

03-06-2008

FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

3-5-08



To the Honorable Commissioner of Patents and T

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its or copy thereof MAR -5 AM 10:35

1. Name of conveying party(ies):
Safelite Group, Inc.

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

Additional name(s) of conveying parties(ies) attached: Yes No

Name: Belron US Inc.

OPR/FINANCE

Internal Address: Suite 400

Street Address: 2711 Centerville Road

City: Wilmington State: Delaware Zip: 19808

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation

is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

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

Execution Date: March 2, 2007

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s): 2,824,388; 1,516,693; 1,959,142; 2,657,012; 2,815,367; 2,319,287; 2,708,442; 2,242,375; 2,689,916; 2,362,327; 2,512,458; 2,703,017; 3,059,756; 2,889,534; 2,641,519; 1,952,263; 2,741,145; 2,817,946; 1,948,197; 1,555,112; 2,461,845 and 2,433,099

Additional numbers attached? Yes No

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

Name: Homer W. Faucett, III

Internal Address: ICE MILLER LLP

Street Address: One American Square, Suite 3100

City: Indianapolis State: Indiana ZIP: 46282-0200

6. Total number of applications and registrations involved: 22

7. Total fee (37 CFR 3.41): \$ 565.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 09-0007

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Homer W. Faucett, III
Name of Person Signing

Signature

2/27/08
Date

Total number of pages including cover sheet: 18

OMB No. 0651-0011 (exp 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Service
Director of the U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

03/05/2008 DBYRNE 00000078 090007 2624388
01 FC:8521 40.00 DA
02 FC:8522 525.00 DA

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

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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:

"VISION ACQUISITION INC.", A DELAWARE CORPORATION,
WITH AND INTO "SAFELITE GROUP, INC." UNDER THE NAME OF
"BELRON US INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE SECOND DAY OF MARCH, A.D. 2007, AT 9:39 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRD DAY OF MARCH,
A.D. 2007, AT 11:59 O'CLOCK P.M.

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



3294833 8100M

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5474455

DATE: 03-02-07

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CERTIFICATE OF MERGER
OF
VISION ACQUISITION INC.
AND
SAFELITE GROUP, INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, Safelite Group, Inc. does hereby certify that:

1 The name and state of incorporation of each of the constituent corporations participating in the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Vision Acquisition Inc.	Delaware
Safelite Group, Inc.	Delaware

2 An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with Sections 228 and 251 of the General Corporation Law of the State of Delaware

3. The name of the surviving corporation in the merger herein certified is Safelite Group, Inc., which will continue its existence as said surviving corporation under the name Belron US Inc. ("Surviving Corporation") from and after the effective time of said merger.

4 The Certificate of Incorporation of Safelite Group, Inc., as in effect immediately prior to the effective time of the merger, shall be amended at the effective time of the merger in its entirety to read as follows and as so amended shall be the Certificate of Incorporation of the Surviving Corporation:

FIRST: The name of the Corporation is Belron US Inc.

SECOND: The registered office of the corporation is to be located at 2711 Centerville Road Suite 400, Wilmington, Delaware, 19808, New Castle County. The name of its registered agent at that address is Corporation Service Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The corporation shall have the authority to issue 5000 shares of common stock, par value [REDACTED] per share.

FIFTH: The name and mailing address of the incorporator are as follows:

Alice B. Eaton, Esq.
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017

SIXTH: Whenever a compromise or arrangement is proposed between the corporation and its creditors or any class of them and/or between the corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the corporation under the provisions of §291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the corporation under the provisions of §279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the corporation, as the case may be, and also on the corporation.

SEVENTH: A director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for the breach of any fiduciary duty as a director, except in the case of (a) any breach of the director's duty of loyalty to the corporation or its stockholders, (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (c) under section 174 of the General Corporation Law of the State of Delaware or (d) for any transaction from which the director derives an improper personal benefit. Any repeal or modification of this Article by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

EIGHTH: The corporation shall, to the fullest extent permitted by law, as the same is now or may hereafter be in effect, indemnify each person (including the heirs, executors, administrators and other personal representatives of such person) against expenses including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with any threatened, pending or completed suit, action or proceeding (whether civil, criminal, administrative or investigative in nature or otherwise) in which such person may be involved by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving any other incorporated or unincorporated enterprise in such capacity at the request of the corporation.

NINTH: Unless, and except to the extent that, the bylaws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

TENTH: The corporation hereby confers the power to adopt, amend or repeal bylaws of the corporation upon the directors.

5. The merger is to become effective at 11:59 P.M. on March 3, 2007.

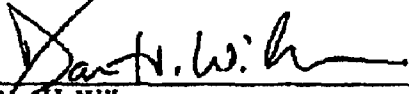
6. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the office of the Surviving Corporation, the address of which is 2400 Farmers Drive, Columbus, Ohio 43235.

7. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid Surviving Corporation, on request and without cost, to any stockholder of each of the aforesaid constituent corporations.

[Signature page follows]

Dated: March 2nd 2007

SAFELITE GROUP, INC.

By: 
Name: Dan H. Wilson
Title: President and Chief Executive Officer

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