

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/31/1996

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Foam Fabricators, Inc.		10/31/1996	CORPORATION: MISSOURI

RECEIVING PARTY DATA

Name:	Foam Fabricators, Inc.
Street Address:	8722 E. San Alberto Dr.
Internal Address:	Suite 200
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85258
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1471663	FOAM FABRICATORS

CORRESPONDENCE DATA

Fax Number: (212)688-8315
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 705-9847
 Email: kwright@gibney.com
 Correspondent Name: Kristen Wright
 Address Line 1: 665 Fifth Avenue
 Address Line 2: Gibney, Anthony & Flaherty, LLP
 Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Kristen Wright
Signature:	/Kristen Wright/

OP \$40.00 1471663

Date:

01/05/2007

Total Attachments: 15

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STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State
CORPORATION DIVISION

CERTIFICATE OF MERGER
FOREIGN CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
FOAM FABRICATORS, INC. (#00089819)

INTO:

FOAM FABRICATORS, INC. (A Delaware corp not qualified)
Organized and existing under the laws of **Missouri, Delaware**
have been received, found to conform to law, and filed.

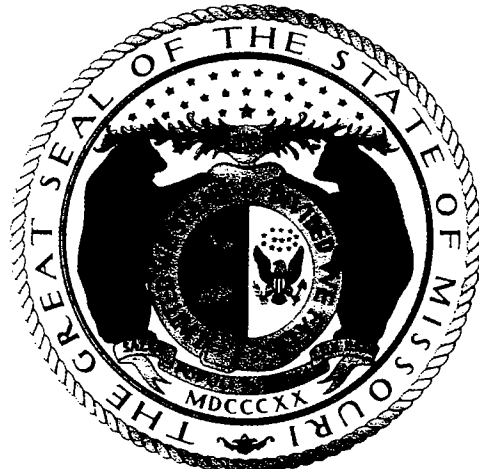
NOW, THEREFORE, I, **REBECCA MCDOWELL COOK**, Secretary of State of the
State of Missouri, issue this Certificate of merger, certifying
to the foregoing and certifying that the merger of the aforementioned
corporations with

FOAM FABRICATORS, INC. (A Delaware corp not qualified)

as the surviving corporation, shall be effective on the date on
which the same becomes effective in the State of **Delaware**
Effective date: **October 31 1996 .**

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
22nd DAY OF November , 19 96 .

Rebecca McDowell Cook
Secretary of State



\$30.00

TRADEMARK

REEL: 003455 FRAME: 0374

ARTICLES OF MERGER

OF

FOAM FABRICATORS, INC.
(a Missouri Corporation)

WITH AND

INTO

FOAM FABRICATORS, INC.
(a Delaware Corporation)

FILED AND CERTIFICATE
ISSUED
NOV 22 1996

Rebecca McDowell Cook
SECRETARY OF STATE

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations do hereby adopt and execute the following articles of merger:

ARTICLE ONE

FOAM FABRICATORS, INC. (Missouri) is a business corporation organized and existing under the laws of the State of Missouri and is subject to the provisions of The General and Business Corporation Law of Missouri.

ARTICLE TWO

FOAM FABRICATORS, INC. (Delaware) is a business corporation organized and existing under the laws of the State of Delaware and is subject to the provisions of the General

Corporation Law of Delaware, the said laws of which permit a merger of a corporation of another State with and into a corporation of the State of Delaware.

ARTICLE THREE

Annexed hereto is the Plan and Agreement of Merger for merging FOAM FABRICATORS, INC. (Missouri) with and into FOAM FABRICATORS, INC. (Delaware).

ARTICLE FOUR

The resolution approving the Plan and Agreement of Merger on behalf of FOAM FABRICATORS, INC. (Missouri) was adopted by a consent in writing dated October 31, 1996 and signed by all members of its Board of Directors, to wit, three (3) members.

ARTICLE FIVE

The number of outstanding shares of FOAM FABRICATORS, INC. (Missouri) is Three Hundred (300), and the number of said outstanding shares which were entitled to vote on the Plan and Agreement of Merger by the holders of said outstanding shares entitled to vote is Three Hundred (300).

ARTICLE SIX

The holders of all of the outstanding shares entitled to vote of FOAM FABRICATORS, INC. (Missouri), to wit, Three Hundred (300) shares, dispensed with a meeting of shareholders and approved the Plan and Agreement of Merger by a consent in writing dated October ~~3~~, 1996 and signed by all of them.

ARTICLE SEVEN

The merger provided for in the Plan and Agreement of Merger was duly authorized in the manner prescribed by, and is in compliance with, the applicable provisions of the laws of the State of organization of FOAM FABRICATORS, INC. (Delaware), and the requisite approval, if any, of any of its shareholders has been duly obtained.

ARTICLE EIGHT

FOAM FABRICATORS, INC. (Delaware) hereby agrees that it will promptly pay to the dissenting shareholders, if any, of FOAM FABRICATORS, INC. (Missouri) the amount, if any, to which they shall be entitled under provisions of The General and Business Corporation Law of Missouri with respect to the rights of dissenting shareholders.

FOAM FABRICATORS, INC. (Delaware) hereby further agrees that it may be served with process in the State of Missouri, and irrevocably appoints the Secretary of the State of Missouri as its agent to accept service of process, in any proceeding based upon any cause of action against FOAM FABRICATORS, INC. (Missouri) arising in the State of Missouri prior to the issuance of the certificate of merger by the Secretary of State of the State of Missouri, and in any proceeding for the enforcement of the rights of a dissenting shareholder of FOAM FABRICATORS, INC. (Missouri) against FOAM FABRICATORS, INC. (Delaware).

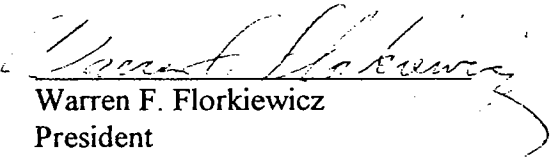
The address without the State of Missouri to which the Secretary of State of the State of Missouri shall transmit any such process accepted by him as such agent is as follows:

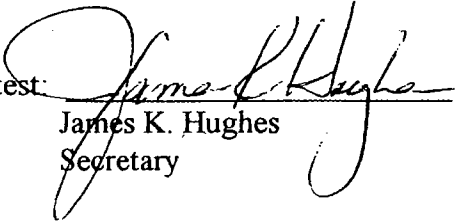
6908 East Thomas Road
Suite 302
Scottsdale, Arizona 85251

Executed on October 31, 1996

(Seal)

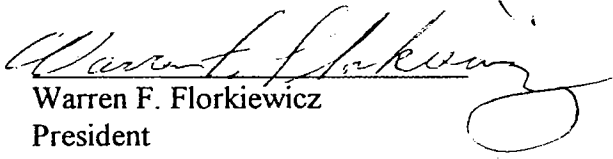
FOAM FABRICATORS, INC. (Missouri)

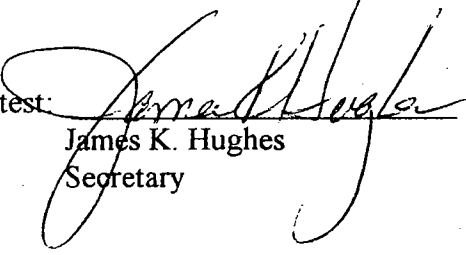
By: 
Warren F. Florkiewicz
President

Attest: 
James K. Hughes
Secretary

(Seal)

FOAM FABRICATORS, INC. (Delaware)

By: 
Warren F. Florkiewicz
President

Attest: 
James K. Hughes
Secretary

STATE OF ARIZONA)
)
COUNTY OF MARICOPA)

I, NANCY J. HOWARD, a notary public in and for the State and County aforesaid, do hereby certify that on this 31st day of October 9, 1996, personally appeared before me Warren F. Florkiewicz, who, being by me first duly sworn, declared that he is the President of FOAM FABRICATORS, INC., a Delaware corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Nancy J. Howard
Notary Public
COMMISSION EXPIRES
APRIL 11, 1997

STATE OF ARIZONA)
)
COUNTY OF MARICOPA)

I, NANCY J. HOWARD, a notary public in and for the State and County aforesaid, do hereby certify that on this 31st day of October, 1996, personally appeared before me Warren F. Florkiewicz, who, being by me first duly sworn, declared that he is the President of FOAM FABRICATORS, INC., a Missouri corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Nancy J. Howard
Notary Public
COMMISSION EXPIRES
APRIL 11, 1997

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PLAN AND AGREEMENT OF MERGER

OF

FOAM FABRICATORS, INC.
(a Missouri corporation)

INTO

FOAM FABRICATORS, INC.
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER entered into on October 31, 1996 by FOAM FABRICATORS, INC., a business corporation of the State of Missouri, and approved by resolution adopted by its Board of Directors on said date, and entered into on October 31, 1996 by FOAM FABRICATORS, INC., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, FOAM FABRICATORS, INC. (Missouri) is a business corporation of the State of Missouri with its registered office therein located at 1010 Market Street, Suite 1600, City of St. Louis; and

WHEREAS, the total number of shares of stock which FOAM FABRICATORS, INC. (Missouri) has authority to issue is Sixty Thousand (60,000), Thirty Thousand (30,000) of which are Class "A" Voting Common Stock and of a par value of One Dollar (\$1.00) each and Thirty Thousand (30,000) of which are Class "B" Non-Voting Common Stock and of a par value of One Dollar (\$1.00) each; and

WHEREAS, FOAM FABRICATORS, INC. (Delaware) is a business corporation of the State of Delaware with its registered office therein located at 229 South State Street, City of Dover, County of Kent; and

WHEREAS, the total number of shares of stock which FOAM FABRICATORS, INC. (Delaware) has authority to issue is Three Thousand (3,000), each of which are Class "A" Voting Common Stock and of a par value of One Dollar (\$1.00); and

WHEREAS, The General and Business Corporation Law of the State of Missouri permits a merger of a business corporation of the State of Missouri with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of Delaware permits a merger of a business corporation of another jurisdiction with and into another business corporation of the State of Delaware; and

WHEREAS, FOAM FABRICATORS, INC. (Missouri) and FOAM FABRICATORS, INC. (Delaware) and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge FOAM FABRICATORS, INC. (Missouri) with and into FOAM

FABRICATORS, INC. (Delaware) pursuant to the provisions of The General and Business Corporation Law of Missouri and the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by FOAM FABRICATORS, INC. (Missouri) and approved by a resolution adopted by its Board of Directors, and being thereunto duly entered into by FOAM FABRICATORS, INC. (Delaware) and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. FOAM FABRICATORS, INC. (Missouri) and FOAM FABRICATORS, INC. (Delaware) shall, pursuant to the provisions of The General and Business Corporation Law of Missouri and the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, FOAM FABRICATORS, INC., a Delaware corporation which shall be the surviving corporation from and after the effective time of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of Delaware. The separate corporate existence of FOAM FABRICATORS, INC., a Missouri corporation which is sometimes hereinafter referred to as the "terminating

corporation," shall cease at said effective time in accordance with the provisions of The General and Business Corporation Law of Missouri.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for, and said Certificate of Incorporation 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 Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each share of stock of the terminating corporation that is issued and outstanding immediately prior to the effective time of the merger shall, at the effective time of the merger, be converted without further action into one (1) share of common stock of the surviving

corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The surviving corporation hereby assumes any and all liabilities of the terminating corporation existing as of the date hereof and/or arising hereafter.

7. The Plan and Agreement of Merger herein made and approved shall be submitted to the shareholders entitled to vote thereon of the terminating corporation and the surviving corporation for their approval or rejection in the manner prescribed by the General Corporation Law of the State of Delaware and The General and Business Corporation Law of the State of Missouri.

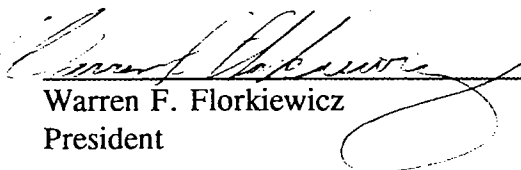
8. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of The General and Business Corporation Law of the State of Missouri, and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Missouri and the State of Delaware, and that they will cause to be performed all necessary acts within the State of Missouri and the State of Delaware and elsewhere to effectuate the merger herein provided for.

9. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

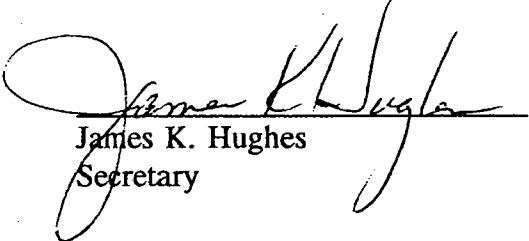
IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: October 31, 1996

FOAM FABRICATORS, INC. (Missouri)

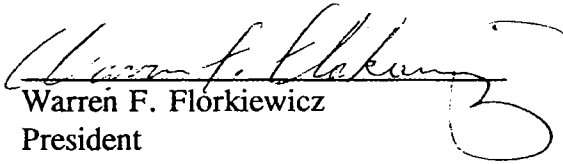
By: 
Warren F. Florkiewicz
President

Attest:

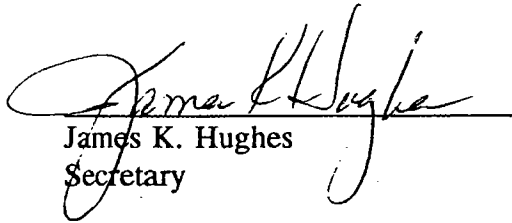

James K. Hughes
Secretary

Dated: October 31, 1996

FOAM FABRICATORS, INC. (Delaware)

By: 
Warren F. Florkiewicz
President

Attest:


James K. Hughes
Secretary

jm/s/judy/0614/planmerg.msc

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"FOAM FABRICATORS, INC.", A MISSOURI CORPORATION,

WITH AND INTO "FOAM FABRICATORS, INC." UNDER THE NAME OF "FOAM FABRICATORS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF OCTOBER, A.D. 1996, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Edward J. Freel

Edward J. Freel, Secretary of State

2679103 8330

AUTHENTICATION:

8174437

960319045

DATE:

11-01-96

RECORDED: 01/05/2007

TRADEMARK
REEL: 003455 FRAME: 0388