

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/1998		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Alphagary Corporation		12/15/1997	CORPORATION: NEW JERSEY
<b>RECEIVING PARTY DATA</b>			
Name:	Evode U.S.A. Inc.		
Street Address:	107 Pioneer Street		
City:	Leominster		
State/Country:	MASSACHUSETTS		
Postal Code:	01453		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	2092536	SMOKEGUARD	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(508)929-3093		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	trademark@bowditch.com		
Correspondent Name:	Michele J. Young		
Address Line 1:	311 Main Street		
Address Line 4:	Worcester, MASSACHUSETTS 01608		
ATTORNEY DOCKET NUMBER:	070982.4011-001		
NAME OF SUBMITTER:	Michele J. Young		
Signature:	/Michele J. Young/		

CH \$40.00 2092536

Date:

09/04/2009

Total Attachments: 4

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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:

"ALPHAGARY CORPORATION", A NEW JERSEY CORPORATION,  
WITH AND INTO "EVODE U.S.A. INC." UNDER THE NAME OF "EVODE U.S.A. INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 1997, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 1998.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7513102

DATE: 09-04-09

TRADEMARK  
REEL: 004057 FRAME: 0379

**CERTIFICATE OF OWNERSHIP AND MERGER  
MORGING**

**ALPHAGARY CORPORATION**

**INTO**

**EVODE U.S.A. INC.**

\* \* \* \* \*

**EVODE U.S.A. INC.**, a corporation organized and existing under the laws of Delaware,  
**DOES HEREBY CERTIFY**

**FIRST:** That this corporation was incorporated on the 15th day of February, 1989, pursuant to the General Corporation Law of the State of Delaware

**SECOND:** That this corporation owns all of the outstanding shares of the stock of AlphaGary Corporation, a corporation incorporated on the 3rd day of July, 1990, pursuant to the Business Corporation Act of the State of New Jersey

**THIRD:** That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 15th day of December, 1997, determined to and did merge into itself said AlphaGary Corporation:

**RESOLVED**, that Evode U. S. A. Inc merge, and it hereby does merge into itself said AlphaGary Corporation and assumes all its obligations, and

**FURTHER RESOLVED**, that the merger shall become effective on January 1, 1998 at 12:01 a.m.; and

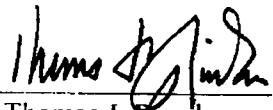
**FURTHER RESOLVED**, that the terms and conditions of the merger are as outlined in the Plan of Merger attached hereto as Exhibit A, and

**FURTHER RESOLVED**, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of

the resolutions to merge said AlphaGary Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger

**IN WITNESS WHEREOF**, said Evode U.S.A. Inc. has caused this Certificate to be signed by Thomas J. Riordan, its Vice President, this 15th day of December, 1997.

**EVODE U.S.A. INC.**

By  \_\_\_\_\_  
Thomas J. Riordan  
Vice President

**PLAN OF OWNERSHIP AND MERGER**

Plan of Ownership and Merger (the "Plan") of AlphaGary Corporation, a New Jersey corporation ("AlphaGary"), with and into its parent corporation, Evode U.S.A. Inc., a Delaware corporation ("Evode U.S.A.").

The following summarizes the basic terms and conditions of the merger between the aforesaid parties:

**ARTICLE 1**

**MERGER OF ALPHAGARY WITH AND INTO EVODE U.S.A.**

1.1 The Merger. At the Effective Time (as hereinafter defined), subject to the terms and conditions of this Plan and pursuant to the provisions of the General Corporation Law of Delaware, AlphaGary shall be merged with and into its parent corporation, Evode U.S.A. (the "Merger"), the separate existence of AlphaGary (except as may be continued by operation of law) shall cease, and Evode U.S.A. shall continue as the surviving corporation. The Merger shall have the effects set forth herein and the effects set forth in the General Corporation Law of Delaware.

1.2 Effective Date and Time of Merger. The Certificate of Ownership and Merger shall provide that the Merger shall be effective January 1, 1998 at 12:01 a.m. (the "Effective Date and Time").

**ARTICLE 2**

**CANCELLATION OF SHARES**

2.1 Cancellation of Shares. At the Effective Date and Time, by virtue of the Merger and without any action on the part of AlphaGary or the holders of each share of \$10 par value common stock of AlphaGary issued and outstanding immediately prior to the Effective Date and Time shall be cancelled and retired and no payment shall be made with respect thereto.

**ARTICLE 3**

**SHAREHOLDER & BOARD OF DIRECTORS CONSENT**

3.1 The foregoing Plan of Ownership and Merger was duly adopted by the Sole Shareholder and the Board of Directors of each respective corporation on the 15th day of December, 1997.