

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nurre Caxton Company		12/17/2008	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	N&B Industries, Inc.		
Street Address:	40 Eisenhower Drive		
City:	Paramus		
State/Country:	NEW JERSEY		
Postal Code:	07652		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3898290	METROPOLITAN	
Registration Number:	2701295	NEOPOLITAN	
CORRESPONDENCE DATA			
Fax Number:	(914)288-0023		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	914.821.9072		
Email:	tmdocket@leasonellis.com		
Correspondent Name:	Karin Segall c/o Leason Ellis LLP		
Address Line 1:	81 Main Street, Suite 503		
Address Line 4:	White Plains, NEW YORK 10601		
ATTORNEY DOCKET NUMBER:	2612/8000-000		
NAME OF SUBMITTER:	Karin Segall		
Signature:	/karinsegall/		

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REEL: 004489 FRAME: 0244

Date:

03/02/2011

Total Attachments: 6

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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:

"NURRE CAXTON COMPANY", A FLORIDA CORPORATION,

"W & B MARKETING, INC.", A CALIFORNIA CORPORATION,

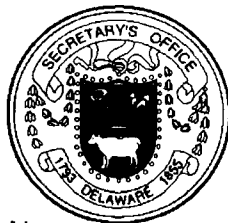
WITH AND INTO "N&B INDUSTRIES, INC." UNDER THE NAME OF "N&B INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2008, AT 6:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2915829 8100M

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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7034077

DATE: 12-18-08

TRADEMARK
REEL: 004489 FRAME: 0246

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
NURRE CAXTON COMPANY AND W & B MARKETING, INC.
INTO
N&B INDUSTRIES, INC.**

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

N&B INDUSTRIES, INC. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

FIRST: The Corporation was incorporated on July 1, 1998, pursuant to the DGCL and is existing thereunder.

SECOND: Nurre Caxton Company ("Nurre Caxton"), a Florida corporation, was incorporated on May 1, 1980 pursuant to the laws of the State of Florida and is existing thereunder. W & B Marketing, Inc. ("W & B"), a California corporation was incorporated on September 11, 1985 pursuant to the laws of the State of California and is existing thereunder.

THIRD: The Corporation owns (i) 100% of the outstanding shares of common stock, par value \$0.50 per share, of Nurre Caxton (the "Nurre Caxton Shares"), the Nurre Caxton Shares being the only class of capital stock of Nurre Caxton of which there are outstanding shares that, absent Section 253 of the DGCL, would be entitled to vote on the Merger (as defined below), and (ii) 100% of the outstanding shares of capital stock of W & B (the "W & B Shares"), the W & B Shares being the only class of capital stock of W & B of which there are outstanding shares that, absent Section 253 of the DGCL, would be entitled to vote on the Merger.

FOURTH: By resolutions of the Board of Directors of the Corporation, duly adopted and filed with the minutes of the Corporation, pursuant to Section 141(f) of the DGCL, the Merger was approved. Shareholder approval of the Merger is not required by the DGCL, the laws of the State of Florida or the laws of the State of California.

FIFTH: The Corporation, by the resolutions of its Board of Directors attached hereto as Exhibit A, duly adopted on December 17, 2008 pursuant to Section 141(f) of the DGCL and filed with the minutes of the Corporation, resolved that, and effective December 31, 2008, after the filing of this Certificate of Ownership and Merger with the

Secretary of State of the State of Delaware, each of Nurre Caxton and W & B shall, merge itself into the Corporation (the "Merger"), with the Corporation continuing as the surviving corporation.

SIXTH: This Certificate of Ownership and Merger shall be effective on December 31, 2008.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of
Ownership and Merger to be executed in its corporate name by its duly authorized officer
this 17th day of December, 2008.

N&B INDUSTRIES, INC.

By: 

Name: Seth H. Hollander

Title: Vice President

{Signature Page to Certificate of Ownership and Merger}

Resolutions of the Board of Directors (the "Board of Directors")
of N&B INDUSTRIES, INC. (the "Corporation")

WHEREAS, the Corporation wishes to enter into a short-form merger agreement (the "Merger Agreement") with each of its wholly-owned subsidiaries, being (i) Nurre Caxton Company ("Nurre Caxton"), a Florida corporation, pursuant to which a short-form merger (the "Nurre Caxton Merger") of Nurre Caxton with and into the Corporation, with the Corporation as the surviving corporation (the "Surviving Corporation"), would occur and be effected under Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), and (ii) W & B Marketing, Inc. ("W & B"), a California corporation, pursuant to which a short-form merger (the "W & B Merger") and, collectively with the Nurre Caxton Merger, the "Mergers") of W & B with and into the Corporation, with the Corporation as the Surviving Corporation, would occur and be effected under Section 253 of the DGCL; and

WHEREAS, the Board of Directors, by unanimous written consent dated December 17, 2008, authorized and approved in all respects the Merger Agreement, the Mergers and the other transactions contemplated by the Merger Agreement, by adopting the following resolutions:

(i) Merger Agreement with Nurre Caxton and W & B.

RESOLVED, that the Merger Agreement, by and among Nurre Caxton, W & B and the Corporation and the transactions contemplated thereby, including the Nurre Caxton Merger and W & B Merger, is hereby authorized and approved and the Corporation be, and it hereby is, authorized to enter into and perform its obligations under the Merger Agreement; and it is further

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized in the name and on behalf of the Corporation, to execute and deliver the Merger Agreement in substantially the form attached hereto as Annex B, with such changes as such officer(s) executing the same may approve, the execution and delivery of such agreement by such officer to be deemed conclusive evidence that the Board of Directors and the Corporation has approved and does approve such agreement as executed; and it is further

RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized, directed and empowered to take or cause to be taken such other action as they deem necessary or desirable in connection with the consummation of the transactions contemplated by the Merger Agreement and in connection therewith to execute and deliver any and all documents and to incur any and all expenses as they may deem necessary or desirable; and it is further

(ii) Short-Form Mergers with Nurre Caxton and W & B.

RESOLVED, that effective December 31, 2008, after the filing of an appropriate certificate of merger embodying these resolutions, pursuant to the provisions contained in Section 253 and in accordance with Section 103 of the DGCL, with the Secretary of State of the

State of Delaware, and in accordance with the provisions of the Merger Agreement, (i) Nurre Caxton shall merge itself with and into the Corporation and the separate existence of Nurre Caxton shall cease, with the Corporation being the Surviving Corporation, and (ii) W & B shall merge itself with and into the Corporation and the separate existence of W & B shall cease, with the Corporation being the Surviving Corporation; and it is further;

(iii) General Authorization.

RESOLVED, that any officer of the Corporation be, and each of them individually hereby is, authorized, in the name and on behalf of the Corporation, to execute and deliver the Transfer Agreement and the Merger Agreement (collectively, the "Principal Agreements") and any other agreements or amendments related thereto or required thereby containing such terms and conditions, setting forth such rights and obligations and otherwise addressing or dealing with such subjects or matters determined to be necessary, appropriate or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such determination, and to do all such other acts or deeds as are or as are deemed by such officer to be necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and the foregoing resolutions; and it is further

RESOLVED, that the Corporation be, and it hereby is, authorized to perform fully its obligations under the Principal Agreements and any such other agreements or amendments and to engage without limitation in such other transactions, arrangements or activities (collectively, the "Activities") as are reasonably related or incident to or which will serve to facilitate or enhance for the benefit of the Corporation and its subsidiaries the transactions contemplated by these resolutions, including without limitation any modification, extension or expansion (collectively, the "Changes") of any of the Activities or of any other transactions, arrangements or activities resulting from any of the Changes and to enter into such other agreements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and it is further

RESOLVED, that all actions previously taken by any director, officer, employee or agent of the Corporation in connection with or related to the matters set forth in or reasonably contemplated or implied by the foregoing resolutions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED, that in connection with the transactions contemplated by the preceding resolutions, the Secretary be, and hereby is, authorized in the name and on behalf of the Corporation, to certify any more formal or detailed resolutions as such officer may deem necessary, appropriate or desirable to effectuate the intent of the foregoing resolutions; and that thereupon such resolutions shall be deemed adopted as and for the resolutions of the Board of Directors as if set forth at length herein.