

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/28/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
LaBarge, Inc.		06/28/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Ducommun LaBarge Technologies, Inc.
Street Address:	23301 Wilmington Avenue
City:	Carson
State/Country:	CALIFORNIA
Postal Code:	90745-6209
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	0916585	LA BARGE
Registration Number:	2715906	LABARGE INC
Registration Number:	2470628	LABARGE INC

CORRESPONDENCE DATA

Fax Number: (949)475-4754
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 949-451-3800
 Email: skann@gibsondunn.com
 Correspondent Name: Stephanie S. Kann, Senior Paralegal
 Address Line 1: 3161 Michelson Drive
 Address Line 2: Gibson, Dunn & Crutcher LLP
 Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER:	22020-01311
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900195707

**TRADEMARK
 REEL: 004571 FRAME: 0539**

CH \$90.00 0916585

NAME OF SUBMITTER:	Stephanie S. Kann
Signature:	/stephanie s. kann/
Date:	06/28/2011
Total Attachments: 7 source=LaBargeDE Merger#page1.tif source=LaBargeDE Merger#page2.tif source=LaBargeDE Merger#page3.tif source=LaBargeDE Merger#page4.tif source=LaBargeDE Merger#page5.tif source=LaBargeDE Merger#page6.tif source=LaBargeDE Merger#page7.tif	

Delaware

The First State

PAGE 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUCOMMUN LABARGE TECHNOLOGIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DUCOMMUN LABARGE TECHNOLOGIES, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF FEBRUARY, A.D. 1968.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

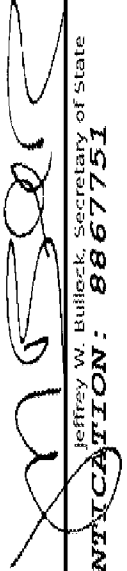
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



0672724 8300

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8867751

DATE: 06-28-11

Delaware

PAGE 1

The First State

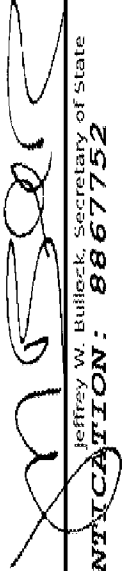
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "LABARGE, INC.", CHANGING ITS NAME FROM "LABARGE, INC." TO "DUCOMMUN LABARGE TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2011, AT 12:58 O'CLOCK P.M.



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110769899

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8867752

DATE: 06-28-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:58 PM 06/28/2011
FILED 12:58 PM 06/28/2011
SRV 110767779 - 4960953 FILE

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DLBMS, INC.
(a Delaware corporation)

into

LABARGE, INC.
(a Delaware corporation)

June 28, 2011

Pursuant to Section 251 of the Delaware General Corporation Law, the undersigned corporations hereby certifies that:

FIRST: The names and states of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
DLBMS, Inc.	Delaware
LaBarge, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated April 3, 2011 has been approved, adopted, certified, executed and acknowledged by each of (i) Ducommun Incorporated, a Delaware corporation, and the parent corporation of DLBMS, Inc., (ii) LaBarge, Inc., a Delaware corporation (the "Surviving Corporation") and (iii) DLBMS, Inc., a Delaware corporation (the "Merger Subsidiary"), in each case, pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL").

THIRD: The name of the corporation surviving the merger is LaBarge, Inc., a Delaware corporation, which will continue its existence as said Surviving Corporation, under the name "Ducommun LaBarge Technologies, Inc." in accordance with the Amended Certificate of Incorporation as defined below.

FOURTH: At the effective time, the Certificate of Incorporation of the Surviving Corporation shall be amended to read in its entirety as set forth in Annex I hereto, and as so amended and changed shall constitute the Certificate of Incorporation of the Surviving Corporation (the "Amended Certificate of Incorporation") until further amended and changed in accordance with the provisions of the DGCL.

FIFTH: The merger of the Merger Subsidiary into the Surviving Corporation shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: The executed Agreement and Plan of Merger is on file at the place of business of the Surviving Corporation at 23301 Wilmington Avenue, Carson, California 90745-6209.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the constituent corporations.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be duly executed by its authorized officer as of the date first written above.

LABARGE, INC.
a Delaware corporation

By: *Frank E. Labarge*
Name: *Frank E. Labarge*
Title: *Chairman of the Board,
Chief Executive Officer,
and President*

ANNEX I
AMENDED AND RESTATED CERTIFICATE
OF
INCORPORATION
OF
DUCOMMUN LABARGE TECHNOLOGIES, INC.

ARTICLE I
NAME OF CORPORATION

The name of the Corporation (the "Corporation") is:

Ducommun LaBarge Technologies, Inc.

ARTICLE II
REGISTERED OFFICE

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington 19808, County of New Castle, and the name of its registered agent at that address is Corporation Service Company.

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV
AUTHORIZED CAPITAL STOCK

The Corporation shall be authorized to issue one class of stock to be designated Common Stock; the total number of shares which the Corporation shall have authority to issue is 100 shares, and each such share shall have a par value of \$0.001.

ARTICLE V
BOARD POWER REGARDING BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the Corporation.

**ARTICLE VI
ELECTION OF DIRECTORS**

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

**ARTICLE VII
LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

**ARTICLE VIII
CORPORATE POWER**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

**ARTICLE IX
INCORPORATOR**

The name and mailing address of the incorporator of the Corporation is:

R.G. Dickerson
229 South State Street
Dover, DE