

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bayco Products, Ltd.		12/28/2006	LIMITED PARTNERSHIP: TEXAS

RECEIVING PARTY DATA

Name:	Bayco Products, Inc.
Street Address:	640 S. Sanden Blvd
City:	Wylie
State/Country:	TEXAS
Postal Code:	75098
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3235460	
Registration Number:	3366683	NIGHTSTICK
Registration Number:	3191165	BAYCO
Registration Number:	3365614	BAYCO
Registration Number:	3054986	BAYCO
Registration Number:	3054982	BAYCO
Registration Number:	3507898	FIND IT - FIX IT
Registration Number:	3562798	DUAL-MODE MULTI-FUNCTION
Registration Number:	1852198	SAFE-N-EZY

CORRESPONDENCE DATA

Fax Number: (817)878-0501
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 817.878.0500
 Email: tgwynne@whitakerchalk.com

900188154

**TRADEMARK
 REEL: 004513 FRAME: 0086**

OP \$240.00 3235460

Correspondent Name: Richard L. Schwartz
Address Line 1: 301 Commerce Street
Address Line 2: Suite 3500
Address Line 4: Fort Worth, TEXAS 76102

ATTORNEY DOCKET NUMBER:	20665.000
NAME OF SUBMITTER:	Richard L. Schwartz
Signature:	/richardlschwartz20665.000/
Date:	03/31/2011

Total Attachments: 8
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Corporations Section

CERTIFICATE OF CONVERSION

Pursuant to the provisions of the Texas Business Organizations Code, BAYCO PRODUCTS, LTD., a Texas limited partnership ("Converting Entity"), adopts the following Certificate of Conversion for the purpose of converting the Converting Entity into a Texas corporation to be called BAYCO PRODUCTS, INC. (the "Converted Entity").

1. The name and place of formation of the Converting Entity is:
BAYCO PRODUCTS, LTD., a Texas limited partnership.
2. The Plan of Conversion (the "Plan"), was approved by the equity owners of the Converting Entity in the manner prescribed by its constituent documents and the Texas Business Organizations Code, and is attached hereto as Exhibit "A" (excluding Exhibit "A" to the Plan) and incorporated herein for all purposes.
3. The number of partnership units outstanding of the Converting Entity and the designation and number of outstanding partnership units of each class entitled to vote as a class on the Plan are as follows:

Name of Limited Partnership	Number of Partnership Units Outstanding	Entitled to Vote as a Class	
		Designation Of Class	Number of Partnership Units
BAYCO PRODUCTS, LTD.	10	General Partnership Units	10
BAYCO PRODUCT, LTD.	990	Limited Partnership Units	990

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Secretary of State

Name of Limited Partnership	Number of Partnership Units Not Entitled to Vote as a Class		Number of Partnership Units Entitled To Vote as a Class		
	Voted For	Voted Against	Class	Voted For	Voted Against
BAYCO PRODUCTS, LTD.	N/A	N/A	General Partnership Units	10	0
BAYCO PRODUCTS, LTD.	N/A	N/A	Limited Partnership Units	990	0

4. The Certificate of Formation of the Converted Entity is attached hereto as Exhibit "B".

5. The Converted Entity will be liable for the franchise taxes, if any, owed by the Converting Entity.

DATED: December 28, 2006, but effective January 1, 2007.

CONVERTING ENTITY:

BAYCO PRODUCTS, LTD., a Texas corporation
 By: BAYCO PRODUCTS MANAGEMENT, LLC, its
 General Partner

By: 
 JUAN BAYAT, President

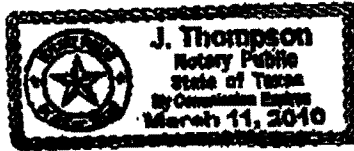
STATE OF TEXAS

COUNTY OF COLLIN

§
§
§

This instrument was sworn to and acknowledged before me on December 28, 2006, by
BIJAN BAYAT, President of BAYCO PRODUCTS MANAGEMENT, LLC, a Texas LLC, the
sole general partner of BAYCO PRODUCTS, LTD., a Texas limited partnership.

(SEAL)



J. Thompson
Notary Public, State of Texas

My Commission Expires:

MARCH 11, 2010

Printed or Stamped Name:

J. THOMPSON

Exhibit "A"

PLAN OF CONVERSION FOR BAYCO PRODUCTS, LTD.

THIS PLAN OF CONVERSION is entered into by BAYCO PRODUCTS, LTD., a Texas limited partnership, which is converting to a Texas corporation.

1. BAYCO PRODUCTS, LTD., hereby adopts this plan of conversion, in order to convert to BAYCO PRODUCTS, INC., a Texas corporation.
2. By the conversion, BAYCO PRODUCTS, LTD. will be continuing its existence in the form of a Texas corporation.
3. Each GENERAL PARTNERSHIP UNIT in BAYCO PRODUCTS, LTD., will be converted into ONE (1) share of VOTING COMMON STOCK of BAYCO PRODUCTS, INC. Each LIMITED PARTNERSHIP UNIT in BAYCO PRODUCTS, LTD., will be converted into ONE (1) share NON-VOTING COMMON STOCK of BAYCO PRODUCTS, INC.
4. The Bylaws of BAYCO PRODUCTS, INC., are attached as Exhibit "A" to this Plan.
5. For federal income tax purposes, the conversion of BAYCO PRODUCTS, LTD. into BAYCO PRODUCTS, INC. is intended to constitute a § 368(a)(1)(F) reorganization. This Plan of Conversion shall constitute a plan of reorganization, for Federal income tax purposes, with BAYCO PRODUCTS, INC. succeeding to the S corporation election of BAYCO PRODUCTS, LTD.
6. The shareholders of BAYCO PRODUCTS, INC., shall not assume or otherwise agree to become personally liable for the debts and obligations of BAYCO PRODUCTS, INC., as a result of the conversion, except to the extent that they shall have previously expressly incurred liability for any such debts or obligations as a guarantor.
7. THE CONVERSION WILL BECOME EFFECTIVE January 1, 2007.

Executed this 28th day of December, 2006.

BAYCO PRODUCTS, INC.

By: 

BIJAN BAYAT, President

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Corporations Section

CERTIFICATE OF FORMATION
OF
BAYCO PRODUCTS, INC.

The undersigned organizer of BAYCO PRODUCTS, INC. (the "Corporation"), acting pursuant to the Texas Business Organizations Code, hereby adopts the following Certificate of Formation for the Corporation:

ARTICLE ONE
NAME

The name of the Corporation is "BAYCO PRODUCTS, INC."

ARTICLE TWO
ENTITY

The Corporation is a domestic business corporation.

ARTICLE THREE
PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the laws of the State of Texas.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares of all classes of capital stock that the Corporation shall have authority to issue is ONE MILLION (1,000,000) shares, of which (i) ONE HUNDRED THOUSAND (100,000) shares shall be designated as voting common stock, par value ONE DOLLAR (\$1.00) per share, and (ii) NINE HUNDRED THOUSAND (900,000) shares shall be designated as non-voting common stock, par value ONE DOLLAR (\$1.00) per share."

ARTICLE FIVE
ISSUANCE OF SHARES

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE SIX
ORGANIZER

The name and address of the organizer of the Corporation is:

<u>Name</u>	<u>Address</u>
DAVID A. KRUEGER	2500 Legacy Drive, Suite 230 Frisco, Texas 75034

**ARTICLE SEVEN
DENIAL OF PREEMPTIVE RIGHTS**

No shareholder of the Corporation shall, by reason of such shareholder holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of any class of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance or sale of any such shares, or such notes, debentures, bonds, or other securities, would adversely affect the dividend or voting rights of such shareholder of the Corporation, other than such rights, if any, as the Board of Directors, in its discretion, may grant to the shareholders to purchase such additional, unissued, or treasury securities; and the Corporation may issue or sell additional unissued or treasury shares of any class of the Corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering the same in whole or in part to the existing shareholders of any class.

**ARTICLE EIGHT
DENIAL OF CUMULATIVE VOTING**

When electing directors of the Corporation, a shareholder of the Corporation shall not be permitted to cumulate such shareholder's votes.

**ARTICLE NINE
REGISTERED OFFICE**

The street address of the registered office of the Corporation is 640 S. Sanden Boulevard, Wylie, Texas 75098, and the name of the registered agent of the Corporation at such address is BIJAN BAYAT.

**ARTICLE TEN
DIRECTORS**

The number of directors constituting the initial Board of Directors is ONE (1), and the names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
BIJAN BAYAT	640 S. Sanden Boulevard Wylie, Texas 75098

**ARTICLE ELEVEN
INDEMNIFICATION**

The Corporation shall, to the full extent permitted by law, (i) indemnify any person who was, is or is threatened to be made a named defendant or respondent to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, any appeal in such action, suit, or proceeding, and any inquiry or

investigation that could lead to such an action, suit, or proceeding, because such person is or was a director or officer of the Corporation, or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another Corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorneys' fees) actually incurred by such person in connection with such action, suit, or proceeding and (ii) advance reasonable expenses to such person in connection with such action, suit, or proceeding. The rights provided in this Article shall not be deemed exclusive of any other rights permitted by law or to which such person may be entitled under any provision of the Bylaws of the Corporation, a resolution of shareholders or directors of the Corporation, an agreement, or otherwise.

**ARTICLE TWELVE
LIMITATION OF DIRECTOR LIABILITY**

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for any act or omission in such director's capacity as director, except to the extent such director is found liable for (i) a breach of such director's duty of loyalty to the Corporation or its shareholders; (ii) an act or omission not in good faith that constitutes a breach of duty of such director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such director's office; or (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute. No repeal or modification of this ARTICLE TWELVE shall adversely affect any right or protection of a director of the Corporation existing by virtue of this ARTICLE TWELVE at the time of such repeal or modification.

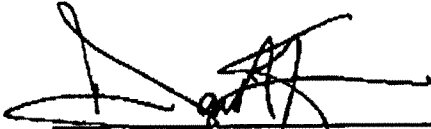
**ARTICLE THIRTEEN
CREATION PURSUANT TO PLAN OF CONVERSION**

The Corporation is being created pursuant to a Plan of Conversion of BAYCO PRODUCTS, LTD. and the effective date of the Corporation is January 1, 2007.

The name, address, form of organization and type of entity of the Converting Entity and the state under the laws of which it is organized is:

<u>Name and Address of Entity</u>	<u>Type</u>	<u>State</u>	<u>Date of Formation</u>
Bayco Products, Ltd.	Limited Partnership	Texas	October 25, 2002

The undersigned affirms, under the penalties of perjury, that this Certificate of Formation is executed on December 29, 2006, with an EFFECTIVE DATE OF JANUARY 1, 2007, and to the best of the undersigned's knowledge and belief, the facts stated in this Certificate of Formation are true.



DAVID A. KRUEGER, Organizer