

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																																
NATURE OF CONVEYANCE:	MERGER																																
EFFECTIVE DATE:	12/30/2011																																
CONVEYING PARTY DATA																																	
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CORRESPONDENCE DATA																																	
Fax Number: 6178970998																																	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>																																	

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Email: stokesb@gtlaw.com
Correspondent Name: Bethany A Stokes
Address Line 1: Greenberg Traurig, LLP
Address Line 2: One International Place
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	069704-010500
NAME OF SUBMITTER:	Bethany A Stokes
Signature:	/Bethany A Stokes/
Date:	06/04/2012

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**PENNSYLVANIA DEPARTMENT OF STATE
 CORPORATION BUREAU**

**Articles/Certificate of Merger
 (15 Pa.C.S.)**

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name	CT COUNTER		
Address			
City	State	Zip Code	
8346787	SO PA	1	

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
 ARTICLES OF MERGER-BUSINESS 7 Page(s)



Fee: \$150 plus \$40 additional for each Party in additional to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
Berger Holdings, Ltd.

2. Check and complete one of the following:
 The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
805 Pennsylvania Blvd.,	Feasterville, PA		19047	Bucks

(b) Name of Commercial Registered Office Provider _____ County _____
 o/o

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider _____ County _____
 c/o

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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 PA DEPT OF STATE

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
Berger Building Products, Inc.		CT Corporation System	Bucks

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: 12/30/11 at 11:59 p.m.,
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Berger Holdings, Ltd.	- Adopted by its Board pursuant to 15 Pa.C.S. §1924 (b) (2) .
Berger Building Products, Inc.	- Adopted by Board of parent pursuant to 15 Pa.C.S. §1924 (b) (3) .

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.~~
 The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

Number and street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

29TH day of December
2011

Berger Holdings, Ltd.

Name of Corporation/Limited Partnership

RSV

Signature

R. Scott Vansant, VP and CFO

Title

Berger Building Products, Inc.

Name of Corporation/Limited Partnership

RSV

Signature

R. Scott Vansant, VP and CFO

Title

**AGREEMENT AND PLAN OF MERGER OF
BERGER BUILDING PRODUCTS, INC.**

WITH AND INTO

BERGER HOLDINGS, LTD.

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), entered into as of this 30th day of December, 2011, by and between Berger Building Products, Inc., a Pennsylvania corporation ("BBP"), having its principal place of business at 5445 Triangle Parkway, Suite 350, Norcross, Georgia 30092, and Berger Holdings, Ltd., a Pennsylvania corporation ("Holdings"), having its principal place of business at 5445 Triangle Parkway, Suite 350, Norcross, Georgia 30092.

WHEREAS, BBP is a corporation organized and existing under the laws of the Commonwealth of Pennsylvania with its principal place of business in Norcross, Georgia;

WHEREAS, BBP has 7,000 authorized shares of common stock, par value \$100.00 per share, all of which are issued and outstanding and held by Holdings;

WHEREAS, Holdings is a corporation organized on August 28, 1979, and existing under the laws of the Commonwealth of Pennsylvania with its principal place of business in Norcross, Georgia, and is the sole owner of all of the issued and outstanding shares of BBP common stock;

WHEREAS, BBP and Holdings desire to merge, with Holdings being the surviving entity of such merger (the "Merger").

NOW, THEREFORE, for and in consideration of the premises and the representations, warranties, covenants and agreements contained herein, BBP and Holdings do represent, warrant, covenant and agree as follows:

1. **Parties to Merger and Surviving Company.** BBP shall merge with and into Holdings, pursuant to the laws of the Commonwealth of Pennsylvania. After the consummation of the Merger, Holdings will be the surviving corporation. The name of the surviving corporation will be Berger Holdings, Ltd., a Pennsylvania corporation, and its principal office will be 5445 Triangle Parkway, Suite 350, Norcross, Georgia 30092.

2. **Terms of Merger.** The terms and conditions of the Merger are set forth in this Agreement. Upon satisfaction of all the terms and conditions set forth herein, the Merger shall be effective as of 11:59 p.m. (Eastern Time) on December 30, 2011 (the "Effective Time").

3. **Effect of the Merger.** Upon consummation, the Merger shall have the following effects:

(a) Holdings, as the surviving corporation, shall upon the effective date of the Merger and the Effective Time and thereafter, possess all the rights, privileges, immunities and contracts of both BBP and Holdings.

(b) All property, real, personal, and mixed, and all debts due in whatever amount,

and all choses in action, and all and every other interest belonging to or due BBP, shall be taken and deemed to be transferred to and invested in Holdings without further act or deed; and the title to any real estate (which shall be documented with a confirmatory deed), or any interest therein, vested in BBP shall not revert nor be in any way impaired by reason of the Merger.

(c) Holdings, as the surviving corporation, shall be responsible and liable for all the liabilities and obligations of BBP and neither the rights of creditors nor liens upon the property of Holdings and BBP shall be impaired by the Merger.

4. **Cancellation of BBP Shares.** At the Effective Time, by virtue of the Merger and without any further action of the parties hereto, all the issued and outstanding shares of common stock of BBP and all rights in respect thereof shall be cancelled and extinguished without any payment of any consideration therefor, and shall thereafter cease to exist.

5. **Articles of Incorporation and Bylaws of Holdings.** Upon consummation of the Merger, the Articles of Incorporation of Holdings, as the surviving corporation, shall be the Articles of Incorporation of the surviving corporation, and the Bylaws of Holdings, as the surviving corporation, shall be the Bylaws of the surviving corporation, until altered, amended, or repealed in accordance with their provisions and applicable law.

6. **Intended U.S. Tax Treatment.** It is the express intention that for all U.S. Federal income tax and applicable state income and franchise tax purposes, (i) the adoption of the resolutions by Amerimax Fabricated Products, Inc., as the sole stockholder of Holdings, by the board of directors of Holdings, by Holdings, as the sole stockholder of BBP, and by the board of directors of BBP, in each case, authorizing and approving the Merger and approving this Agreement, shall constitute the adoption of a plan of complete liquidation of BBP into Holdings for purposes of Sections 332, 334(b)(1) and 337(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and corresponding provisions of applicable state laws (and any successor provisions), and (ii) the Merger shall constitute a complete liquidation of BBP into Holdings pursuant to the aforementioned provisions of the Code and corresponding provisions of applicable state laws (and any successor provisions).

7. **Amendment.** This Agreement may be amended only by a written instrument executed by both parties hereto.

8. **Counterparts.** This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signature Page Follows]

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IN WITNESS WHEREOF, Berger Building Products, Inc. and Berger Holdings, Ltd. have caused this Agreement to be executed and their seals affixed by their corporate officers and members hereunto duly authorized.

BERGER BUILDING PRODUCTS, INC.,
a Pennsylvania corporation

By: RSANT
Name: R. Scott Vasant
Title: Vice President and Chief Financial
Officer

BERGER HOLDINGS, LTD.,
a Pennsylvania corporation

By: RSANT
Name: R. Scott Vasant
Title: Vice President and Chief Financial
Officer

*[Signature page to Agreement and Plan of Merger – Merger of BBP into BH Inc
(U.S. Restructuring – Step 2)]*