

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-------------------------------------|---|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 12/31/2010 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Amerimax Diversified Products, Inc. | | 12/22/2010 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Amerimax Home Products, Inc. | | |
| Street Address: | 450 Richardson Drive | | |
| City: | Lancaster | | |
| State/Country: | PENNSYLVANIA | | |
| Postal Code: | 17603 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3003735 | THE GUTTER SHINGLE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (404)881-7777 | | |
| Phone: | 404-881-7000 | | |
| Email: | barbara.yates@alston.com | | |
| | <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | |
| Correspondent Name: | Laura Kees, Esq. | | |
| Address Line 1: | 1201 W. Peachtree Street | | |
| Address Line 2: | c/o Alston & Bird LLP | | |
| Address Line 4: | Atlanta, GEORGIA 30309-3424 | | |
| NAME OF SUBMITTER: | Laura Kees | | |
| Signature: | /Laura Kees/ | | |

OP \$40.00 3003735

900203363

**TRADEMARK
 REEL: 004632 FRAME: 0791**

Date:

09/29/2011

Total Attachments: 3

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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, WHICH MERGES:

"AMERIMAX DIVERSIFIED PRODUCTS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "AMERIMAX HOME PRODUCTS, INC." UNDER THE NAME OF "AMERIMAX HOME PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2010, AT 12:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 11:50 O'CLOCK P.M.

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



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101228980

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8467301

DATE: 01-03-11

TRADEMARK
REEL: 004632 FRAME: 0793

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
AMERIMAX DIVERSIFIED PRODUCTS, INC.
(Subsidiary Corporation)
WITH AND INTO
AMERIMAX HOME PRODUCTS, INC.
(Parent Corporation)**

Amerimax Home Products, Inc., a corporation organized and existing under the laws of the State of Delaware ("Parent Corporation"),

Does hereby certify:

1. That Parent Corporation owns all of the outstanding shares of stock of Amerimax Diversified Products, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Subsidiary Corporation").
2. That Parent Corporation, by the following resolutions of its Board of Directors, duly adopted on December 22, 2010, determined to merge the Subsidiary Corporation into itself, with Parent Corporation as the surviving corporation in such merger.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of Parent Corporation authorizes and approves the merger of the Subsidiary Corporation with and into Parent Corporation, with Parent Corporation as the surviving corporation in such merger. and the assumption by Parent Corporation of the obligations of the Subsidiary Corporation pursuant to the documents provided to the Board of Directors to effect such merger;

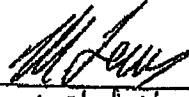
FURTHER RESOLVED, that the Board of Directors of Parent Corporation confirms, ratifies, approves and adopts the documents provided to the Board of Directors to effect such merger and the actions taken on behalf of Parent Corporation by its officers in preparing the terms of such merger; and

FURTHER RESOLVED, that the officers of Parent Corporation are authorized and directed to execute and deliver the documents and certificates that are required or permitted under the applicable provisions of the Delaware General Corporation Law to effect such merger.

3. That the merger shall be effective at 11:50 p.m. EST on December 31, 2010.

IN WITNESS WHEREOF, Amerimax Home Products, Inc. has caused this Certificate of Ownership and Merger to be signed by a duly authorized officer this 22nd day of December 2010.

AMERIMAX HOME PRODUCTS, INC.

By: 
Name: Mitchell K Lewis
Title: CEO