

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2010		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
John Wagner Associates, Inc.		01/01/2010	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
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: NEVADA		
<b>PROPERTY NUMBERS Total: 3</b>			
Property Type	Number	Word Mark	
Serial Number:	75089659	PLYLITE	
Serial Number:	77646365	BARRACUDA	
Serial Number:	77646354	COLORMAX	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(801)492-3799		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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/		

OP \$90.00 75089659

**900168382**

**TRADEMARK  
 REEL: 004252 FRAME: 0346**

Date:

08/02/2010

**Total Attachments: 12**

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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 1**

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

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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**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: 3-26-09



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

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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.190):

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: 3-26-09



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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 3**

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(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 92A Merger Page 3  
Revised: 3-26-09

**TRADEMARK**  
**REEL: 004252 FRAME: 0350**



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

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**(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;

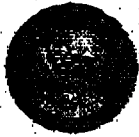
\_\_\_\_\_

**Name of surviving entity, if applicable**

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 4  
Revised: 3-26-09

**TRADEMARK**  
**REEL: 004252 FRAME: 0351**



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

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

None.

6) 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).



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

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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 *Robert 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 *Robert 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: 3-26-09



## 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.

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.

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]*

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.

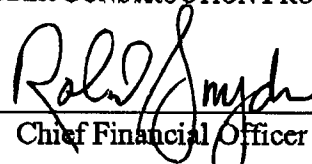
JOHN WAGNER ASSOCIATES, INC.

Date: 4 Jan 2010

By:   
Title: Chief Financial Officer & Secretary\_\_

GRABBER CONSTRUCTION PRODUCTS, INC.

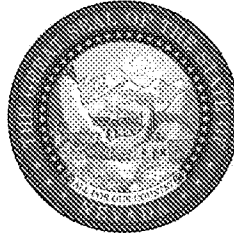
Date: 4 Jan 2010

By:   
Title: Chief Financial Officer & Secretary\_\_

STATE OF NEVADA

**ROSS MILLER**  
Secretary of State

**SCOTT W. ANDERSON**  
Deputy Secretary  
for Commercial Recordings



OFFICE OF THE  
SECRETARY OF STATE

**Commercial Recordings Division**  
202 N. Carson Street  
Carson City, NV 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138

LEVI TAYLOR  
GRABBER CONSTRUCTION PRODUCTS  
20 W MAIN STREET COURT SUITE #200  
ALPINE, UT 84004

**Job: C20100521-1037**  
May 21, 2010

**Special Handling Instructions:**

**Charges**

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Cert of Existence (good standing - short form)	20090647451-58		1	\$50.00	\$50.00
Total					\$50.00

**Payments**

Type	Description	Amount
Credit	206840110052142380014	\$50.00
Total		\$50.00

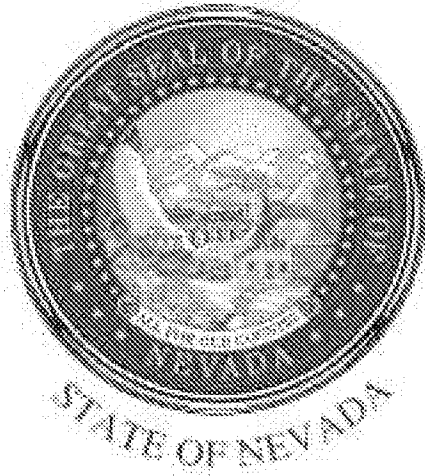
**Credit Balance: \$0.00**

**Job Contents:**

Web Certificate of Good Standing 1  
Short(s):

LEVI TAYLOR  
GRABBER CONSTRUCTION PRODUCTS  
20 W MAIN STREET COURT SUITE #200  
ALPINE, UT 84004

# SECRETARY OF STATE

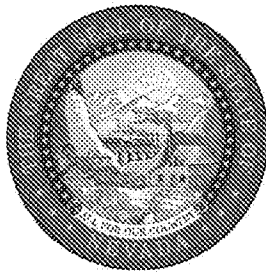


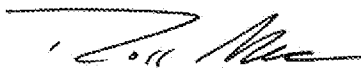
## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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.



  
ROSS MILLER  
Secretary of State

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