series of shares of NSA International, Inc., its subsidiary corporation, in the manner prescribed by Section 48-21-105 of the Tennessee Code Annotated.
2. The name of the surviving corporation is National Safety Associates, Inc. Pursuant to Section 48-21-105 of the Tennessee Code Annotated, approval of the Plan of Merger by the shareholders of the surviving corporation is not required and the Plan of Merger was duly adopted by Board of Directors on November 16, 2004.
3. The name of the merging corporation is NSA International, Inc. Pursuant to Section 48-21-105 of the Tennessee Code Annotated, approval of the Plan of Merger by the shareholders of the merging corporation is not required.
4. The merger shall be at 5:00 p.m. on December 31, 2004.

IN WITNESS WHEREOF, the undersigned have caused this document to be executed as of the 20<sup>th</sup> day of December, 2004.

National Safety Associates, Inc., a Tennessee corporation

By: 

Name: A. Jay Martin

Its: President

NSA International, Inc., a Tennessee corporation

By: 

Name: Charles R. Evans, Jr.

Its: Executive Vice President

5309 1967  
**APPENDIX A**

Plan of Merger

See Attached

## PLAN OF MERGER

**THIS PLAN OF MERGER** (the "Plan") is made as of this 16th day of November 2004, by and between NSA INTERNATIONAL, INC., a Tennessee corporation (the "Merging Corporation") and NATIONAL SAFETY ASSOCIATES, INC., a Tennessee corporation (the "Surviving Corporation").

### ARTICLE ONE RECITALS

**WHEREAS**, the Surviving Corporation owns greater than ninety percent (90%) of the outstanding common stock of the Merging Corporation;

**WHEREAS**, the Surviving Corporation and Merging Corporation desire to effect a statutory merger of the Merging Corporation into the Surviving Corporation in the manner herein set forth as evidenced by the recommendation and approval by the Board of Directors of the Surviving Corporation of this merger and the terms hereof.

**NOW, THEREFORE**, in consideration of the premises, and the mutual covenants and agreements contained herein, it is hereby agreed by and between the parties hereto that the Merging Corporation shall be merged into the Surviving Corporation in accordance with the applicable provisions of the Tennessee Business Corporation Act, as amended, (the "TBCA") upon the following terms and conditions:

### ARTICLE TWO PARTIES TO PROPOSED MERGER

**Section 2.1. The Merging Corporation.** The name of the corporation proposing to merge with and into the Surviving Corporation is NSA International, Inc.

**Section 2.2. The Surviving Corporation.** The name of the corporation with and into which the Merging Corporation proposes to merge is National Safety Associate, Inc.

### ARTICLE THREE TERMS AND CONDITIONS OF PROPOSED MERGER AND EFFECTIVE DATE OF THE MERGER

**Section 3.1. General.** Upon the Effective Date of the Merger (as hereinafter defined): (a) the Merging Corporation shall merge into the Surviving Corporation, which shall survive the merger and continue to be a Tennessee corporation, governed by the laws of the State of Tennessee; and (b) the separate existence of the Merging Corporation shall cease.

**Section 3.2. Effective Date of the Merger.** The merger contemplated by this Agreement shall become effective on December 31, 2004, at 5:00 p.m. CST (the "Effective Date").

**Section 3.3. Authorized Capital Stock.** The Authorized Capital stock of the Surviving Corporation following the Effective Date shall be fifty thousand (50,000) shares with \$0.20 par value per share unless and until the same shall be changed in accordance with the laws of the State of Tennessee.

**Section 3.4. Principal Office and Registered Agent.** The principal office of the Surviving Corporation shall be 4260 East Raines Road, Memphis, Tennessee 38118. The name of the registered agent of the Surviving Corporation in the State of Tennessee shall be Jay Martin and the office of the registered agent shall be 4260 East Raines Road, Memphis, Tennessee 38118.

**ARTICLE FOUR  
MANNER AND BASIS FOR CONVERTING  
INTERESTS OF THE MERGING CORPORATION  
INTO CASH**

Upon the Effective Date of the Merger, each share of common stock of the Merging Corporation outstanding immediately prior to the Effective Date shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into and exchanged for cash in amount of \$23,404, all certificate(s) which formerly represented shares of Merging Corporation common stock shall be canceled, and the former holders of shares of Merging Corporation shall be entitled only to the rights provided in this Plan of Merger or their dissenter's rights under Chapter 23 of the TBCA.

**ARTICLE FIVE  
CHARTER AND BYLAWS OF THE SURVIVING CORPORATION**

The Charter of the Surviving Corporation shall remain the Charter of the Surviving Corporation following the Effective Date of the Merger, unless and until the same shall be amended or repealed in accordance with the provisions thereof. The Bylaws of the Surviving Corporation shall remain the Bylaws of the Surviving Corporation following the Effective Date of the Merger, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

**ARTICLE SIX  
DIRECTORS AND OFFICERS**

The directors of the Surviving Corporation in office on the Effective Date of the Merger shall remain as the directors of the Surviving Corporation, and officers of the Surviving Corporation in office on the Effective Date of the Merger shall remain as officers of the Surviving Corporation.

**ARTICLE SEVEN  
APPROVAL OF THE MERGER AND TERMINATION  
OF THE MERGING CORPORATION**

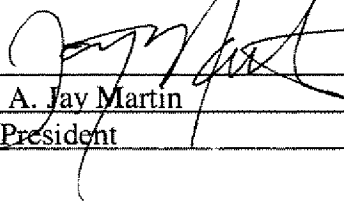
**Section 7.1. Corporate Approval of Surviving Corporation.** The Agreement has been fully and duly approved by the directors of the Surviving Corporation in accordance with the TBCA.

**Section 7.2. Corporate Approval of Merging Corporation.** Pursuant to Section 48-21-105 of the TBCA, no approval of the board of directors or shareholders of the Merging Corporation is required to effect the Merger.

**Section 7.3. Termination.** At any time prior to the Effective Date of the Merger, this Agreement may be terminated and abandoned by the Board of Directors of the Surviving Corporation. In the event of such termination and abandonment, this Agreement shall become void and neither the Surviving Corporation's nor the Merging Corporation's shareholders, directors or officers shall be liable in respect to such termination or abandonment.

IN WITNESS WHEREOF, the undersigned, being the Surviving Corporation, who owns at least ninety percent (90%) of the sole class and series of shares of the Merging Corporation, has caused this Plan of Merger to be adopted as of the date first above written.

**NATIONAL SAFETY ASSOCIATES, INC.**


By:   
Name: A. Jay Martin  
Title: President





*Tom Leatherwood*  
Shelby County Register

As evidenced by the instrument number shown below, this document  
has been recorded as a permanent record in the archives of the  
Office of the Shelby County Register.

	
05002475	
01/05/2005 - 10:12 AM	
6 PGS : R - CHARTER MERGER IN STATE	
CHRIS 283526-5002475	
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	5.50
DP FEE	2.00
REGISTER'S FEE	0.00
WALK THRU FEE	0.00
TOTAL AMOUNT	7.50
TOM LEATHERWOOD	
REGISTER OF DEEDS SHELBY COUNTY TENNESSEE	

160 N. Main St., Suite 519 ~ Memphis, Tennessee 38103 ~ (901) 545-4366  
<http://register.shelby.tn.us>

RECORDED: 09/11/2006

TRADEMARK  
REEL: 003386 FRAME: 0536