

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/30/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Vinyl Corp.		05/13/2008	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Dietrich Industries, Inc.
Street Address:	P. O. Box 68
Internal Address:	4200 Route 22 East
City:	Blairsville
State/Country:	PENNSYLVANIA
Postal Code:	15717
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	3104511	V
Registration Number:	3159549	V

**CORRESPONDENCE DATA**

Fax Number: (412)355-6501  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 412-355-8303  
 Email: trademarks@klgates.com  
 Correspondent Name: Thomas J. Edgington  
 Address Line 1: 535 Smithfield Street  
 Address Line 2: Henry W. Oliver Building  
 Address Line 4: Pittsburgh, PENNSYLVANIA 15222-2312

NAME OF SUBMITTER:	Thomas J. Edgington
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**CH \$65.00 3104511**

Signature:	/Thomas J. Edgington/
Date:	07/21/2008
<b>Total Attachments: 8</b> source=Vinyl_Corp_Merger_to_Dietrich_Industries__Inc_#page1.tif source=Vinyl_Corp_Merger_to_Dietrich_Industries__Inc_#page2.tif source=Vinyl_Corp_Merger_to_Dietrich_Industries__Inc_#page3.tif source=Vinyl_Corp_Merger_to_Dietrich_Industries__Inc_#page4.tif source=Vinyl_Corp_Merger_to_Dietrich_Industries__Inc_#page5.tif source=Vinyl_Corp_Merger_to_Dietrich_Industries__Inc_#page6.tif source=Vinyl_Corp_Merger_to_Dietrich_Industries__Inc_#page7.tif source=Vinyl_Corp_Merger_to_Dietrich_Industries__Inc_#page8.tif	

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles/Certificate of Merger  
(15 Pa.C.S.)

- Domestic Business Corporation (§ 1926)  
 Domestic Nonprofit Corporation (§ 5926)  
 Limited Partnership (§ 8547)

Name			
Address	CT CORP-COUNTER		
City	State	Zip Code	

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania  
ARTICLES OF MERGER-BUSINESS 8 Page(s)



Fee: \$150 plus \$40 additional for each Party in additional to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is: <b>Dietrich Industries, Inc.</b>				
2. Check and complete one of the following:				
<input checked="" type="checkbox"/> The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):				
(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider <b>CT Corporation System</b>				County <b>Philadelphia</b>
<input type="checkbox"/> The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):				
(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
c/o				
<input type="checkbox"/> The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:				
Number and Street	City	State	Zip	

2008 MAY 13 PM 4: 22

2008 MAY 16 PM 12: 22

PA DEPT OF STATE

TRADEMARK  
REEL: 003819 FRAME: 0388



IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this 13<sup>th</sup> day of May, 2008.

DIETRICH INDUSTRIES, INC. (#165388)  
Name of Corporation/Limited Partnership

  
Signature

Vice-President & Secretary  
Title

VINYL CORP., a Florida Corporation  
Name of Corporation/Limited Partnership

  
Signature

Vice President-Secretary  
Title

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**PLAN AND AGREEMENT OF MERGER**

This PLAN AND AGREEMENT OF MERGER (the "Plan"), dated as of May 13, 2008, is entered into by and among Dietrich Industries, Inc., a Pennsylvania corporation ("Dietrich"), and Vinyl Corp., a Florida corporation ("Vinyl"). Dietrich and Vinyl are hereinafter sometimes collectively referred to as the "Constituent Corporations" and singly as a "Constituent Corporation."

**WITNESSETH:**

WHEREAS, Dietrich and Vinyl desire to effect a merger of Vinyl with and into Dietrich pursuant to Chapter 607 of the Florida Statute (the "Florida Statute") and the Pennsylvania Business Corporation Law (the "PA BCL"); and

WHEREAS, the authorized shares of Dietrich consist of 5,000,000 shares of Common Stock, \$.25 par value (the "Dietrich Shares"), of which there are 4,054,000 Dietrich Shares issued and outstanding; and

WHEREAS, the authorized shares of Vinyl consist of 400 shares of Common Stock, \$1.00 par value, of which there are 238.10 Vinyl Common Shares issued and outstanding; and

WHEREAS, the respective Boards of Directors of Dietrich and Vinyl have determined and declared it to be advisable and in the best interest of their respective corporations that Vinyl merge with and into Dietrich upon the terms and subject to the conditions herein provided; and

WHEREAS, the Board of Directors of Dietrich has, by resolution duly adopted, adopted and approved this Plan and directed that this Plan be executed by the undersigned officer and submitted to the sole shareholder of Dietrich for adoption and approval, with the recommendation of the Dietrich directors that this Plan be adopted and approved by the sole shareholder of Dietrich; and

WHEREAS, the Board of Directors of Vinyl has, by resolution duly adopted, adopted and approved this Plan and directed that this Plan be executed by the undersigned officer and submitted to the sole shareholder for adoption and approval, with the recommendation of the Vinyl directors that this Plan be adopted and approved by the sole shareholder of Vinyl; and

WHEREAS, all of the issued and outstanding shares of Vinyl are held by Dietrich;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties agree that Vinyl shall be merged with and into Dietrich and that the terms and

conditions of the merger, the mode of carrying the merger into effect, the manner and basis of converting the shares of the Constituent Corporations and certain other provisions relating to the merger shall be as hereinafter set forth.

## ARTICLE I

### THE MERGER

**Section 1.01. Surviving Corporation.** Subject to the terms and provisions of this Plan, and in accordance with the Florida Statute and the PA BCL, at the Effective Time (as defined in Section 1.07 of this Plan), Vinyl shall be merged with and into Dietrich (the "Merger"). Dietrich shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") of the Merger and shall continue its corporate existence under the laws of the Commonwealth of Pennsylvania. At the Effective Time, the separate corporate existence of Vinyl shall cease.

**Section 1.02. Effects of the Merger.** At the Effective Time, the Merger shall have the effects provided for in this Plan and in Chapter 607 of the Florida Statute and in Section 1929 of the PA BCL.

**Section 1.03. Articles of Incorporation.** As of the Effective Time, the Amended and Restated Articles of Incorporation of Dietrich, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter duly amended in accordance with the provisions thereof and applicable law.

**Section 1.04. Bylaws.** As of the Effective Time, the Bylaws of Dietrich, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter duly amended in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation and applicable law.

**Section 1.05. Directors of the Surviving Corporation.** At and after the Effective Time and until changed in the manner provided in the Bylaws or the Articles of Incorporation of the Surviving Corporation or as otherwise provided by law, the number of directors of the Surviving Corporation shall be the number of directors of Dietrich immediately prior to the Effective Time. At the Effective Time, each individual who is a director of Dietrich immediately prior to the Effective Time shall become a director of the Surviving Corporation and each such individual shall serve as a director of the Surviving Corporation for the balance of the term for which such individual was elected as a director of Dietrich and until his successor is duly elected and qualified in the manner provided in the bylaws or the articles of incorporation of the Surviving Corporation or as otherwise provided by law or until his earlier death, resignation or removal in the manner provided in the Bylaws or the Articles of Incorporation of the Surviving Corporation or as otherwise provided by law.

**Section 1.06. Officers of the Surviving Corporation.** At the Effective Time, each individual who is an officer of Dietrich immediately prior to the Effective Time shall become an officer of the Surviving Corporation, with each such individual to hold the same office in the Surviving Corporation, in accordance with the bylaws thereof, as he held in Dietrich immediately prior to the Effective Time.

**Section 1.07. Effective Time.** The Merger shall become effective in accordance with the applicable provisions of the Florida Statute and the PA BCL on May 30, 2008, at 11:59 p.m., Eastern Daylight Time. The date and time when the Merger shall become effective is herein referred to as the "Effective Time."

**Section 1.08. Additional Actions.** If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further conveyances, assignments, transfers, deeds, instruments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to and possession of any property or right of Vinyl acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Plan, Vinyl and its officers and directors shall be deemed to have granted hereby to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper conveyances, assignments, transfers, deeds, instruments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to, and the possession of, such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Plan; and the officers and directors of the Surviving Corporation are hereby fully authorized, in the name of Vinyl or otherwise, to take any and all such actions.

## ARTICLE II

### MANNER, BASIS AND EFFECT OF CONVERTING SHARES

**Section 2.01. Conversion of Shares.** At the Effective Time:

(a) Each of the 238.10 Vinyl Common Shares issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and shall cease to exist, and shall not be converted into shares of the Surviving Corporation or the right to receive cash, securities or any other right or property; and

(b) Each of the 4,054,000 Dietrich Shares issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, continue in existence and, at and after the Effective Time, shall represent an identical share of the Surviving Corporation.



**ARTICLE III**

**APPROVAL; MISCELLANEOUS**

**Section 3.01. Approval.** This Plan shall be submitted for approval by the sole shareholder of Dietrich and by the sole shareholder of Vinyl.


**Section 3.02. Counterparts.** This Plan may be executed in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

**Section 3.03. Consent to Service of Process in the State of Florida.** The Surviving Corporation hereby consents to be sued and served with process in the State of Florida in any proceeding in the State of Florida to enforce against the Surviving Corporation any obligation of Vinyl, or to enforce the rights of a dissenting shareholder of Vinyl, and the Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Florida as the Surviving Corporation's agent to accept service of process in any such proceeding in the State of Florida.


**Section 3.04. Principal Office of the Surviving Corporation.** The principal office of the Surviving Corporation shall be located at P.O. Box 68, 4200 Route 22 East, Blairsville, Pennsylvania 15717.

**IN WITNESS WHEREOF,** Dietrich and Vinyl have caused this Plan to be signed by their respective duly authorized officers on the date first above written.

DIETRICH INDUSTRIES, INC.,  
a Pennsylvania corporation

By:   
Dale T. Brinkman, its  
Vice President and Secretary

VINYL CORP,  
a Florida corporation

By:   
Dale T. Brinkman, its  
Vice President and Secretary

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

May 20, 2008

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Dietrich Industries, Inc.

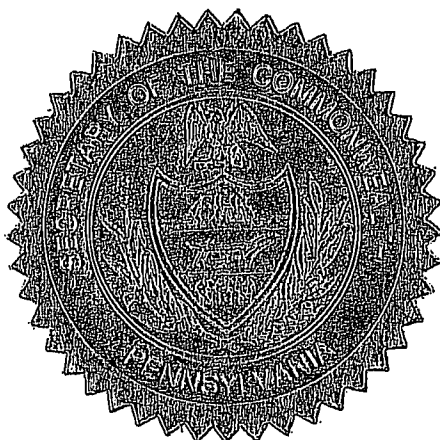
I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania

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do hereby certify that the foregoing and annexed is a true and correct

photocopy Articles of Merger

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

*Pedro A. Cortés*

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Secretary of the Commonwealth