

USPTO

6/30/2010 10:56:48 AM

PAGE 4/015

Fax Server

O:ROLAND SNYDER COMPANY:20 W MAIN STREET COURT STE 200

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.106/25/2010
900165547

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
John Wagner Associates, Inc.		01/01/2010	CORPORATION:
RECEIVING PARTY DATA			
Name:	Grabber Construction Products, Inc.		
Street Address:	20 W Main Street Court STE 200		
City:	Alpine		
State/Country:	UTAH		
Postal Code:	84004		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 28			
Property Type	Number	Word Mark	
Serial Number:	77302125	SUPERDRIVE	
Registration Number:	1617318	A-HEAD ABOVE THE REST	
Registration Number:	2412833	CB	
Registration Number:	2409788	CB	
Registration Number:	1609557	DECKMASTER	
Registration Number:	2254312	DRIVALL	
Registration Number:	2673484	G	
Registration Number:	0926677	GRABBER	
Registration Number:	3373906	GRABBER	
Registration Number:	2318520	GRABBER ROCKER	
Registration Number:	2390840	GRABBER SUPERDRIVE	
Registration Number:	1520550	GRABBER-GARD	
Registration Number:	1620813	HANGTITE	

OP \$715.00 77302125

700440726

TRADEMARK
REEL: 004238 FRAME: 0297

USPTO

6/30/2010 10:56:48 AM PAGE 5/015 Fax Server

O:ROLAND SNYDER COMPANY:20 W MAIN STREET COURT STE 200

Registration Number:	1774937	IMPACT METAL STUD EATER
Registration Number:	2133225	PLYLITE
Registration Number:	1619431	SCORPION
Registration Number:	2928846	SCORPION
Registration Number:	2125537	SCORPION
Registration Number:	1532652	SCORPION
Registration Number:	2125538	SCORPION
Registration Number:	1005226	STREAKER
Registration Number:	0956789	THE GRABBER LINE
Serial Number:	72420938	STUD-LOK
Serial Number:	73423006	
Serial Number:	78638055	
Serial Number:	78638073	
Serial Number:	73318654	
Serial Number:	74019397	

CORRESPONDENCE DATA

Fax Number: (801)492-3799
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 801-492-3880
 Email: roland.snyder@grabberman.com
 Correspondent Name: Roland Snyder
 Address Line 1: 20 W Main Street Court STE 200
 Address Line 4: Alpine, UTAH 84004

NAME OF SUBMITTER:	Roland Snyder
--------------------	---------------

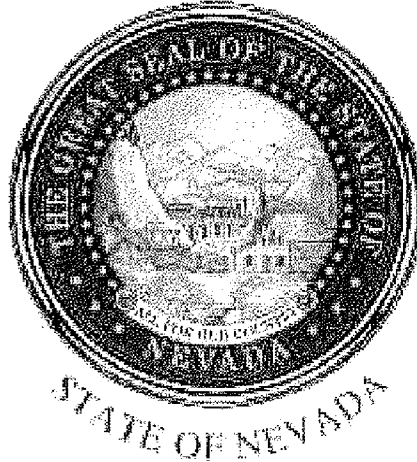
Signature:	/Roland Snyder/
------------	-----------------

Date:	06/25/2010
-------	------------

Total Attachments: 10

source=Grabber Construction Products Inc Articles of Merger#page1.tif
 source=Grabber Construction Products Inc Articles of Merger#page2.tif
 source=Grabber Construction Products Inc Articles of Merger#page3.tif
 source=Grabber Construction Products Inc Articles of Merger#page4.tif
 source=Grabber Construction Products Inc Articles of Merger#page5.tif
 source=Grabber Construction Products Inc Articles of Merger#page6.tif
 source=Grabber Construction Products Inc Articles of Merger#page7.tif
 source=Grabber Construction Products Inc Articles of Merger#page8.tif
 source=Grabber Construction Products Inc Articles of Merger#page9.tif
 source=Grabber Construction Products Inc Articles of Merger#page10.tif

SECRETARY OF STATE

**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **GRABBER CONSTRUCTION PRODUCTS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 27, 2009, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on May 21, 2010.



[Signature]
ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20100521-1037
You may verify this electronic certificate
online at <http://www.nvsos.gov/>

TRADEMARK

REEL: 004238 FRAME: 0299

USPTO

6/30/2010 10:56:48 AM

PAGE

6/015

Fax Server

O:ROLAND SNYDER COMPANY:20 W MAIN STREET COURT STE 200

Jan. 8. 2010 11:59AM

Strong & Hanni Law Firm

No. 0506 P. 4



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvssos.gov

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20100010090-23
	Filing Date and Time 01/08/2010 11:15 AM
	Entity Number E0467552009-1

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Merger
(Pursuant to NRS Chapter 92A - excluding 92A.200(4b))

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

John Wagner Associates, Inc.

Name of merging entity

California

Jurisdiction

Corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Grabber Construction Products, Inc.

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised: 3-20-09

TRADEMARK
REEL: 004238 FRAME: 0300

USPTO

6/30/2010 10:56:48 AM

PAGE

7/015

Fax Server

O:ROLAND SNYDER COMPANY:20 W MAIN STREET COURT STE 200

Jan. 8. 2010 11:59AM

Strong & Hanni Law Firm

No. 0506 P. 5



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4620
(775) 884 5708
Website: www.nvssos.gov

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 2

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.1 99):

Attn: James Martin, Assistant Secretary

c/o: The Corporation Trust Company of Nevada
6100 Neil Road
Suite 500
Reno, NV 89511

3) (Choose one)

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200) (options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2
Revised: 3-26-06

USPTO

6/30/2010 10:56:48 AM PAGE 8/015 Fax Server

O:ROLAND SNYDER COMPANY;20 W MAIN STREET COURT STE 200

Jan. 8. 2010 11:59AM Strong & Hanni Law Firm

No. 0506 P. 6



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nysos.gov

Articles of Merger
(PURSUANT TO NRS 82A.200)
Page 3

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

(b) The plan was approved by the required consent of the owners of:

John Wagner Associates, Inc.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Grabber Construction Products, Inc.

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 82A Merger Page 3
Revised: 3-28-09

TRADEMARK
REEL: 004238 FRAME: 0302

USPTO

6/30/2010 10:56:48 AM PAGE 9/015 Fax Server

O:ROLAND SNYDER COMPANY:20 W MAIN STREET COURT STE 200

Jan. 8. 2010 11:59AM Strong & Hanni Law Firm

No. 0506 P. 7



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 6708
Website: www.nvsoa.gov

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 4

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 62A Merges Page 4
Revised: 3-28-02

TRADEMARK
REEL: 004238 FRAME: 0303

USPTO

6/30/2010 10:56:48 AM

PAGE 10/015

Fax Server

O:ROLAND SNYDER COMPANY:20 W MAIN STREET COURT STE 200

Jan. 8. 2010 11:59AM

Strong & Hanni Law Firm

No. 0506 P. 8



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 6708
Website: www.nvzso.gov

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 5

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

6) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

None.

8) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)**:

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5
Revised: 3-26-09

TRADEMARK
REEL: 004238 FRAME: 0304

USPTO

6/30/2010 10:56:48 AM

PAGE 11/015

Fax Server

O:ROLAND SNYDER COMPANY:20 W MAIN STREET COURT STE 200

Jan. 8. 2010 11:59AM

Strong & Hanni Law Firm

No. 0506 P. 9



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 6

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

(If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

John Wagner Associates, Inc.

Name of merging entity

X *Roland Snyder*
Signature

CFO and Secretary
Title

4 Jan 2010
Date

Name of merging entity

X
Signature

Title

Date

Name of merging entity

X
Signature

Title

Date

Name of merging entity

X
Signature

Title

Date

Grabber Construction Products, Inc.

Name of surviving entity

X *Roland Snyder*
Signature

CFO and Secretary
Title

4 Jan 2010
Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6
Revised: 3-28-09

USPTO

6/30/2010 10:56:48 AM PAGE 12/015 Fax Server

O:ROLAND SNYDER COMPANY:20 W MAIN STREET COURT STE 200

Jan. 8. 2010 12:00PM Strong & Hanni Law Firm

No. 0506 P. 10

PLAN OF REORGANIZATION AND MERGER AGREEMENT

THIS PLAN OF REORGANIZATION AND MERGER AGREEMENT is made effective 1 January 2010, by and between the following parties:

Parent Corporation:

JOHN WAGNER ASSOCIATES, INC., a
California corporation
dba Grabber Construction Products
20 West Main Street
Alpine, UT 84004
("JWA")

and

Wholly Owned Subsidiary Corporation:

GRABBER CONSTRUCTION PRODUCTS, INC., a
Nevada corporation
20 West Main Street
Alpine, Ut 84004
("GCP")

RECITALS:

A. JWA is desirous of redomesticating from California into Nevada; however the California Corporations Code does not allow for redomestication into another state;

B. Therefore, the parties desire to effect such redomestication by virtue of a merger of JWA, as the parent corporation, into its wholly owned subsidiary corporation, GCP, in the State of Nevada ;

C. The parties desire and intend that this merger be considered a "Type F" reorganization (i.e., a mere change in place of organization) under Internal Revenue Code ("IRC") § 368(a)(1)(F);

D. JWA, as the sole shareholder of GCP, has approved this merger, and the John Wagner Associates, Inc. Employee Stock Ownership Plan and Trust (the "ESOP"), the sole shareholder of JWA, has approved this merger pursuant to a pass-through vote of all ESOP participants, which resulted in all of the shares of JWA being voted in favor of the merger; and

E. JWA has filed with the Internal Revenue Service a QSub election (Form 8869) with respect to GCP.

Jan. 8. 2010 12:00PM Strong & Hanni Law Firm

No. 0506 P. 11

NOW, THEREFORE, the parties agree as follows:

1. Articles of Merger. Articles of merger shall be filed concurrently in the States of California and Nevada, in form and substance approved by both parties, in order to effect the merger of JWA into GCP. The parties shall also cause to be filed such other documents as may be required under the laws of Nevada and California. The merger shall become effective upon the filing of such articles of merger and other required documents and the payment of required fees to the States of California and Nevada.

2. Certain Effects of Merger. After the effective date of the merger, the separate existence of JWA shall cease, and JWA shall be merged into GCP which, as the surviving corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of JWA; and all of the rights, privileges, powers, and franchises of JWA, and all property, real, personal, and mixed, and all debts due to JWA on whatever account, as well for stock subscriptions and all other things in action or belonging to JWA, shall be vested in GCP; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of GCP as they were of JWA, and the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in JWA, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of JWA shall be preserved unimpaired, and all debts, liabilities, and duties of JWA shall thenceforth attach to GCP and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the effective date of the merger, the last acting officers of JWA or the corresponding officers of GCP, may, in the name of JWA, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as GCP may deem necessary or desirable in order to vest, perfect, or confirm in GCP title to and possession of all JWA's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

3. Tax Attributes and EIN. GCP shall succeed to all of the tax attributes of JWA and shall, for all purposes, including federal and state taxation, be considered the same corporate entity as JWA. Therefore, as directed by Rev. Rul. 73-526, 1973-2.C.B.404, GCP shall not obtain a new Federal Employer Identification Number, but shall continue to use the EIN of JWA. The parties shall cooperate in providing appropriate notices to the various federal and state taxing authorities.

4. S Corporation Status. The parties desire and intend that, pursuant to Rev. Rul. 64-250, 1964-2.C.B.333, JWA's election to be taxed and treated as an S corporation under IRC § 1371(a) shall continue with GCP. The parties shall cooperate in providing appropriate notice to the Internal Revenue Service.

Jan. 8. 2010 12:00PM Strong & Hanni Law Firm

No. 0506 P. 12

5. Name of Surviving Corporation; Certificate of Incorporation; Bylaws; ESOP and 401(k) Plan.

(a) *Name of Surviving Corporation.* The name of the surviving corporation from and after the effective date of the merger shall be GRABBER CONSTRUCTION PRODUCTS, INC.

(b) *Certificate of Incorporation.* The Certificate of Incorporation of GCP as in effect on the date hereof shall from and after the effective date of the merger be, and continue to be, the Certificate of Incorporation of GCP until changed or amended as provided by law.

(c) *Bylaws.* The Bylaws of GCP, as in effect immediately before the effective date of the merger, shall from and after the effective date be, and continue to be, the Bylaws of GCP until amended as provided therein.

(d) *ESOP and 401(k) Plan.* GCP shall succeed to JWA's status as the sponsor of the ESOP and 401(k) Plan, and the trustees of each such plan shall remain unchanged.

6. Board; Officers. The board of directors and executive officers of GCP shall initially be identical to those of JWA.

7. Authorized Capital. The authorized number of shares of Class A Common Stock (4,000,000) and Class B Common Stock (2,000,000) of GCP is identical to the authorized number of shares of JWA.

8. Conversion of Shares. The outstanding share ownership in GCP shall initially be identical to that in JWA. Thus, the sole shareholder of JWA shall, promptly upon the filing of the articles of merger as provided in Section 1 above, has agreed to to surrender the shareholder's share certificate in JWA to JWA, accompanied by an irrevocable stock power executed by the shareholder, and in exchange therefor, the shareholder shall receive a share certificate for GCP for an equal and identical number of shares of the same class of Common Stock. The shares of Common Stock of GCP that are owned by JWA as of the effective time of the merger shall be cancelled.

[Signatures on following page]

USPTO

6/30/2010 10:56:48 AM

PAGE 15/015

Fax Server

O:ROLAND SNYDER COMPANY:20 W MAIN STREET COURT STE 200

Jan. 8. 2010 12:00PM Strong & Hanni Law Firm

No. 0506 P. 13

IN WITNESS WHEREOF, the parties have executed this Plan of Reorganization and Merger Agreement on the dates shown below, intended to be effective as of the date first shown above.

JOHN WAGNER ASSOCIATES, INC.

Date: 4 Jan 2010

By: Roland Snyder
Title: Chief Financial Officer & Secretary

GRABBER CONSTRUCTION PRODUCTS, INC.

Date: 4 Jan 2010

By: Roland Snyder
Title: Chief Financial Officer & Secretary