TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Air Logic Power Systems, Inc.		12/19/2005	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Air Logic Power Systems, LLC
Street Address:	3818 W. Mitchell Street
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53215
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2015385	SX-FLEX

CH $40.00 2015385

CORRESPONDENCE DATA

Fax Number: (414)273-5198
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 414-273-3500
Email: nakees@gklaw.com
Correspondent Name: Nicholas A. Kees; Godfrey & Kahn, S.C.
Address Line 1: 780 N. Water Street
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	005748-0007 - SX-FLEX
NAME OF SUBMITTER:	Nicholas A. Kees
Signature:	/nak/
Date:	12/22/2006

Total Attachments: 9
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DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

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Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats.

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

CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name:
Air Logic Power Systems, Inc.

Indicate (X) Entity Type		Organized under the laws of
	☐ Limited Partnership (Ch. 179, Wis. Stats.) ☒ Business Corporation (Ch. 180, Wis. Stats.) ☐ Nonstock Corporation (Ch. 181, Wis. Stats.) ☐ Limited Liability Company (Ch. 183, Wis. Stats.)	Wisconsin (state or country *)

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

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2. After conversion:

Company Name:
Air Logic Power Systems, LLC

Indicate (X) Entity Type		Organized under the laws of
	☐ Limited Partnership (Ch. 179, Wis. Stats.) ☐ Business Corporation (Ch. 180, Wis. Stats.) ☐ Nonstock Corporation (Ch. 181, Wis. Stats.) ☒ Limited Liability Company (Ch. 183, Wis. Stats.)	Wisconsin (state or country)

FILING FEE - $150.00
DFI/CORP/**1000**(R02/10/03) Use of this form is mandatory.

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3. A Plan of Conversion containing all the following parts is **attached** as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is **optional.**)

A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
C. The terms and conditions of the conversion.
D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is **optional.**)
G. Other provisions relating to the conversion, as determined by the business entity.

4. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

5. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

Registered Agent (Agent for Service of Process): Jane Ann Wochos	Registered Office: 3818 W. Mitchell St, Milwaukee, WI 53215
Additional Entry for a **Limited Partnership only** →	Record Office:

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

Registered Agent (Agent for Service of Process): Thomas A. Morhauser	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 1517 W. Pierce St., Milwaukee, WI 53204
Additional Entry for a **Limited Partnership only** →	Record Office:

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7. Executed on Dec. 19, 2005 (date) by the business entity PRIOR TO ITS CONVERSION.

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

Ernest J. Goffena
(Signature)

Ernest J. Goffena
(Printed Name)

For a corporation
Title: ☐ President OR ☒ Secretary or other officer title

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INSTRUCTIONS (Ref. Ss. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), 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. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3rd 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.

1. Enter the company name, type of business entity, and state of organization of business entity **prior to conversion**. 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.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

2. Enter the company name, type of business entity, and state of organization of business entity **after conversion.**

3. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is **optional.**

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CERTIFICATE OF CONVERSION

Total Automated Solutions, Inc.
5551 Dry Fork Road
Cleves, OH 45002
Attention: Ernest J. Goffena

Your return address and phone number during the day: (513) 202 - 5182

INSTRUCTIONS (Cont'd)

4. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

5. Provide the name of the business entity's registered agent and the address of its registered office **prior** to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.

6. Provide the name of the business entity's registered agent and the address of its registered office **after** conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

7. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

The converting entity is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.76(4)(c), 180.1161(4)(c), 181.1161(4)(c) or 183.1207(4)(c), whichever is applicable.

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Exhibit A

Plan of Conversion

(See Attached)

PLAN OF CONVERSION

This Plan of Conversion (this "***Agreement***") is being entered into as of this 19 day of December, 2005, by Air Logic Power Systems, Inc., a Wisconsin corporation (the "***Company***").

The Company is converting to Air Logic Power Systems, LLC, a Wisconsin limited liability company ("***ALPS***"), pursuant to the terms, provisions and conditions set forth in this Agreement and in accordance with Sections 180.1161 and 183.1207 of the Wisconsin Business Corporation Law (the "***WBCL***").

NOW THEREFORE, in consideration of the foregoing, the conversion will take place pursuant to the following terms and conditions:

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AGREEMENT

ARTICLE I

THE CONVERSION

1.1 Conversion. At the Effective Time (as defined below), the Company will be converted into ALPS (the "***Conversion***") in accordance with the WBCL, whereupon the separate existence of the Company will cease, and ALPS will be the surviving company and will continue to exist under and be governed by the WBCL.

1.2 Certificate of Conversion. ALPS will file a certificate of conversion with the Wisconsin Department of Financial Institution (the "***Certificate of Conversion***") and will make all other filings or recordings required by the WBCL in connection with the Conversion.

1.3 Effective Time. The Conversion will become effective upon receipt of the Certificate of Conversion by the Wisconsin Department of Financial Institution or such later time as is specified in the Certificate of Conversion (the "***Effective Time***").

ARTICLE II

THE SURVIVING COMPANY

2.1 Articles of Organization. At the Effective Time, the Articles of Incorporation of the Company will be replaced by the Articles of Organization of ALPS, a copy of which is attached hereto as Exhibit A, until amended in accordance with applicable law.

2.2 Operating Agreement. At the Effective Time, the Bylaws of the Company will be replaced by the Operating Agreement of ALPS.

2.3 Directors and Officers. From and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with ALPS's Operating Agreement and applicable law, (a) the directors of the Company at the Effective Time will be the managers of ALPS, and (b) the officers of the Company at the Effective Time will be the officers of ALPS.

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2.4 Statutory Agent. The designated statutory agent for service of process for the Company at the Effective Time will be the statutory agent for service of process for ALPS.

ARTICLE III

EFFECT OF THE CONVERSION

3.1 Effect of Conversion. At the Effective Time, the effect of the Conversion will be as provided by this Agreement and by the applicable provisions of the WBCL.

3.2 Further Action by the Company. If after the Effective Time ALPS considers it advisable that any further conveyances, agreements, documents, instruments, assurances or any other actions are necessary or desirable to vest, perfect, confirm or record in ALPS the title to any property, rights, interest, privileges, powers or franchises of the Company or otherwise to carry out the provisions of this Agreement, the directors or officers of the Company last in office shall execute and deliver, upon ALPS's request, any and all proper conveyances, agreements, documents, instruments or assurances, and shall do and perform all other acts necessary or proper. If a sufficient number of the directors or officers of the Company last in office are not able or available to execute such documentation or perform such acts, the managers and officers of ALPS will be authorized to act on behalf of the Company.

3.3 The Company Shares. Total Automated Solutions, Inc. owns 100,000 shares of the Company (collectively, the "***Company Shares***"). At the Effective Time and without any further action on the part of the Company or ALPS, the Company Shares will be converted into an aggregate of 100,000 units of ALPS.

ARTICLE IV

MISCELLANEOUS

4.1 Abandonment or Amendment. At any time prior to the filing of the Certificates of Conversion with the Wisconsin Department of Financial Institution, the Board of Directors of the Company may abandon the proposed conversion to the extent permitted by law or may amend this Agreement.

4.2 Headings. The headings of articles and sections of this Agreement are for convenience of reference only, are not a part of this Agreement, and are not to be deemed to limit or affect any of the provisions this Agreement.

4.3 Third Parties. Nothing herein expressed or implied is intended or is to be construed to confer upon or give to any person, other than the party to this Agreement or its respective successors and assigns any rights, remedies, obligations or liabilities under, or by reason of, this Agreement.

4.4 Drafter. This Agreement was drafted outside the State of Wisconsin.

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned has caused this Agreement to be executed by its officer duly authorized on the day and year first above written.

AIR LOGIC POWER SYSTEMS, INC.

By: _____
Ernest J. Goffena
Chief Financial Officer and Secretary

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ARTICLES OF ORGANIZATION

OF

LIMITED LIABILITY COMPANY

These Articles of Organization of Air Logic Power Systems, LLC (the "*Company*") are being executed by the undersigned for the purpose of forming a limited liability company pursuant to Chapter 183 of the Wisconsin Statutes.

FIRST: The name of the limited liability company is: Air Logic Power Systems, LLC

SECOND: The address of the Company's registered agent and office in the State of Wisconsin is Thomas A. Morhauser, 1517 West Pierce Street, Milwaukee, Wisconsin 53204.

THIRD: The management of the limited liability company shall be vested in its members.

IN WITNESS WHEREOF, the undersigned, has caused these Articles of Organization to be duly executed as of the 19 day of December, 2005.

Jack Goffena

CLI-1361194v1