

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/17/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nylok Corporation		03/17/2006	CORPORATION: MICHIGAN
Precote USA, Inc.		03/17/2006	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	Nylok Corporation
Street Address:	15260 Hallmark Drive
City:	Macomb
State/Country:	MICHIGAN
Postal Code:	48042
Entity Type:	CORPORATION: MICHIGAN

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	74427335	PRECOTE 80

CORRESPONDENCE DATA

Fax Number: (312)377-3229
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: norton@nshn.com
 Correspondent Name: Thomas G. Scavone
 Address Line 1: 181 West Madison Street
 Address Line 2: 4600
 Address Line 4: Chicago, ILLINOIS 60602

ATTORNEY DOCKET NUMBER:	PRECOTE80987 ASSIGN
NAME OF SUBMITTER:	Thomas G. Scavone
Signature:	/Thomas G. Scavone/

CH \$40.00 74427335

Date:

05/22/2008

Total Attachments: 4

source=precotetonylokcorpmergerlegaldoc#page1.tif

source=precotetonylokcorpmergerlegaldoc#page2.tif

source=precotetonylokcorpmergerlegaldoc#page3.tif

source=precotetonylokcorpmergerlegaldoc#page4.tif

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received MAR 27 2006	(FOR BUREAU USE ONLY)
FILED	
MAR 23 2006	
Administrator BUREAU OF COMMERCIAL SERVICES	
Name Corporation Service Company 936307/005	EFFECTIVE DATE: Expiration date for now assumed names: December 31. Expiration date for transferred assumed names appear in Item 6
Address 33 N. LaSalle Street, Suite 2320	
City State Zip Code Chicago IL 60602	
Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.	

CERTIFICATE OF MERGER
 For use by Parent and Subsidiary Profit Corporations
 (Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:		
Nylok Corporation		177220
Precota USA, Inc.		157388
b. The name of the surviving corporation and its identification number is:		
Nylok Corporation		177220
c. For each subsidiary corporation, state:		
Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
Precota USA, Inc.	25,000 common shares	25,000 common shares

JS 80.00 VS/PB 193419
 200.00 VS/PB 193406

d. The manner and basis of converting the shares of each constituent corporation is as follows:

Each issued and outstanding share of stock of Precote USA, Inc. will be automatically canceled and will no longer have any force or effect whatsoever. The issued and outstanding shares of Nylok stock will remain unchanged and continue in full force and effect.

e. The amendments to the Articles or a Restatement of the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

None.

f. Other provisions with respect to the merger are as follows:

None.

2. The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

3. (Delete if not applicable)

~~The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of the holders of more than the percentage of the shares owned by the parent corporation.)~~

4. (Delete if not applicable)

~~The consent to the merger by the shareholders of the parent corporation was obtained. (Such consent is necessary if its Articles of Incorporation require shareholder approval of the merger, the plan of merger amends its Articles of Incorporation, or a subsidiary is to be the surviving corporation.)~~

5. (Complete only if an effective date is desired other than the date of filing)

The merger shall be effective on the _____ day of _____

Signed this 17th day of MARCH, 2006

Nylok Corporation

(Name of parent corporation)

By

Max F. Dorfinger

(Signature of authorized officer or agent)

Max F. Dorfinger, President

(Type or Print Name)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan of Merger") is made and entered into as of March 17, 2006 by and between Nylok Corporation, a Michigan corporation ("Nylok"), and Precote USA, Inc., a Michigan corporation ("Precote").

1. **Background.** Nylok owns all of the 25,000 issued and outstanding shares of Precote and has deemed it to be in the best interest of Nylok and Precote that the properties, businesses, assets and liabilities of Nylok and Precote be combined into one surviving corporation, which surviving corporation shall be Nylok (the "Merger"), pursuant to and in accordance with Section 450.1711 of the Michigan Business Corporation Act, as amended (the "Act").

In consideration of the mutual promises, covenants and agreements hereinafter set forth, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, Nylok and Precote hereby agree as set forth in this Plan of Merger.

2. **Merger.** The effective date of the Merger shall be the date upon which the Certificate of Merger is filed by the Michigan Department of Labor and Economic Growth, Bureau of Commercial Services (the "Effective Date"). Subject to the approval of this Plan of Merger by the directors of Nylok, and provided this Plan of Merger is not terminated prior to the Effective Date:

- A. as of the Effective Date, Nylok and Precote shall merge into a single surviving corporation, which surviving corporation shall be Nylok;
- B. Nylok shall continue its corporate existence and remain a Michigan domestic corporation governed by and subject to the laws of the State of Michigan; and
- C. the officers of Nylok are directed to prepare, file and record all documents with the Michigan Department of Labor and Economic Growth-Bureau of Commercial Services and such other governmental offices as is necessary to consummate the merger of Precote with and into Nylok in accordance with this Plan of Merger and the laws of the State of Michigan, including, without limitation, a Certificate of Merger.

3. **Surviving Corporation.** Nylok will survive the Merger and continue thereafter as the surviving corporation, and its identity, name, existence, purposes, powers, privileges, franchises, rights, immunities, properties (real and personal), duties, liabilities and other obligations shall continue unaffected and unimpaired by the Merger. The corporate identity, name, existence, purposes, powers, privileges, franchises, rights, immunities, properties (real and personal), duties, liabilities and other obligations of Precote will be wholly merged into Nylok, and Nylok will be fully vested therewith. Accordingly, on the Effective Date, the separate existence of Precote, except insofar as continued by statute, will cease.

4. **Articles of Incorporation and By-Laws of Surviving Corporation.** The Articles of Incorporation and By-Laws of Nylok as they exist on the Effective Date will continue in full force and effect as the Articles of Incorporation and By-Laws of Nylok, as the surviving