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12/03/2012

Form PTO-1594 (Rev. 12-11)
OMB Collection 0651-0027 (exp. 04/30/2015)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Mell-Span LLC

- Individual(s)
- Partnership
- Corporation- State: _____
- Other Texas limited liability company
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) 10-29-2012

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

- Yes
- No

Additional names, addresses, or citizenship attached?

Name: NCI Group, Inc.

Street Address: 10943 N. Sam Houston Parkway W.

City: Houston

State: Texas

Country: USA Zip: 77064

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship NEVADA
- 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)

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

A. Trademark Application No.(s) _____ Text

B. Trademark Registration No.(s) _____

See attached Schedule

Additional sheet(s) attached? Yes No

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

See attached Schedule

5. Name & address of party to whom correspondence concerning document should be mailed;

Name: Kay Lyn Schwartz

Internal Address: 3000 Thanksgiving Tower

Street Address: 1601 Elm Street

City: Dallas

State: Texas Zip: 75201-4761

Phone Number: 214-998-4702

Docket Number: 61908-3274 through 3283

Email Address: lp@gardere.com

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$265

- Authorized to be charged to deposit account
- Enclosed

8. Payment information:

Deposit Account Number 07-0153

Authorized User Name Kay Lyn Schwartz

9. Signature:

Kay Lyn Schwartz
Signature

12-3-12
Date

Kay Lyn Schwartz

Name of Person Signing

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

10

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450


TRADEMARK

REEL: 004915 FRAME: 0477

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CH \$265.00 070153 2483670

Trademark Registrations
Merged
Metl-Span LLC into NCI Group, Inc.

MARK	REGISTRATION NO.	ATTORNEY DOCKET NO.
TUFF T	2483670	61908-3274
CLINCH CLIP	2583200	61908-3275
TUFF WALL	2933827	61908-3276
LOCKGUARD	3039760	61908-3277
THERMASAFE	3039761	61908-3278
TUFF COTE	3233858	61908-3279
SANTA FE	3640346	61908-3280
METL-VISION	3640347	61908-3281
METL-SPAN	3722862	61908-3282
	3741567	61908-3283

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

Metl-Span LLC
Domestic Limited Liability Company (LLC)
[File Number: 800870834]

Into

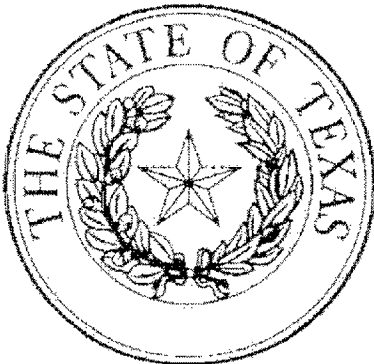
NCI Group, Inc.
Foreign For-Profit Corporation
Nevada, USA
[File Number: 9511206]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 10/23/2012

Effective: 10/29/2012



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Form 623
 (Revised 05/11)
 Return in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512 463-5709
 Filing Fee: see instructions



Parent-Subsidiary
 Certificate of Merger
 Business Organizations Code

This space reserved for office use

FILED
 in the Office of the
 Secretary of State of Texas
 OCT 23 2012
 Corporations Section

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

NCI Group, Inc.
Name of Organization

The organization is a for-profit corporation It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

Nevada, United States The file number, if any, is n/a
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

NRA, Inc., 1000 E. Williams St., Suite 204 Carson City NV USA
Street Address City State Country

Subsidiary 1

Med-Span LLC
Name of Organization

The organization is a: limited liability company It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

Texas United States The file number, if any, is 800870834
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding	Class	Series	Number owned by parent	Percentage Owned
n/a	n/a	n/a	n/a	100%

The organization will survive the merger: The organization will not survive the merger.

Subsidiary 2

Name of Organization

The organization is a: _____ It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

The file number, if any, is: _____
State Country Texas Secretary of State file number
 If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street address City State Country
 The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

<small>Number of ownership interests outstanding</small>	<small>Class</small>	<small>Series</small>	<small>Number owned by parent</small>	<small>Percentage Owned</small>
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The organization will survive the merger. The organization will not survive the merger.

Subsidiary 1

Name of Organization
 The organization is a: _____ It is organized under the laws of: _____
Specify organizational form (e.g., for-profit corporation)

The file number, if any, is: _____
State Country Texas Secretary of State file number
 If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street address City State Country
 The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

<small>Number of ownership interests outstanding</small>	<small>Class</small>	<small>Series</small>	<small>Number owned by parent</small>	<small>Percentage Owned</small>
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The organization will survive the merger. The organization will not survive the merger.

Resolution of Merger

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on: 10/22/2012
month/day/year

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

<small>Name of New Organization</small>	<small>Jurisdiction</small>	<small>Entity Type (See instructions)</small>
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<small>Principal Place of Business Address</small>	<small>City</small>	<small>State</small>	<small>Zip Code</small>
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Name of New Organization Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

Effectiveness of Filing (Select either A, B, or C.)

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: October 29, 2012

C. This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is:

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.

In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: October 22, 2012

NCI Group, Inc.
Principal Executive Officer
[Signature]
Registered authorized person or authorized person

Todd R. Meade
Principal or registered authorized person

NCI GROUP, INC.

Action of the Board of Directors
Taken by Unanimous Written Consent

October 22, 2012

Pursuant to the provisions of Section 78.315 of the Revised Statutes of the State of Nevada, the undersigned, being all of the members of the Board of Directors (the "Board") of NCI Group, Inc., a Nevada corporation (the "Company"), waiving all required notice in connection herewith, hereby adopt the resolutions attached hereto as *Exhibit A* without the holding of a meeting, such resolutions to have the same force and effect as if they had been adopted by unanimous vote at a duly called and held meeting of the Board, and direct that a copy hereof be filed with the minutes of the proceedings of the Board.

IN WITNESS WHEREOF, the undersigned have executed this consent to be effective as of the date set forth above.


Norman C. Chambers


Mark E. Johnson


Todd K. Moore

Exhibit A

WHEREAS, the Company is the sole member of Metl-Span LLC, a Texas limited liability company ("Metl-Span");

WHEREAS, the Company desires that Metl-Span be merged with and into the Company, with the Company as the surviving corporation (the "Merger") pursuant to the Agreement and Plan of Merger, which has been presented to the Board in substantially final form, and in accordance with the provisions of Chapter 92A of the Nevada Revised Statutes (the "NRS") and Chapter 10 of the Texas Business Organizations Code (the "TBOC" and together with the NRS, the "Applicable Statutes"); and

WHEREAS, the Board has determined, in good faith, that it is advisable and in the best interests of the Company to consummate the Merger.

Merger of Metl-Span with and into the Company

NOW, THEREFORE, BE IT RESOLVED, that the Merger is hereby approved and the form, terms and provisions of the Agreement and Plan of Merger and other documents required pursuant to the Applicable Statutes, drafts of which have been reviewed by the Board, and the transactions contemplated thereby, be, and they hereby are, approved in all respects; and further

RESOLVED, that pursuant to the Applicable Statutes, Metl-Span will be merged with and into the Company, with the Company continuing as the surviving corporation, and the separate corporate existence of Metl-Span will cease effective October 29, 2012 at 12:00 a.m. (the "Effective Time"); and further

RESOLVED, that at and after the Effective Time, the Merger shall have the effects set forth in Applicable Statutes; and further

RESOLVED, that any officer of the Company, in the name of and on behalf of the Company, be and each of them hereby is authorized to execute and deliver the Certificate of Merger, with such changes therein as are determined necessary or desirable by such officer and such execution shall conclusively evidence such officer's approval of the form, terms and conditions of the Certificate of Merger; and further

General

RESOLVED, that all actions heretofore taken by the officers of the Company with respect to the foregoing resolutions be, and they hereby are, in all respects approved, confirmed and ratified; and further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and empowered, for, in the name of and on behalf of the Company, to take such actions and to execute and deliver such certificates, agreements, instruments, notices and documents, or to effect any necessary filings with any and all appropriate regulatory authorities,

state and federal, as may be required or as such officer may deem necessary, advisable or proper in order to carry out the transactions contemplated by, and the purposes and intents of, the foregoing resolutions; all such actions to be performed in such manner, and all such certificates, instruments, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve; and further

RESOLVED, that the authority granted to the officers of the Company under the foregoing resolutions shall be deemed to include, in the case of each such resolution, the authority to perform such further acts and deeds as may be necessary or appropriate, in the judgment of such officers, to carry out the transactions contemplated thereby, and all acts and deeds previously performed by the officers of or counsel for the Company prior to the date of these resolutions that are within the authority conferred hereby, are ratified, confirmed and approved as the authorized acts and deeds of the Company.