

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/31/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
General Clutch Corp.		07/31/2007	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Rollease, Inc.
Street Address:	200 Harvard Avenue
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06902
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	1512317	ROLLEASE
Registration Number:	1788185	VERSARAIL
Registration Number:	1823260	EXPRESSLY YOURS
Registration Number:	2512773	ENGINEERED TO BE ESSENTIAL
Registration Number:	2704543	
Registration Number:	2965513	
Serial Number:	78953445	

CORRESPONDENCE DATA

Fax Number: (202)223-2085
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-861-3900
 Email: dctrademarks@dlapiper.com
 Correspondent Name: Ryan C. Compton, Esq. - DLA PIPER US LLP

OP \$190.00 1512317

Address Line 1: 1200 Nineteenth Street, NW
Address Line 4: Washington, DISTRICT OF COLUMBIA 20036-2412

ATTORNEY DOCKET NUMBER:	305792-57
NAME OF SUBMITTER:	Ryan C. Compton, Esq.
Signature:	/Ryan C. Compton/
Date:	08/07/2007

Total Attachments: 3
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Delaware

PAGE 1

The First State

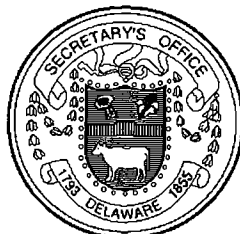
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GENERAL CLUTCH CORP.", A NEW YORK CORPORATION,
WITH AND INTO "ROLLEASE MIGRATORY MERGER CORPORATION" UNDER THE NAME OF "ROLLEASE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 2007, AT 1:58 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4396554 8100M

070872805



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5889747

DATE: 07-31-07

TRADEMARK
REEL: 003596 FRAME: 0031

CERTIFICATE OF MERGER

OF

**GENERAL CLUTCH CORP.
a New York corporation**

WITH AND INTO

**ROLLEASE MIGRATORY MERGER CORPORATION
a Delaware corporation**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
General Clutch Corp.	New York
Rollease Migratory Merger Corporation	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That Rollease Migratory Merger Corporation, a Delaware Corporation, shall be the surviving corporation of the merger (the "Surviving Corporation") and the name of the Surviving Corporation shall be "Rollease, Inc."

FOURTH: That the Certificate of Incorporation of Rollease Migratory Merger Corporation shall be the Certificate of Incorporation of the Surviving Corporation and shall be further amended to change the name as indicated in Article Third above.

FIFTH: That the executed Agreement and Plan of Merger is on file at the office of the surviving corporation, the address of which is 200 Harvard Avenue, Stamford, CT 06902.

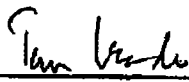
SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of General Clutch Corp. consists of 80,000 shares of Common Stock, par value \$0.01 per share, 10,000 shares of Series A 17% Convertible Preferred Stock, par value \$416.67 per share and 10,000 shares of Series B 5-1/2% Convertible Preferred Stock, par value \$1,000 per share.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be
duly executed and delivered on behalf of the Corporation as of this 31 day of July, 2007.

ROLLEASE MIGRATORY MERGER
CORPORATION,
a Delaware corporation

By: 
Name: Tom Leader
Title: President and Assistant Secretary

[Signature Page to Certificate of Merger]