

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/26/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
RAMTECH DEVELOPMENT CORP.		12/26/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	PRO-TECH ARMORED PRODUCTS OF MASSACHUSETTS, INC.
Street Address:	13386 International Parkway
City:	Jacksonville
State/Country:	FLORIDA
Postal Code:	32218
Entity Type:	CORPORATION: MASSACHUSETTS

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	75789188	RAMTECH

**CORRESPONDENCE DATA**

Fax Number: (212)245-3009  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-541-6222  
 Email: skaplan@kanekessler.com  
 Correspondent Name: Susan S. Kaplan  
 Address Line 1: 1350 Avenue of the Americas  
 Address Line 2: Kane Kessler, P.C.  
 Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	2198-2005
NAME OF SUBMITTER:	Susan S. Kaplan

Signature:	/susan s. kaplan/
Date:	10/25/2007
<b>Total Attachments: 4</b> source=MERGER RAMTECH DEV CORP TO PRO-TECH ARMOR PRODUCTS OF MA#page1.tif source=MERGER RAMTECH DEV CORP TO PRO-TECH ARMOR PRODUCTS OF MA#page2.tif source=MERGER RAMTECH DEV CORP TO PRO-TECH ARMOR PRODUCTS OF MA#page3.tif source=MERGER RAMTECH DEV CORP TO PRO-TECH ARMOR PRODUCTS OF MA#page4.tif	

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**PRO-TECH ARMORED PRODUCTS OF MASSACHUSETTS, INC.**  
**AND**  
**RAMTECH DEVELOPMENT CORP.**

**AGREEMENT AND PLAN OF MERGER** dated as of December 26, 2006 (the "Merger Agreement"), between PRO-TECH ARMORED PRODUCTS OF MASSACHUSETTS, INC., a Massachusetts corporation ("PRO-TECH"), and RAMTECH DEVELOPMENT CORP., a Delaware corporation ("RDC"), pursuant to Chapter 156B, Section 82 of the General Laws of Massachusetts and Section 253 of the General Corporation Law of the State of Delaware.

**WITNESSETH:**

**WHEREAS**, Pro-tech is a corporation duly organized and in good standing under the laws of the Commonwealth of Massachusetts;

**WHEREAS**, RDC is a corporation duly organized and in good standing under the laws of the State of Delaware; and

**WHEREAS**, the Board of Directors and sole shareholder of PRO-TECH and Board of Directors and the sole stockholder of RDC have determined that it is advisable and in the respective best interests of PRO-TECH and RDC that RDC merge with and into PRO-TECH upon the terms and subject to the conditions herein provided.

**NOW, THEREFORE**, in consideration of the mutual agreements and covenants set forth herein, the parties hereto agree as follows:

**ARTICLE 1: Merger**. Upon the filing of both (i) a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; and (ii) the Articles of Merger with the Secretary of the Commonwealth of Massachusetts, and at the Effective Time (as defined below) of the Merger, RDC shall be merged with and into PRO-TECH (the "Merger") and PRO-TECH shall be the company surviving the Merger (hereinafter referred to as the "Surviving Company"). The Effective Time of the Merger shall be 12:01 o'clock A. M. on December 31, 2006.

**ARTICLE 2: Directors, Officers and Governing Documents**. The Board of Directors of the Surviving Company from and after the Effective Time shall be the Board of Directors of PRO-TECH immediately prior to the Effective Time. The officers of the

Surviving Company immediately after the Effective Time shall be the officers of PRO-TECH immediately prior to the Effective Time.

Such directors and officers shall continue to hold office in accordance with the Certificate of Incorporation and the Bylaws of PRO-TECH. Each of the Certificate of Incorporation and the Bylaws of PRO-TECH as in force and effect at the Effective Time will be the Certificate of Incorporation and the Bylaws, respectively, of the Surviving Company 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 Commonwealth of Massachusetts.

ARTICLES 3: Name. The name of the Surviving Company shall be "Pro-tech Armored Products of Massachusetts, Inc."

ARTICLE 4: Effect of Merger on Shares of Stock of PRO-TECH and RDC. At the Effective Time, the shares of common stock of PRO-TECH outstanding immediately prior to the Effective Time shall remain unchanged. At the Effective Time, each issued and outstanding share of common stock of RDC shall be extinguished and canceled, without the payment of consideration therefor.

ARTICLE 5: Effect of the Merger. The Merger shall have the effect set forth in Section 253 of the Delaware General Corporation Law and Chapter 156B of the General Laws of the Commonwealth of Massachusetts.

ARTICLE 6: Approval. The Plan of Merger herein made and approval shall be submitted to the sole stockholder of RDC and the sole stockholder of PRO-TECH for their approval or rejection in the manner prescribed by the provisions of the Delaware General Corporation Law and the General Laws of the Commonwealth of Massachusetts.

ARTICLE 7: Authorization. The sole stockholder, board of directors, and officers of RDC and the Surviving Company, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, deliver, file and/or 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 Merger Agreement or of convenient to carry out or put into effect any of the provisions of the Merger Agreement or of the Merger.

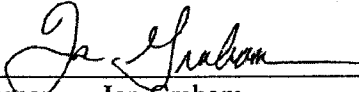
ARTICLE 8: Further Assurances. From time to time, as and when required by the Surviving Company or by its successors and assigns, there shall be executed and delivered on behalf of RDC such deeds and other instruments, and there shall be taken or caused to be taken by the Surviving Company all such further and other actions, as shall be appropriate or necessary in order to vest, perfect, or confirm in the Surviving Company the title to and possession of all property, interests, assets, rights, privileges, immunities, powers and authority of RDC, and otherwise carry out the purposes of this Merger Agreement. The officers and board of directors of the Surviving Company are fully authorized, on behalf of the Surviving Company or RDC, to take any and all such

actions and to execute and deliver any and all such deeds, documents and other instruments.

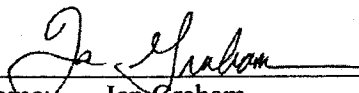
[signature page follows]

**IN WITNESS WHEREOF**, the undersigned have executed this Merger Agreement as of the date first above written.

**PRO-TECH ARMORED PRODUCTS OF MASSACHUSETTS, INC.**  
a Massachusetts corporation

By:   
Name: Ian Graham  
Title: Vice President and Secretary

**RAMTECH DEVELOPMENT CORP.**  
a Delaware corporation

By:   
Name: Ian Graham  
Title: Vice President and Secretary