

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U S Patent and Trademark Office: Please record the attached documents or the new address(es) below

1. Name of conveying party(ies):

A & S BUILDING SYSTEMS, L.P., and
NCI GROUP, L.P.

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) TEXAS

Additional names of conveying parties attached? Yes No

3. Nature of conveyance (Execution Date(s) :

Execution Date(s) October 28, 2007

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: NCI GROUP, INC

Internal

Address: _____

Street Address: 10943 N SAM HOUSTON PARKWAY WEST

City: HOUSTON

State: TEXAS

Country: USA Zip 77064

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship NEVADA
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2335371; 2335370; and 2335369 (See Exhibit A)
1675343; 2005583; 1663644 (See Exhibit A)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

VITASHEEN; VISTACOLOR; and VISTASHADOW
METAL COATERS and design, doublecote; and METAL-PREP

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: KAY LYN SCHWARTZ

Internal Address: GARDERE WYNNE SEWELL LLP

3000 THANKSGIVING TOWER

Street Address: 1801 ELM STREET

City: DALLAS

State: TEXAS Zip: 75201-4761

Phone Number: 214-999-4702

Fax Number: 214-999-3623

Email Address: JP@GARDERE.COM

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$165.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a Credit Card Last 4 Numbers _____
Expiration Date _____

b Deposit Account Number 07-0153

Authorized User Name KAY LYN SCHWARTZ

9. Signature:

Kay Lyn Schwartz
Signature

11-8-07
Date

KAY LYN SCHWARTZ
Name of Person Signing

Total number of pages including cover sheet, attachments, and document 9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$165.00 070153 2335371

P.O.Box 13697
Austin, Texas 78711-3697

Secretary of State



Office of the Secretary of State

November 02, 2007

Baker Botts L.L.P.
98 San Jacinto Blvd., Ste. 1600
Austin, TX 78701 USA

RE:
NCI Group, Inc. (File Number: Not Applicable)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: Lisa Sartin

Fax: (512) 463-5709
TID: 10339

Dial: 7-1-1 for Relay Services
TRADEMARK 38260002

REEL: 003658 FRAME: 0341



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

A & S BUILDING SYSTEMS, L.P.
Domestic Limited Partnership (LP)
[File Number: 9396110]

NCI Group, L.P.
Domestic Limited Partnership (LP)
[File Number: 10797510]

Into

NCI Group, Inc.
Foreign For-Profit Corporation
Nevada, USA
[Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 10/26/2007

Effective: 10/28/2007



A handwritten signature in black ink, appearing to read "Phil Wilson".

Phil Wilson
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: Lisa Sartin

Fax: (512) 463-5709
TID: 10343

Dial: 7-1-1 for Relay Services
Document: 191838260002
TRADEMARK
REEL: 003658 FRAME: 0342

CERTIFICATE OF MERGER

merging

A&S Building Systems, L.P.

and

NCI Group, L.P.

with and into

NCI Group, Inc.

pursuant to Section 2.11

of the

Texas Revised Limited Partnership Act**FILED**
in the Office of the
Secretary of State of Texas

OCT 26 2007

Corporations Section

The undersigned do hereby certify as follows::

(1) The name and state of formation of each of the parties to the merger are as follows:

<u>Name</u>	<u>State of Formation</u>
A&S Building Systems, L.P.	Texas
NCI Group, L.P.	Texas
NCI Group, Inc.	Nevada

NCI Group, Inc. is the only surviving entity and it is a corporation that is incorporated under the laws of the State of Nevada.

(2) An agreement and plan of merger ("**Plan of Merger**") pursuant to which A&S Building Systems, L.P. and NCI Group, L.P. (collectively, the "**Disappearing Partnerships**") will merge with and into NCI Group, Inc. (the "**Surviving Entity**") has been approved and authorized by the Disappearing Partnerships and the Surviving Entity by all action required by the laws under which such entity was formed and by its constituent documents.

(3) No amendments or changes are to be made to the certificate of limited partnership of any domestic limited partnership party to the merger.

(4) No new domestic limited partnership is to be formed under the Plan of Merger.

(5) The executed Plan of Merger is on file at the principal office of the Surviving Entity, the address of which is 10943 N. Sam Houston Parkway West, Houston, Texas 77064.

HOU03:1123072.1

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(6) A copy of the Plan of Merger will be furnished to each partner in each of the Disappearing Partnerships and the Surviving Entity at least 20 days before the merger is effective, unless waived by such partner.

(7) The merger is to be effective at 11:58 p.m., Nevada time, on October 28, 2007 (the "Effective Time").

(8) At the Effective Time, the equity interests in each of the Disappearing Partnerships shall be cancelled.

(9) Each of the Surviving Entity and the Disappearing Partnerships shall be responsible for the payment of its respective fees and franchise taxes relating to the merger.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be duly executed as of October 28, 2007.

NCI GROUP, INC.

By: [Signature]
Name: WILLIAM R. MOORE
Title: VP & General Counsel

A&S BUILDING SYSTEMS, L.P.

By: NCI Group Inc., its general partner

By: [Signature]
Name: WILLIAM R. MOORE
Title: VP & General Counsel

NCI GROUP, L.P.



By: NCI Group, Inc., its general partner

By: [Signature]
Name: WILLIAM R. MOORE
Title: VP & General Counsel

A&S Building Systems, L.P.
Exhibit A

Mark:	Reg. No./ Serial No.
VITASHEEN	2335371
VISTACOLOR	2335370
VISTASHADOW	2335369

NCI Group, L.P.
Exhibit A

Mark:	Reg. No./ Serial No.
 METAL COATERS	1675343
DOUBLECOTE	2005583
 METAL-PREP	1663644