

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion of a Limited Liability Company to a Corporation		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MAYCO INDUSTRIES, L.L.C.		09/30/2004	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MAYCO INDUSTRIES, INC.		
<b>Street Address:</b>	18 West Oxmoor Road		
<b>City:</b>	Birmingham		
<b>State/Country:</b>	ALABAMA		
<b>Postal Code:</b>	35209		
<b>Entity Type:</b>	CORPORATION: ALABAMA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1652143	AUTO-CALK	
Registration Number:	2635254	MAYCO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(973)597-2400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	973-597-2500		
<b>Email:</b>	lstrademark@lowenstein.com		
<b>Correspondent Name:</b>	Vanessa A. Ignacio, Esq.		
<b>Address Line 1:</b>	Lowenstein Sandler PC		
<b>Address Line 2:</b>	65 Livingston Avenue		
<b>Address Line 4:</b>	Roseland, NEW JERSEY 07068-1791		
<b>ATTORNEY DOCKET NUMBER:</b>	10852-12		
<b>NAME OF SUBMITTER:</b>	Vanessa A. Ignacio, Esq.		
<b>Signature:</b>	/Vanessa A. Ignacio/		

CH \$65.00 1652143

Date:

12/15/2006

**Total Attachments: 4**

source=Mayco Conversion Documents 04-09-30#page1.tif

source=Mayco Conversion Documents 04-09-30#page2.tif

source=Mayco Conversion Documents 04-09-30#page3.tif

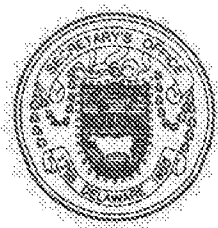
source=Mayco Conversion Documents 04-09-30#page4.tif

# 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 CONVERSION OF "MAYCO INDUSTRIES, L.L.C.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2004, AT 11:19 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3423007 8100

AUTHENTICATION: 3384354

040707226

DATE: 09-30-04

**TRADEMARK**  
**REEL: 003445 FRAME: 0819**

**CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY  
TO A CORPORATION PURSUANT TO SECTION 18-216  
OF THE DELAWARE LIMITED LIABILITY COMPANY ACT  
AND SECTION 10-15-6  
OF THE ALABAMA BUSINESS ENTITIES CONVERSION AND MERGER ACT**

1. The name of the limited liability company is Mayco Industries, L.L.C.
2. The limited liability company was originally organized as a Delaware corporation pursuant to a Certificate of Incorporation filed with the Secretary of State of Delaware on August 7, 2001. The original corporation was converted to a Delaware limited liability company pursuant to a Certificate of Conversion filed with the Secretary of State of Delaware on November 26, 2001.
3. The limited liability company is being converted to a corporation organized under the laws of the Alabama.
4. The conversion is to be effective on September 30, 2004.
5. The conversion has been approved in accordance with the provisions of Section 18-216 of the Delaware Limited Liability Company Act and Section 10-15-6 of the Alabama Business Entities Conversion and Merger Act.
6. The limited liability company hereby agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the limited liability company arising while it was a limited liability company of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.
7. A copy of the process referred to in Paragraph 6 of this Certificate of Conversion may be mailed to the limited liability company by the Secretary of State of Delaware at:

186 North Avenue East  
Cranford, New Jersey 07016

8. The name of the corporation into which the limited liability company is being converted is Mayco Industries, Inc. The new corporation's Articles of Incorporation are being filed in the Probate Court of Montgomery County, Alabama, as required under the Alabama Business Corporation Act.

Dated and effective as of September 30, 2004

By:   
Name: Carlos E. Agüero  
Title: Member of the Management Board

ARTICLES OF INCORPORATION

OF

MAYCO INDUSTRIES, INC.

237602

SM [Signature]

The undersigned incorporator, for the purposes of forming a corporation (hereinafter the "Corporation") under the laws of the State of Alabama, hereby adopts the following Articles of Incorporation and certifies the following:

Preliminary Statements (in accordance with Section 10-15-3(b)(1) of the Alabama Business Corporation Act):

- a. The Corporation has been converted from a Delaware limited liability company.
- b. The Corporation was formerly known as Mayco Industries, L.L.C.
- c. The Certificate of Formation and Certificate of Conversion of Mayco Industries have been filed in the Office of the Secretary of State of Delaware.
- d. The conversion was approved pursuant to Section 10-15-3 of the Alabama Business Corporation Act.

\*

Article I: The name of this Corporation is Mayco Industries, Inc.

Article II: The amount of the total authorized capital stock of the Corporation is 1,000 shares, all of which are of a par value of .001 dollars each and classified as Common stock.

Article III: The Corporation's Registered Office in the State of Alabama is to be located at 150 South Perry Street, Montgomery, Alabama 36104. The Corporation's initial Registered Agent is National Registered Agents, Inc.

Article IV: The name and mailing address of the incorporator are as follows:

NAME

Theresa Festa

MAILING ADDRESS

875 Avenue of the Americas  
Suite 501  
New York, NY 10001

RECEIVED

OCT 6 2004

SECRETARY OF STATE

Article V: The names and mailing addresses of the initial directors of the Corporation are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Carlos E. Agüero	186 North Avenue East Cranford, NJ 07016
Michael J. Drury	186 North Avenue East Cranford, NJ 07016
Eric W. Finlayson	186 North Avenue East Cranford, NJ 07016

Article VI: The purpose of the Corporation is to engage in any lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

Article VII: The duration of the Corporation shall be perpetual.

Article VIII: The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Alabama Business Corporation Act, as the same may be supplemented and amended.

Article IX: The corporation shall, to the fullest extent legally permissible under the provisions of the Alabama Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

Dated and effective as of September 30, 2004

**CERTIFIED COPY**

I hereby certify this document was filed in Montgomery County, Alabama on 9/30/04

Book 251  
Page 903

*[Signature]*  
Judge of Probate

State of Alabama Montgomery Co  
I Certify This Document

*[Signature]*  
9/30/04 2:27 PM Abstract# 35295  
Reese McKinney, Jr.  
THERESA FESTA, Incorporated  
Judge of Probate

Corporation Profit	\$ 40.00
1 Index Fee	\$5.00
2 \$0.00 per page fee	\$0.00
1 Recording Fee	\$35.00