

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

To the director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**  
USA Helmet Corp.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other: \_\_\_\_\_

Citizenship (see guidelines) New Jersey  
Execution Date(s) February 18, 2011  
Additional names of conveying parties attached?  Yes  No

**2. Name and address of receiving party(ies)**  Yes  
 No

Additional names, addresses, or citizenship attached?  
Name: Kent International Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 2 Cranberry Road  
City: Parsippany  
State: NJ  
Country: USA                      Zip: 07054

Association Citizenship \_\_\_\_\_  
 General Partnership Citizenship \_\_\_\_\_  
 Limited Partnership Citizenship \_\_\_\_\_  
 Corporation Citizenship Delaware  
 Other                       Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached.  Yes  No  
(Designations must be a separate document from assignment)

**3. Nature of conveyance:**

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

**4. Application number(s) or registration number(s) and Identification or description of the Trademark.**

A. Trademark Application No.(s) See Exhibit 1 Attached  
B. Trademark Registration No.(s) See Exhibit 1 Attached  
Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown)

**5. Name address of party to whom correspondence concerning document should be mailed:**  
Name: Susan O'Brien  
Internal Address: UCC Direct Services  
Street Address: 187 Wolf Road, Suite 101  
City: Albany  
State: NY                      Zip: 12205  
Phone Number: 800-342-3676  
Fax Number: 800-962-7049  
Email Address: cls-uds@albany@wolterskluwer.com

**6. Total number of applications and registrations involved:** 1

**7. Total fee (37 CFR 2.8(b)(8) & 3.41) \$ 40**  
 Authorized to be charged by credit card  
 Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**  
a. Credit Card                      Last 4 Numbers 1640  
Expiration Date 10/13  
b. Deposit Account Number \_\_\_\_\_  
Authorized User Name: \_\_\_\_\_

**9. Signature:** Mercedes Farinas                      12/1/11  
Signature                      Date

Mercedes Farinas  
Name of Person Signing

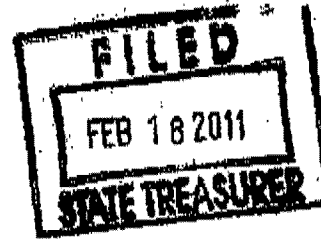
Total number of pages including cover sheet, attachments, and document.  7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6865, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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LIST OF TRADEMARKS

<u>Trademark</u>	<u>Reg. No./Serial No.</u>	<u>Reg. Date/Filing Date</u>	<u>Goods/Services</u>
USA HELMET and Design	1,847,264	July 26, 1994	Protective Bicycle Helmets



**CERTIFICATE OF MERGER**

of

**USA HELMET CORP.**  
(ID Number: 0100533394)  
(a New Jersey corporation)

into

**KENT INTERNATIONAL INC.**  
(ID Number: 0100315813)  
(a Delaware corporation)

To the Department of the Treasury  
State of New Jersey

Pursuant to Sections 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act, the undersigned foreign parent business corporation does hereby certify as of February 16, 2011 that:

**FIRST:** The name of the surviving corporation is Kent International Inc., a Delaware corporation (the "Parent Corporation"), and the name of the corporation being merged into the Parent Corporation is USA Helmet Corp., a New Jersey corporation and wholly owned subsidiary of the Parent Corporation (the "Subsidiary Corporation").

**SECOND:** The number of outstanding shares of the Subsidiary Corporation is 100, all of which are of one class, and all of which are owned by the Parent Corporation.

**THIRD:** The Agreement and Plan of Merger for merging the Subsidiary Corporation into the Parent Corporation was approved by the Board of Directors of the Parent Corporation on February 16, 2011. A copy of the Agreement and Plan of Merger is attached to this Certificate.

**FOURTH:** Neither the Certificate of Incorporation of the Parent Corporation nor the Certificate of Incorporation of the Subsidiary Corporation requires the approval of its shareholders to authorize the merger herein certified.

**FIFTH:** The applicable provisions of the laws of the jurisdiction of organization of the Parent Corporation relating to the merger of the Subsidiary Corporation into the Parent Corporation will have been complied with upon compliance with any of the filing and recording requirements thereof.

**SIXTH:** The Certificate of Incorporation of the Parent Corporation will continue to be the Certificate of Incorporation of the Parent Corporation as the surviving corporation after the effective time of the merger.

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SEVENTH: The Parent Corporation hereby agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of the Subsidiary Corporation or of any obligation of the Parent Corporation for which it was previously amenable to suit in the State of New Jersey. The Parent Corporation hereby irrevocably appoints the Treasurer of the State of New Jersey as its agent to accept service of process in any such proceeding, and hereby designates the following post office address within the State of New Jersey to which said Treasurer shall mail a copy of the process in such proceeding: 60 East Halsey Road, Parsippany, New Jersey 07054.

EIGHTH: The merger is to become effective at 12:01 a.m. on March 1, 2011.

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**AGREEMENT AND PLAN OF MERGER**

between

**KENT INTERNATIONAL INC.**

and

**USA HELMET CORP.**

AGREEMENT AND PLAN OF MERGER, dated as of February 16, 2011, between KENT INTERNATIONAL INC., a Delaware corporation ("KENT"), and USA Helmet Corp., a New Jersey corporation ("USA HELMET"), said entities sometimes hereinafter referred to jointly as the "Constituent Entities".

WITNESSETH:

WHEREAS, the boards of directors of each of KENT and USA HELMET have approved and adopted this Agreement and Plan of Merger and deem it advisable that USA HELMET, a wholly-owned subsidiary of KENT, be merged with and into KENT pursuant to this Agreement and Plan of Merger and the laws of the State of Delaware and the State of New Jersey, as applicable, for purposes of corporate simplification and reduction of expenses; and

WHEREAS, KENT, the sole stockholder of USA HELMET, has approved the proposed merger of USA HELMET with and into KENT on the terms set forth in this Agreement and Plan of Merger.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, USA HELMET and KENT do hereby agree, each with the other as follows:

Article I

USA HELMET and KENT shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the State of Delaware and the State of New Jersey, respectively, by USA HELMET merging into KENT (the "Merger"), and KENT shall be the surviving entity the ("Surviving Company").

Article II

1. The Merger will become effective at 12:01 a.m. on March 1, 2011 (the "Effective Time") upon the filing of:

(a) A Certificate of Ownership and Merger in the office of the Secretary of State for the State of Delaware; and

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IN WITNESS WHEREOF, Kent International Inc. and USA Helmet Corp. have caused this Agreement and Plan of Merger to be executed as of the date first set forth above.

KENT INTERNATIONAL INC.,  
a Delaware corporation

By:   
Arnold Kamler, President

USA HELMET CORP.,  
a New Jersey corporation

By:   
Arnold Kamler, President