

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

Name	Formerly	Execution Date	Entity Type
Amerimax Fabricated Products, Inc.		12/28/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Euramax International, Inc.
Street Address:	5445 Triangle Parkway
Internal Address:	Suite 350
City:	Norcross
State/Country:	GEORGIA
Postal Code:	30092
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	2718014	MAXX-BRITE
Registration Number:	3578348	ALUMAWOOD
Registration Number:	3655110	MAXX PANELS
Registration Number:	3003735	THE GUTTER SHINGLE
Registration Number:	3034161	GLOBAL EXPANDED METALS
Registration Number:	2950704	GLOBAL EXPANDED METALS
Registration Number:	2901604	GUTTER WORLD
Registration Number:	2906308	GUTTER WORLD
Registration Number:	4097441	EQUINOX
Registration Number:	2931322	MAXX PANELS
Registration Number:	2993889	RT

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Registration Number:	2182707	FLEX-A-SPOUT
Registration Number:	2720589	SEAMERMATE
Registration Number:	1791638	PERM-A-SPOUT
Registration Number:	3139646	PROMASTER SHIELD UDL
Registration Number:	3031326	FLASHMATE
Registration Number:	3230910	DRYSNAP
Registration Number:	3364334	DRYSNAP UNDER DECK RAIN CARRYING SYSTEM
Registration Number:	3839108	DIAMOND GUTTER SHIELD
Registration Number:	3846499	DIAMOND GUTTER SHIELD
Registration Number:	4067981	RAINWATER COLANDER
Serial Number:	77969813	HARVESTING FILTERED RAINWATER FOR PERSONAL USE
Registration Number:	4068547	DIAMOND GUTTER SHIELD PRO
Registration Number:	4078028	SNAP-FIT
Serial Number:	85169425	CONNECT-A-SPOUT
Registration Number:	4050642	EXTEND-A-SPOUT
Registration Number:	4068598	EXTEND-A-SPOUT LOW PROFILE DRAINAGE SYSTEM
Serial Number:	85201160	DIAMOND GUTTER SHIELD PRO
Registration Number:	2802996	PRO MASTER METALS
Registration Number:	2771416	EURAMAX
Registration Number:	2859503	AMERIMAX HOME PRODUCTS, INC.

CORRESPONDENCE DATA

Fax Number: 6178970998

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

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:	069714-010500
NAME OF SUBMITTER:	Bethany A Stokes
Signature:	/Bethany A Stokes/
Date:	06/08/2012

Total Attachments: 4
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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 OWNERSHIP, WHICH MERGES:

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

WITH AND INTO "EURAMAX INTERNATIONAL, INC." UNDER THE NAME OF "EURAMAX INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2011, AT 3:56 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 2011, AT 11:59 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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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9264652

DATE: 12-30-11

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

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

AMERIMAX FABRICATED PRODUCTS, INC.

WITH AND INTO

EURAMAX INTERNATIONAL, INC.

Pursuant to Section 253 of the

General Corporation Law of the State of Delaware

EURAMAX INTERNATIONAL, INC., a Delaware corporation (the "Parent"), does hereby certify to the following facts relating to the merger (the "Merger") of AMERIMAX FABRICATED PRODUCTS, INC., a Delaware corporation (the "Subsidiary"), with and into the Parent, with the Parent remaining as the surviving corporation:

FIRST: The Parent is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Parent owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Parent, by the following resolutions duly adopted on December 27, 2011, determined to merge the Subsidiary with and into the Parent pursuant to Section 253 of the DGCL:

WHEREAS, the Corporation is the holder of all the outstanding shares of each class of the capital stock of Amerimax Fabricated Products, Inc., a Delaware corporation (the "AFP");

WHEREAS, the Board deems that it is in the best interests of the Corporation that AFP merge with and into Corporation, with the Corporation surviving such merger (the "AFP Merger"), pursuant to and in accordance with the terms of the Agreement and Plan of Merger by and between the Corporation and AFP, substantially in the form attached as Exhibit C hereto (the "AFP Plan of Merger"); and

NOW, THEREFORE, IT IS HEREBY,

RESOLVED, that the Board hereby approves, and declares the advisability of, each of the AFP Merger, the AFP Plan of Merger, the Certificate of Ownership and Merger for the AFP Merger to be filed with the Delaware Secretary of State substantially in the form attached as Exhibit D hereto (the "Step 10 Subsidiary Certificate of Ownership and Merger");

RESOLVED, that the Board hereby recommends each of the AFP Merger and the AFP Plan of Mergers to the sole stockholder of the Corporation for its approval;

RESOLVED, that, conditional upon the approval of each of the AFP Merger and the AFP Plan of Merger by the sole stockholder of the Corporation, the AFP Merger shall be effective as of 11:59 p.m. Eastern Time on December 30, 2011;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to execute and deliver the AFP Plan of Merger on behalf of the Corporation;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to execute and deliver and file the Step 10 Certificate of Ownership and Merger on behalf of the Corporation; and

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take such other action, and to execute and deliver any and all other instruments and documents, which such Authorized Officer deems necessary or appropriate to effect the AFP Merger and the transactions contemplated thereby.

FOURTH: The Parent shall be the surviving corporation of the Merger.

FIFTH: The Merger is to become effective as of 11:59 P.M. Eastern Time on December 30, 2011.

SIXTH: The certificate of incorporation of the Parent as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation.

[Signature page follows]

IN WITNESS WHEREOF, the Parent has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 28th day of December, 2011.

EURAMAX INTERNATIONAL, INC.

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

*[Certificate of Ownership and Merger of Euramax International, Inc.
(U.S. Restructuring - Step 10)]*