

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Adsil LC		01/01/2003	LIMITED LIABILITY COMPANY: FLORIDA

RECEIVING PARTY DATA

Name:	Adsil Inc.
Street Address:	1901 Mason Avenue
Internal Address:	Suite 101
City:	Daytona Beach
State/Country:	FLORIDA
Postal Code:	32117
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2907962	MICROGRIP
Registration Number:	2690195	MICROSIL
Registration Number:	2793684	MICROGUARD
Registration Number:	2648235	ADSIL

CORRESPONDENCE DATA

Fax Number: (386)255-0093
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 386-323-9220
 Email: Heather.Vargas@CobbCole.com
 Correspondent Name: Heather Bond Vargas, Esq.
 Address Line 1: 150 Magnolia Avenue
 Address Line 4: Daytona Beach, FLORIDA 32115

OP \$115.00 2907962

ATTORNEY DOCKET NUMBER:	041419-001 MICROKLEEN
NAME OF SUBMITTER:	Heather Bond Vargas
Signature:	/Heather Bond Vargas/
Date:	05/07/2008
Total Attachments: 5 source=Adsil LC and Adsil Inc. Merger#page1.tif source=Adsil LC and Adsil Inc. Merger#page2.tif source=Adsil LC and Adsil Inc. Merger#page3.tif source=Adsil LC and Adsil Inc. Merger#page4.tif source=Adsil LC and Adsil Inc. Merger#page5.tif	

ARTICLES OF MERGER

OF

ADSIL, L.C., A FLORIDA LIMITED LIABILITY COMPANY

INTO

ADSIL, A NEVADA CORPORATION

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STATE

We, the undersigned Jeffrey L. Stanich, Sr. and Michael K. Hair, being respectively the President and Secretary of Adsil, L.C., a Florida limited liability company ("Adsil-F") and Jeffrey L. Stanich and Michael K. Hair being respectively the President and Secretary of Adsil, a Nevada corporation ("Adsil-N") hereby certify:

1. (a) The name of each constituent parties is as follows: Adsil, L.C., a Florida limited liability company, and Adsil, a Nevada corporation.

(b) The name of the surviving corporation is Adsil, a Nevada corporation.

2. As to each constituent parties, the designation and number of outstanding units or shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and Number of Units/Shares in Each Class or Series Outstanding</u>	<u>Class of Units/Shares Entitled to Vote</u>	<u>Units/Shares Entitled to Vote as a Class</u>
Adsil-F	23,651,211	Units	23,651,211
Adsil-N	1,000	Common	1,000

3. Adsil-F shall merge into and with Adsil-N (the "Plan of Merger") upon Adsil-N issuing shares of its common stock to the members of Adsil-F on the basis of one (1) common stock share for each one (1) unit of Adsil-F outstanding on the effective date of the merger.

4. The Plan Of Merger was adopted by each constituent party in the following manner:

(a) As to Adsil-F, by the affirmative vote of over 50% of the issued and outstanding units entitled to vote thereon, which is the percentage of member approval required by Florida law.

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(b) As to Adsil-N, by the affirmative written consent of 100% of the issued and outstanding shares entitled to vote thereon, which is in excess of the percentage of shareholder approval required by Nevada law.

5. The merger is permitted by the laws of the jurisdiction of each constituent party and is in compliance therewith.

6. The Articles of Incorporation of Adsil-N shall be the Articles of Incorporation of the surviving party.

7. The executed agreement and plan of merger between the constituent parties is on file at the principal office of Adsil-N at 1 Hargrove Grade, Suite 1-K, Palm Coast, Florida 32137, and will be furnished to the members/shareholders of the constituent parties by Adsil-N, at no cost, upon request.

8. Adsil-N agrees that it may be served with process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of any constituent party, previously amenable to suit in the State of Florida, and for the enforcement under the Florida Limited Liability Company Act, of the right of members of any constituent Florida limited liability company to receive payment for their units against the surviving corporation; and it designates the Secretary of State of Florida as its agent upon whom process may be served in the manner set forth in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it serve upon him is 1 Hargrove Grade, Suite 1-K, Palm Coast, Florida 32137.

9. Adsil-N agrees that, subject to the provision of the Florida Limited Liability Company Act, it will promptly pay to the members of Adsil-F the amount, if any, to which they shall be entitled under Section 608.4384 of the Florida Limited Liability Company Act, relating to the right of members to receive payment for their units.

10. The merger shall be effective on the date upon which the Certificate of Merger is filed with the Florida Secretary of State, subject to acceptance by such Secretary of State.

11. These Articles of Merger has been approved, adopted, certified, executed and acknowledged in accordance with Section 608.4382 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, we have signed this certificate, effective as of the 1st day of January, 2003 and we affirm the statements contained therein under penalties of perjury.

ADSIL, L.C.
A Florida Limited Liability Company

By: Jeffrey L. Stanich Sr.
Jeffrey L. Stanich, Sr. President

By: Michael K. Hair
Michael K. Hair, Secretary

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STATE OF FLORIDA

ADSIL
A Nevada Corporation

By: Jeffrey L. Stanich Sr.
Jeffrey L. Stanich, Sr. President

By: Michael K. Hair
Michael K. Hair, Secretary

AGREEMENT AND PLAN OF MERGER

This agreement (the "Agreement") is entered into this 1st day of January, 2003 by and between Adsil, L.C., a Florida limited liability company ("LLC"), and Adsil, a Nevada corporation ("INC").

The parties hereto agree as follows:

1. INC is a Nevada corporation in good standing and is a wholly-owned subsidiary of LLC, with all 1,000 shares of INC's outstanding common stock owned by LLC.
2. LLC is a Florida limited liability company in good standing and has 23,651,211 units outstanding in the hands of over 500 members.
3. INC has authorized 50,000,000 common stock shares and 10,000,000 preferred shares for issuance.
4. LLC shall merge into and with INC upon INC issuing to LLC's members one (1) share of INC common stock for each one (1) unit of LLC outstanding (the "Merger") on the effective date of the Merger.
5. INC shall be the surviving entity after the Merger.
6. LLC members shall not be required to return their LLC unit certificates to INC's stock transfer agent in order to receive INC stock certificates.
7. The 1,000 shares of INC common stock previously issued to LLC shall be acquired by INC as an asset of LLC and shall be canceled by INC.
8. The approval of the Merger by the shareholders of INC and the members of LLC was received by the written consent of the sole shareholder of INC and by the members of LLC at a duly called special meeting of members on November 16, 2002, pursuant to the applicable law of each state.
9. The Merger shall be conducted in compliance with the requirements of the various laws of the States of Florida and Nevada.
10. INC agrees that it may be served with process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of LLC and for the enforcement under the Florida law, of the right of members of LLC to receive payment for their units against INC, the surviving entity; and it designates the Secretary of State of Florida as its agent upon whom process may be served. The post office address to which the Florida Secretary of State shall mail a copy of any process against INC served upon him is 1 Hargrove Grade, Suite 1-K, Palm Coast, Florida 32137.
11. INC agrees that, subject to the provisions of Florida Limited Liability Company Act, it will promptly pay to the members of LLC the amount, if any, to which they shall be entitled under the provisions of the Florida Limited Liability Company Act, relating to the right of LLC members to dissent to the Merger and receive payment for their units.

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12. The Merger shall be effective as of January 1, 2003, subject to acceptance by the State of Florida upon filing the Articles of Merger therewith.

IN WITNESS WHEREOF, duly authorized officers of the constituent parties have executed this Agreement on the 1st day of January, 2003.

ADSIL L.C.

By: _____

Jeffrey L. Stanich, Sr.

ADSIL

By: _____

Jeffrey L. Stanich, Sr.

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