

01-08-2008



RE: 1

103473506

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):

Furman Sound, LLC

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

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

Execution Date(s) December 31, 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: Panamax Inc.

Internal Address: _____

Address: 1690 Corporate Circle Drive

Street Address: _____

City: Petaluma

State: CA

Country: USA Zip: 94954

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship _____

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)

2,860,197 3,219,620 1,968,452
3,153,900

Additional sheet(s) attached? Yes No

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

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

Name: Dawn Urbanowicz

Internal Address: Nortek, Inc.

Street Address: 50 Kennedy Plaza

City: PROVIDENCE

State: RI Zip: 02903

Phone Number: 401-751-1600

Fax Number: 401-751-9844

Email Address: urbanowicz@nortek-inc.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115.

- 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 _____

Authorized User Name _____

9. Signature:

Dawn Urbanowicz

Signature

1/4/2008

Date

Dawn Urbanowicz
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

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

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02 FC: 0522

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OPR/FINANCE

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 29 2007

Debra Bowen

DEBRA BOWEN
Secretary of State

A0670935

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

AGREEMENT OF MERGER

OF

DEC 17 2007

FURMAN SOUND, LLC

AND

PANAMAX INC.

**EFFECTIVE
DATE**

DEC 31 2007

This AGREEMENT OF MERGER is entered into on December 12, 2007 by Furman Sound, LLC (hereinafter the "Disappearing Entity") and Panamax Inc. (hereinafter the "Surviving Entity") as approved by the Sole Member and Board of Directors of each of said limited liability company and corporation:

1. The Disappearing Entity, which is a limited liability company incorporated in the State of California, shall be merged with and into the Surviving Entity, which is a corporation incorporated in the State of California.
2. The separate existence of the Disappearing Entity shall cease upon the effective date of the merger in accordance with the provisions of the General Corporation Law of the State of California.
3. The Surviving Entity shall continue its existence under its present name pursuant to the provisions of the General Corporation Law of the State of California.
4. The Articles of Incorporation of the Surviving Entity upon the effective date of the merger shall be the Articles of Incorporation already on file with the California Secretary of State.
5. The equity interest of the Disappearing Entity shall be canceled without consideration and no additional shares of common stock of the Surviving Entity shall be issued in exchange therefore.
6. The Agreement of Merger herein entered into and approved shall be submitted to the sole member of the Disappearing Entity and the shareholders entitled to vote thereon of the Surviving Entity for their approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of California.
7. In the event that this Agreement of Merger shall have been approved by the sole member of the Disappearing Entity and the shareholders entitled to vote of the Surviving Entity in the manner prescribed by the provisions of the General Corporation Law of the State of California, the Disappearing Entity

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and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The sole member and proper officers of the Disappearing Entity and the Board of Directors and the proper officers of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, 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 Agreement of Merger or of the merger herein provided for.

FURMAN SOUND, LLC

By: Panamax Inc., its Sole Member

By: Edward J. Cooney
Edward J. Cooney
Vice President and Assistant
Secretary

PANAMAX INC.

By: Edward J. Cooney
Edward J. Cooney
Vice President and Assistant
Secretary

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**State of California
Secretary of State**

OBE MERG

CERTIFICATE OF MERGER

(Corporations Code sections 1113(g), 6019.1, 8019.1, 9640, 12540.1, 15678.4, 16915(b) and 17552)

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY Panamax Inc.	2. TYPE OF ENTITY Corporation	3. CA SECRETARY OF STATE FILE NUMBER C0769369	4. JURISDICTION California												
5. NAME OF DISAPPEARING ENTITY Furman Sound, LLC	6. TYPE OF ENTITY LLC	7. CA SECRETARY OF STATE FILE NUMBER 200603910296	8. JURISDICTION California												
9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NECESSARY.															
<p style="text-align: center;"><u>SURVIVING ENTITY</u></p> <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>10,000 Common</td> <td></td> <td>100%</td> </tr> </tbody> </table>		CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	10,000 Common		100%	<p style="text-align: center;"><u>DISAPPEARING ENTITY</u></p> <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>1 member</td> <td></td> <td>100%</td> </tr> </tbody> </table>		CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	1 member		100%
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED													
10,000 Common		100%													
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED													
1 member		100%													
10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT. <input type="checkbox"/> No vote of the shareholders of the parent party was required. <input type="checkbox"/> The required vote of the shareholders of the parent party was obtained.															
11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.															
12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.															
PRINCIPAL ADDRESS OF SURVIVING ENTITY 1690 Corporate Circle Drive		CITY AND STATE Petaluma, CA	ZIP CODE 94954												
13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY. Panamax Inc. authorized to effect a merger with Furman Sound, LLC under California Corporation Code Section 1113(g).															
14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.		15. FUTURE EFFECTIVE DATE, IF ANY 12 - 31 - 07 (Month) (Day) (Year)													
16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.															
17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.															
 SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE		Edward J. Cooney, VP and Treasurer TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON													
 SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE		Kevin W. Donnelly, VP and Secretary TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON													
 SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE		Edward J. Cooney, VP and Treasurer of Panamax, Inc. it's TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON Sole Member													
 SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE		Kevin W. Donnelly, VP and Secretary of Panamax, Inc. it's TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON Sole Member													
For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing: _____															

OBE MERGER-1 (REV 09/2006)

APPROVED BY SECRETARY OF STATE