# Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

## **CONVEYING PARTY DATA**

| Name                    | Formerly | Execution Date | Entity Type           |
|-------------------------|----------|----------------|-----------------------|
| J.M.J. Industries, Inc. |          | 03/03/2006     | CORPORATION: ILLINOIS |

## **RECEIVING PARTY DATA**

| Name:           | Gundlach Equipment Corporation |  |  |
|-----------------|--------------------------------|--|--|
| Street Address: | PO Box 385                     |  |  |
| City:           | Belleville                     |  |  |
| State/Country:  | ILLINOIS                       |  |  |
| Postal Code:    | 62222                          |  |  |
| Entity Type:    | CORPORATION: DELAWARE          |  |  |

#### PROPERTY NUMBERS Total: 5

| Property Type        | Number  | Word Mark   |
|----------------------|---------|-------------|
| Registration Number: | 0767495 | CAGE-PAKTOR |
| Registration Number: | 1700201 | G           |
| Registration Number: | 1113011 | GUNDLACH    |
| Registration Number: | 2982071 | GUNDLACH    |
| Registration Number: | 2733282 | NANOSIZ-R   |

### CORRESPONDENCE DATA

900096026

Fax Number: (202)739-3001

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-739-5652

Email: chowell@morganlewis.com
Correspondent Name: Catherine R. Howell, Paralegal
Address Line 1: 1111 Pennsylvania Ave., N.W.
Address Line 2: Morgan, Lewis & Bockius LLP

Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER: 031986-0000

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| NAME OF SUBMITTER:   | Catherine R. Howell, Paralegal |  |
|--|--------------------------------|--|
| Signature:   | /Catherine R. Howell/          |  |
| Date:  | 01/09/2008                     |  |
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# 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 OWNERSHIP, WHICH MERGES:

"J.M.J. INDUSTRIES, INC.", A ILLINOIS CORPORATION,

WITH AND INTO "GUNDLACH EQUIPMENT CORPORATION" UNDER THE NAME OF "GUNDLACH EQUIPMENT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF MARCH, A.D. 2006, AT 2:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRD DAY OF MARCH, A.D. 2006, AT 5 O'CLOCK P.M.

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

4103939 8100M 060213546 Darriet Smith Windson

Harriet Smith Windsor, Secretary of State **AUTHENTICATION:** 4567259

DATE: 03-03-06

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State of Delaware Secretary of State Division of Corporations Delivered 02:46 PM 03/03/2006 FILED 02:43 PM 03/03/2006 SRV 060213546 - 4103939 FILE

# CERTIFICATE OF OWNERSHIP AND MERGER

#### MERGING

J.M.J. INDUSTRIES, INC. (an Illinois corporation)

#### WITH AND INTO

# GUNDLACH EQUIPMENT CORPORATION (a Delaware corporation)

|  | - |
|--|---|
| Pursuant to Sections 103 and 253 of                  |   |
|  |   |
| the General Corporation Law of the State of Delaware |   |
|  | - |

Gundlach Equipment Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Company"),

#### DOES HEREBY CERTIFY:

FIRST: That J.M.J. Industries, Inc., an Illinois corporation ("J.M.J."), was incorporated on November 27, 1985 pursuant to the Business Corporation Act of the State of Illinois.

SECOND: That the Company, incorporated on February 24, 2006 pursuant to the General Corporation Law of the State of Delaware (the "DGCL"), owns all of the outstanding capital stock of J.M.J.

THIRD: That the Company, by resolutions of its Board of Directors duly adopted on March 1, 2006, as set forth on **Exhibit A** hereto, determined to merge J.M.J. into itself (the "Merger"). The Company shall be the surviving corporation in the Merger (the "Surviving Corporation").

FOURTH: As a result of the Merger and without any further action on the part of either J.M.J. or the Company, (i) each share of the capital stock of J.M.J. issued and outstanding immediately prior to the effective time of the Merger shall be cancelled and (ii) each share of the capital stock of the Company issued and outstanding immediately prior to the effective time of the Merger shall be converted into one share of common stock, par value \$0.01 per share, of the Surviving Corporation.

FIFTH: That the Certificate of Incorporation of the Surviving Corporation after the Merger shall be the Certificate of Incorporation of the Company.

SIXTH: That this Certificate of Ownership and Merger shall become effective at 5:00 p.m. (Eastern Time), 6:00 p.m. (Central Time) on March 3, 2006.

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IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be duly executed on March 3, 2006, in accordance with Sections 103 and 253 of the DGCL.

GUNDLACH EQUIPMENT CORPORATION

Fdward B Cloues, II

President

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**RECORDED: 01/09/2008**