

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	09/19/2000

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
International Fiber Systems, Incorporated		09/19/2000	CORPORATION: CONNECTICUT

**RECEIVING PARTY DATA**

<b>Name:</b>	International Fiber Systems (DE), Inc.
<b>Street Address:</b>	Corporation Trust Center, 1209 Orange Street
<b>City:</b>	Wilmington
<b>State/Country:</b>	DELAWARE
<b>Postal Code:</b>	19801
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1719345	IFS

**CORRESPONDENCE DATA**

Fax Number: 8602860115  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 8602862929  
 Email: TM-CT@cantorcolburn.com  
 Correspondent Name: Cantor Colburn LLP  
 Address Line 1: 20 Church Street  
 Address Line 2: 22nd Floor  
 Address Line 4: Hartford, CONNECTICUT 06103

<b>ATTORNEY DOCKET NUMBER:</b>	UT30218TUS / TM-0018595-U
<b>NAME OF SUBMITTER:</b>	George A. Pelletier, Jr.

Signature:	/gapjr/
Date:	08/08/2012
Total Attachments: 11 source=merger#page1.tif source=merger#page2.tif source=merger#page3.tif source=merger#page4.tif source=merger#page5.tif source=merger#page6.tif source=merger#page7.tif source=merger#page8.tif source=merger#page9.tif source=merger#page10.tif source=merger#page11.tif	

**CERTIFICATE OF MERGER****MERGING****INTERNATIONAL FIBER SYSTEMS, INCORPORATED****INTO****INTERNATIONAL FIBER SYSTEMS (DE), INC.**

Pursuant to Section 33-819 of the  
Connecticut General Statutes

The undersigned corporation, organized and existing under and by virtue of the  
Connecticut Business Corporation Act,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the  
constituent corporations in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
International Fiber Systems, Incorporated	Connecticut
International Fiber Systems (DE), Inc.	Delaware

**SECOND:** That an Agreement and Plan of Merger between the parties  
to the merger, a copy of which is attached hereto as Exhibit A, has been approved  
and adopted by the Board of Directors of each of the constituent corporations, and  
upon recommendation of each such Board of Directors, approved by all  
shareholders of each of the constituent corporations in accordance with the  
requirements of Sections 33-817 through 33-821 of the Connecticut General  
Statutes.

**THIRD:** That International Fiber Systems (DE), Inc. shall be the  
surviving corporation in the merger.

**FOURTH:** That the certificate of incorporation of International Fiber  
Systems (DE), Inc. shall be amended in and as a result of the merger to read in its  
entirety as set forth in Exhibit A to the Agreement and Plan of Merger.

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**FIFTH:** That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 16 Commerce Road, Newtown, Connecticut 06470.

**SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** That the authorized capital stock of International Fiber Systems, Incorporated is one million (1,000,000) shares of common stock, no par value, two thousand (2,000) shares of which were outstanding and entitled to vote on the Agreement and Plan of Merger.

**EIGHTH:** That the authorized capital stock of International Fiber Systems (DE), Inc. is fifty million (50,000,000) shares of common stock, \$.001 par value, one (1) share of which was outstanding and entitled to vote on the Agreement and Plan of Merger.

In witness whereof, International Fiber Systems, Incorporated has caused this Certificate of Merger to be executed by its duly authorized officer as of the 19th day of September, 2000.

INTERNATIONAL FIBER SYSTEMS,  
INCORPORATED

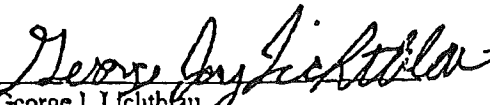
By:   
George J. Lichtblau  
Chief Executive Officer

Exhibit A

**AGREEMENT AND PLAN OF MERGER**  
**BETWEEN**  
**INTERNATIONAL FIBER SYSTEMS, INCORPORATED**  
**AND**  
**INTERNATIONAL FIBER SYSTEMS (DE), INC.**

AGREEMENT AND PLAN OF MERGER (this "Agreement") made by and between International Fiber Systems, Incorporated, a Connecticut corporation ("IFS-CT"), and International Fiber Systems (DE), Inc., a Delaware corporation and a wholly-owned subsidiary of IFS-CT ("IFS-DE"), which corporations are sometimes referred to herein individually as a "Constituent Corporation" and collectively as "Constituent Corporations."

**WITNESSETH:**

WHEREAS, the Board of Directors of IFS-CT has determined to reincorporate IFS-CT in the State of Delaware under the name International Fiber Systems (DE), Inc. (the "Reincorporation");

WHEREAS, IFS-CT is authorized to issue one million (1,000,000) shares of Common Stock, no par value (the "Common Stock");

WHEREAS, the Board of Directors of each of IFS-CT and IFS-DE has determined to implement the Reincorporation by effecting the merger (the "Merger") of IFS-CT with and into IFS-DE (hereinafter, in such capacity, sometimes referred to as the Surviving Corporation) as permitted by the Delaware General Corporation Law and the Connecticut Business Corporation Act, under and pursuant to the terms hereinafter set forth;

WHEREAS, as a result of the Merger, each share of Common Stock issued and outstanding or held by IFS-CT immediately prior to the Merger will be converted into the right to receive a like share of stock of IFS-DE;

WHEREAS, the Board of Directors of each of IFS-CT and IFS-DE has determined that this Agreement is advisable and in the best interests of each of the Constituent Corporations and its stockholders; and

WHEREAS, it is intended that the Merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder;

NOW THEREFORE, the parties hereto agree as follows:

## ARTICLE I

## THE MERGER

Section 1.1. The Merger. Upon the terms and subject to the conditions of this Agreement and in accordance with the Delaware General Corporation Law and the Connecticut Business Corporation Act, at the Effective Time, as hereinafter defined, IFS-CT shall be merged with and into IFS-DE. As result of the Merger, the separate corporate existence of IFS-CT shall cease and IFS-DE shall continue as the surviving corporation of the Merger.

Section 1.2. Effective Time. The effective time and date of the Merger, herein referred to as the "Effective Time," shall be the time at which an appropriate Certificate of Merger relating to the Merger is filed in the office of the Secretary of State of the State of Connecticut in accordance with the provisions of Section 33-819 of the Connecticut General Statutes and the office of the Secretary of State of the State of Delaware in accordance with the provisions of Section 252 of the Delaware General Corporation Law.

Section 1.3. Effects of the Merger. At the Effective Time, the separate existence of IFS-CT shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of IFS-CT and shall be subject to all the debts and liabilities of IFS-CT as provided under applicable law.

Section 1.4. Directors and Officers. The directors and officers of IFS-CT in office immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation from and after the Effective Time, in each case until their respective successors are duly elected or appointed and qualified.

## ARTICLE II

## CONVERSION OF SECURITIES

Section 2.1. Effect on Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of IFS-CT or IFS-DE or their respective stockholders:

(a) Cancellation of IFS-DE Stock. Each share of stock of IFS-DE issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without being converted into any stock or other consideration whatsoever.

(b) Effect of Merger on IFS-CT Stock. Each share of stock of IFS-CT issued and outstanding or held by IFS-CT immediately prior to the Effective Time, other than Dissenting Shares (as defined hereinafter), shall be converted into the following (the "Merger Consideration"):

(i) Common Stock. Each share of Common Stock shall be converted into the right to receive one share of Common Stock, \$.001 par value, of IFS-DE.

Section 2.2. Appraisal. Notwithstanding anything in this Agreement to the contrary, each share of stock of IFS-CT issued and outstanding immediately prior to the Effective Time and held by a person (a "Dissenting Stockholder") who complies with all the applicable provisions of the Connecticut Business Corporation Act concerning the right of stockholders to seek appraisal of their shares ("Dissenting Shares") shall not be converted as described in this Article II but shall instead become the right to receive such consideration as may be determined to be due to such Dissenting Stockholder pursuant to the laws of the State of Connecticut.

Section 2.3. Exchange of Certificates.

(a) Exchange Procedure. Prior to or promptly after the Effective Time, IFS-CT or IFS-DE shall cause to be mailed or otherwise delivered to each holder of record of a certificate or certificates that immediately prior to the Effective Time represented shares of IFS-CT stock (the "Certificates"), (i) a letter of transmittal (which shall specify that delivery shall be effected, and risk of loss and title to the Certificates shall pass, only upon delivery of the Certificates to IFS-DE (or such exchange agent as shall be designated thereby, hereinafter the "Exchange Agent") and shall be in a form and have other such provisions as IFS-DE may reasonably specify and (ii) instructions for use in effecting the surrender of the Certificates in exchange for the Merger Consideration. Upon surrender of a Certificate for cancellation to IFS-DE or the Exchange Agent together with such letter of transmittal, duly executed, and such other documents as may reasonably be required by IFS-DE or the Exchange Agent, the holder of such Certificate shall be entitled to receive in exchange therefor, and IFS-DE or the Exchange Agent shall deliver, the Merger Consideration for each share of IFS-CT stock formerly evidenced by such Certificate, and such Certificate shall thereupon be canceled. If payment of the Merger Consideration is to be made to a person other than the person in whose name the surrendered Certificate is registered on the stock transfer books of IFS-CT, it shall be a condition of payment to the holder of a Certificate that it be endorsed properly or otherwise be in proper form for transfer and that the person requesting such payment shall have paid all transfer and other taxes required by reason of the payment of the Merger Consideration to a person other than the registered holder or shall have established to the satisfaction of IFS-DE that such taxes are not applicable. Until surrendered as contemplated by this Section 2.3, each Certificate shall be deemed at any time after the Effective Time to represent only the right to receive upon such surrender the Merger Consideration into which the shares theretofore represented by such Certificate shall have been converted pursuant to Article II of this Agreement.

(b) Delivery of Merger Consideration to IFS-CT Stockholders Without Certificates. Promptly after the Effective Time, IFS-DE or the Exchange Agent shall cause the Merger Consideration to be mailed or otherwise delivered to each holder of record of IFS-CT stock who, as of the Effective Time, had not yet been issued a Certificate representing such IFS-CT stock.

ARTICLE III

CERTIFICATE OF INCORPORATION AND BYLAWS

Section 3.1. Certificate of Incorporation. The Certificate of Incorporation of IFS-DE shall, upon the Effective Time and as a result of the Merger, be amended to read in its entirety as set forth in Exhibit A hereto.

Section 3.2. Bylaws. The Bylaws of IFS-DE shall be unaffected by the Merger, and, upon the Effective Time, shall continue in effect as the Bylaws of the Surviving Corporation, until amended or repealed in accordance with the provisions thereof and of applicable law.

ARTICLE IV

AMENDMENT AND TERMINATION

Section 4.1. Amendment. To the fullest extent permitted by applicable law, this Merger Agreement may be amended by mutual consent of the Boards of Directors of the Constituent Corporations at any time prior to the Effective Time, notwithstanding any approval of this Merger Agreement by the stockholders of either or both of the Constituent Corporations.

Section 4.2. Termination. To the fullest extent permitted by applicable law, this Merger Agreement may be terminated, and the Merger herein provided for may be abandoned, by mutual consent of the Boards of Directors of the Constituent Corporations at any time prior to the Effective Time, notwithstanding any approval of this Merger Agreement by the stockholders of either or both of the Constituent Corporations.

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the respective Board of Directors of each Constituent Corporation, is hereby executed on behalf of each Constituent Corporation by a duly authorized officer thereof, this 18th day of September, 2000.

INTERNATIONAL FIBER SYSTEMS, INCORPORATED

By: George J. Liehtblau  
George J. Liehtblau, Chief Executive Officer

INTERNATIONAL FIBER SYSTEMS (DE), INC.

By: George J. Liehtblau  
George J. Liehtblau, Chief Executive Officer



Exh

## AMENDED AND RESTATED

## CERTIFICATE OF INCORPORATION

OF

## INTERNATIONAL FIBER SYSTEMS (DE), INC.

The original Certificate of Incorporation of International Fiber Systems (DE), Inc. was filed on September 19, 2000. Pursuant to Sections 242 and 245 of the Delaware General Corporation Law, International Fiber Systems (DE), Inc. desires to change its name to "International Fiber Systems, Inc." and, accordingly, hereby amends and restates its Certificate of Incorporation as follows:

FIRST: The name of the corporation is "International Fiber Systems, Inc." (hereinafter referred to as the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at that address is The Corporation Trust Company.

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

FOURTH: A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is fifty million (50,000,000), consisting of fifty million (50,000,000) shares of Common Stock, par value one-tenth cent (\$.001) per share (the "Common Stock").

B. Each outstanding share of Common Stock shall entitle the holder thereof to one vote on each matter properly submitted to the stockholders of the Corporation for their vote.

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FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

A. The business and affairs of the Corporation shall be managed by or under the direction of the board of directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the by-laws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

B. The directors of the Corporation need not be elected by written ballot unless the by-laws so provide.

C. Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders.

D. Special meetings of stockholders of the Corporation may be called only by the Chairman of the Board or the President or by the board of directors acting pursuant to a resolution adopted by a majority of the Whole Board. For purposes of this Certificate of Incorporation, the term "Whole Board" shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships.

SIXTH: A. The number of directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws, but in no case shall the number be less than one.

B. Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the board of directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall, unless otherwise

required by law or by resolution of the board of directors, be filled only by a majority vote of the directors then in office, though less than a quorum (and not by stockholders), and directors so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of office of the class to which they have been chosen expires. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

C. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the by-laws of the Corporation.

D. Any director, or the entire board of directors, may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

SEVENTH: The board of directors is expressly empowered to adopt, amend or repeal by-laws of the Corporation. Any adoption, amendment or repeal of the by-laws of the Corporation by the board of directors shall require the approval of a majority of the Whole Board. The stockholders shall also have power to adopt, amend or repeal the by-laws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the by-laws of the Corporation.

EIGHTH: 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 directors 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. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of this Certificate of Incorporation or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of this corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of Directors, voting together as a single class, shall be required to amend or repeal this Article NINTH, Sections C or D of Article FIFTH, Article SIXTH, Article SEVENTH, or Article EIGHTH.

TENTH: The incorporator is Christopher G. Martin, Esq., whose mailing address is Martin, Lucas & Chioffi, LLP, 1177 Summer Street, Stamford, Connecticut 06905.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation, having first been duly approved by all of the directors and shareholders of the Corporation, is hereby executed by its duly authorized officer this \_\_\_ day of \_\_\_\_\_, 2000.

INTERNATIONAL FIBER SYSTEMS (DE), INC.

By: \_\_\_\_\_  
George J. Lichtblau, Chief Executive Officer