

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---------------------------|---|----------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 01/01/2011 | | |
| CONVEYING PARTY DATA | | | |
| | Name | Formerly | Execution Date |
| | Entity Type | | |
| | Custom Air Controls, Inc. | | 10/22/2010 |
| | | | CORPORATION: NEW YORK |
| RECEIVING PARTY DATA | | | |
| Name: | AeroMed, Inc. | | |
| Street Address: | 182 Division Street | | |
| Internal Address: | PO Box 768 | | |
| City: | Amsterdam | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 12010 | | |
| Entity Type: | CORPORATION: NEW YORK | | |
| PROPERTY NUMBERS Total: 1 | | | |
| | Property Type | Number | Word Mark |
| | Registration Number: | 3161965 | AEROMED |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 3152188748 | | |
| | <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | |
| Phone: | 315-218-8530 | | |
| Email: | bskpto@bsk.com | | |
| Correspondent Name: | David L. Nocilly | | |
| Address Line 1: | One Lincoln Center | | |
| Address Line 4: | Syracuse, NEW YORK 13202 | | |
| ATTORNEY DOCKET NUMBER: | 438T3165 - 069561 | | |
| NAME OF SUBMITTER: | David L. Nocilly | | |

CH \$40.00 3161965

| | |
|--|--------------------|
| Signature: | /david l. nocilly/ |
| Date: | 04/24/2013 |
| Total Attachments: 17 source=Custom Air - AeroMed Merger Documents#page1.tif source=Custom Air - AeroMed Merger Documents#page2.tif source=Custom Air - AeroMed Merger Documents#page3.tif source=Custom Air - AeroMed Merger Documents#page4.tif source=Custom Air - AeroMed Merger Documents#page5.tif source=Custom Air - AeroMed Merger Documents#page6.tif source=Custom Air - AeroMed Merger Documents#page7.tif source=Custom Air - AeroMed Merger Documents#page8.tif source=Custom Air - AeroMed Merger Documents#page9.tif source=Custom Air - AeroMed Merger Documents#page10.tif source=Custom Air - AeroMed Merger Documents#page11.tif source=Custom Air - AeroMed Merger Documents#page12.tif source=Custom Air - AeroMed Merger Documents#page13.tif source=Custom Air - AeroMed Merger Documents#page14.tif source=Custom Air - AeroMed Merger Documents#page15.tif source=Custom Air - AeroMed Merger Documents#page16.tif source=Custom Air - AeroMed Merger Documents#page17.tif | |

FILING RECEIPT

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ENTITY NAME: AEROMED, INC.

DOCUMENT TYPE: MERGER (DOM. BUSINESS)
NAME

COUNTY: SARA

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FILED:12/30/2010 DURATION:***** CASH#:101230000767 FILM #:101230000681

FILER:

EFFECT DATE

JOSEPH E. SAUNDERS, ESQ
SAUNDERS KAHLER, LLP
185 GENESEE STREET SUITE 1400
UTICA, NY 13501

01/01/2011

ADDRESS FOR PROCESS:

REGISTERED AGENT:

CONSTITUENT NAME: AEROMED, INC.

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SERVICE COMPANY: LIGHTNING LEGAL SERVICES - 09

SERVICE CODE: 09

FEEs 245.00

FILING 60.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 175.00

PAYMENTS 245.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 245.00
OPAL 0.00
REFUND 0.00

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DOS-1025 (04/2007)

PLAN OF MERGER
OF
CUSTOM AIR CONTROLS, INC. and AEROMED, INC.
INTO

CUSTOM AIR CONTROLS, INC.

Dated as of December 22, 2010

ARTICLE I
Names of Constituent Corporations

1. The names of the constituent corporations are Custom Air Controls, Inc. and AeroMed, Inc.

2. The name of the surviving corporation is Custom Air Controls, Inc., and subsequent to the merger its name shall be AeroMed, Inc.

ARTICLE II
Shares of Constituent Corporations

1. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights, are as follows:

(a) Custom Air Controls, Inc. has outstanding 10 common shares without par value entitled to vote as a class. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

(b) AeroMed, Inc. has outstanding 10 common shares without par value entitled to vote as a class. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

ARTICLE III
By-Laws and Annual Meeting of Surviving Corporation

The By-Laws of the surviving corporation, as they exist on the effective date of the merger, shall be and remain the By-Laws of the surviving corporation until the same shall be altered, amended or repealed as provided therein. The first annual meeting of the shareholders of the surviving corporation held after the date when the merger becomes effective, shall be the annual meeting provided or to be provided by the By-Laws thereof for the year 2011.

ARTICLE IV
Meeting of the Board of Directors; Officers

The first meeting of the Board of Directors of the surviving corporation to be held after the date when the merger shall become effective may be called or may convened in the manner provided in the By-Laws of the surviving corporation and may be held at the time and place specified in the notice of the meeting. All persons who shall be officers of the surviving corporation on the effective date of the merger shall be and remain in the same respective offices until the board of directors of the surviving corporation shall elect or appoint their successors.

ARTICLE V
**Manner and Basis of Converting Shares of the Constituent Corporations
into Shares of the Surviving Corporation or Otherwise Dealing
with the Shares of the Constituent Corporations**

The manner and basis of converting shares of the constituent corporations into shares of the surviving corporation or otherwise dealing with the shares of the constituent corporations shall be as follows:

The outstanding common shares of AeroMed, Inc. on the effective date of the merger, and all rights in respect thereof, shall cease to exist the certificates therefor cancelled, and no shares of the surviving corporation shall be issued in exchange therefor.

ARTICLE VI
Miscellaneous Provisions

1. Adoption by Shareholders. This plan shall be submitted to the respective shareholders of the constituent corporations as provided by law for the adoption thereof by the requisite votes of the shareholders of each of the constituent corporations as provided by law, all in accordance with the Business Corporation Law of the State of New York.

2. Effect of Merger. When a certificate of merger shall have been filed by the Department of State, as required by the Business Corporation Law of the State of New York, the separate existence of AeroMed, Inc. shall cease and said corporation shall be merged in accordance with the provisions of this plan into Custom Air Controls, Inc., which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the constituent corporations, and all the property, real and personal including subscriptions for shares, causes of action and every other asset of each of the constituent corporations, shall vest in such surviving corporation without further act or deed, except that if the surviving corporation shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the

purposes of this merger, the directors and officers of either constituent corporation shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger; the surviving corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the constituent corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either constituent corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in such action in place of either constituent corporation.

3. Abandonment of Merger. If, at any time prior to the effective date hereof, events or circumstances occur, which in the opinion of a majority of the board of directors of either constituent corporation, renders it inadvisable to consummate the merger, this plan of merger shall not become effective even though previously adopted by the shareholders of the constituent corporations as hereinbefore provided. The filing of the merger shall conclusively establish that no action to terminate this plan has been taken by the board of directors of either constituent corporation.

4. Expenses of Merger. The surviving corporation shall pay all the expenses of carrying this plan into effect and of accomplishing the merger.

5. Counterparts. For the convenience of the parties and to facilitate approval of this plan, any number of counterparts there-of may be executed, and each such executed counterpart shall be deemed to be an original instrument.

ARTICLE VII Certificate of Incorporation of Surviving Corporation

The certificate of incorporation of the surviving corporation is to contain the following amendments and changes:

Paragraph FIRST of the Certificate of Incorporation relating to the name of the corporation shall be amended to read, in its entirety, as follows:

FIRST: The name of the corporation is AeroMed, Inc.

The foregoing plan has been duly approved by the respective board of directors of each of the constituent corporations on December 22, 2010.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have signed this Plan of Merger as of December 22, 2010.

AEROMED, INC.

By: William E. Palmer
William E. Palmer
President and Sole Director

CUSTOM AIR CONTROLS, INC.

By: William E. Palmer
William E. Palmer
President and Sole Director

STATE OF NEW YORK)
) ss.:
COUNTY OF ONEIDA)

On this 22 day of December, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM E. PALMER, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Maryann Lints
Notary Public

MARYANN LINTS
NOTARY PUBLIC-STATE OF NEW YORK
No. 0116156375
Qualified in Oneida County
My Commission Expires November 27, 2014

CERTIFICATE OF MERGER
OF
CUSTOM AIR CONTROLS, INC. and AEROMED, INC.
INTO
CUSTOM AIR CONTROLS, INC.

Under Section 904 of the Business Corporation Law

The undersigned, William E. Palmer, being (a) the President of Custom Air Controls, Inc., and (b) the President of AeroMed, Inc., each of said constituent corporations being a domestic corporation organized and existing under and by virtue of the laws of the State of New York, and a plan of merger having been adopted by the board of directors of each of said constituent corporations, does hereby certify:

1. The name of each constituent corporation is as follows: (a) Custom Air Controls, Inc. and (b) AeroMed, Inc.

2. The name of the surviving corporation is Custom Air Controls, Inc.

3. The Certificate of Incorporation of Custom Air Controls, Inc. was filed by the New York Department of State on December 14, 1992. The Certificate of Incorporation of AeroMed, Inc. was filed by the New York Department of State on December 5, 2002.

4. The designation, number and voting rights of the outstanding shares of each class and series of the constituent corporations are as follows:

(a) Custom Air Controls, Inc. has outstanding 10 common shares without par value entitled to vote as a class. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

(b) AeroMed, Inc. has outstanding 10 common shares without par value entitled to vote as a class. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

5. The plan of merger, dated as of December 22, 2010 (the "Plan of Merger"), was initially agreed upon between the sole officer and sole director of each of said constituent corporations, and was authorized and approved by written consent of the sole shareholder of each of said constituent corporations. The terms and conditions of the merger, as set forth in the Plan of Merger, are as follows:

By-Laws and Annual Meeting of Surviving Corporation

The By-Laws of the surviving corporation, as they exist on the effective date of the merger, shall be and remain the By-Laws of the surviving corporation until the same shall be altered, amended or repealed as provided therein. The first annual meeting of the shareholders of the surviving corporation held after the date when the merger becomes effective, shall be the annual meeting provided or to be provided by the By-Laws thereof for the year 2011.

Meeting of the Board of Directors; Officers

The first meeting of the Board of Directors of the surviving corporation to be held after the date when the merger shall become effective may be called or may convened in the manner provided in the By-Laws of the surviving corporation and may be held at the time and place specified in the notice of the meeting. All persons who shall be officers of the surviving corporation on the effective date of the merger shall be and remain in the same respective offices until the board of directors of the surviving corporation shall elect or appoint their successors.

Manner and Basis of Converting Shares of the Constituent Corporations into Shares of the Surviving Corporation or Otherwise Dealing with the Shares of the Constituent Corporations

The manner and basis of converting shares of the constituent corporations into shares of the surviving corporation or otherwise dealing with the shares of the constituent corporation shall be as follows:

The outstanding common shares of AeroMed, Inc. on the effective date of the merger, and all rights in respect thereof, shall cease to exist the certificates therefor cancelled, and no shares of the surviving corporation shall be issued in exchange therefor.

Certificate of Incorporation of Surviving Corporation

The certificate of incorporation of the surviving corporation is to contain the following amendments and changes:

Paragraph FIRST of the Certificate of Incorporation relating to the name of the corporation shall be amended to read, in its entirety, as follows:

FIRST: The name of the corporation is AeroMed, Inc.

Miscellaneous Provisions

Effect of Merger. When a certificate of merger shall have been filed by the Department of State, as required by the Business Corporation Law of the State of New York, the separate existence of AeroMed, Inc. shall cease and said corporation shall be merged in accordance with the provisions of this plan into Custom Air Controls, Inc., which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the constituent corporations, and all the property, real and personal including subscriptions for shares, causes of action and every other asset of each of the constituent corporations, shall vest in such surviving corporation without further act or deed, except that if the surviving corporation shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes of this merger, the directors and officers of either constituent corporation shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger; the surviving corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the constituent corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either constituent corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in such action in place of either constituent corporation.

Abandonment of Merger. If, at any time prior to the effective date hereof, events or circumstances occur, which in the opinion of a majority of the board of directors of either constituent corporation, renders it inadvisable to consummate the merger, this plan of merger shall not become effective even though previously adopted by the shareholders of the constituent corporations as hereinbefore provided. The filing of the merger shall conclusively establish that no action to terminate this plan has been taken by the board of directors of either constituent corporation.

Expenses of Merger. The surviving corporation shall pay all the expenses of carrying this plan into effect and of accomplishing the merger.

6. The amendments or changes to be made in the certificate of incorporation of Custom Air Controls, Inc. are as follows:

Paragraph FIRST of the Certificate of Incorporation relating to the name of the corporation shall be amended to read, in its entirety, as follows:

FIRST: The name of the corporation is AeroMed, Inc.

Such terms and such changes in the Certificate of Incorporation of said Custom Air Controls, Inc., are effective immediately upon the filing of this Certificate of Merger by the


Department of State of New York, and the surviving corporation shall have, thereupon and thereafter, such additional rights, powers and liabilities, as are conferred or imposed by Section 906 of the Business Corporation Law and by the terms and conditions of the said merger as set forth above.

7. The effective date of the merger of Custom Air Controls, Inc., and AeroMed, Inc. into Custom Air Controls, Inc. shall be the date upon which the certificate of merger is filed by the Department of State.


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have signed this Certificate of Merger as of
December 22, 2010.

AEROMED, INC.

By: 
William E. Palmer
President

CUSTOM AIR CONTROLS, INC.

By: 
William E. Palmer
President

AEROMED, INC.

**WRITTEN CONSENT OF SOLE SHAREHOLDER
TO ACTION WITHOUT A MEETING**

Resolution of Sole Shareholder Authorizing Merger

The undersigned, William E. Palmer, being the holder of all of the outstanding shares of AeroMed, Inc., a New York business corporation (the "Corporation"), entitled to vote, acting without a meeting on written consent pursuant to Section 615(a) of the New York Business Corporation Law, hereby consents to the adoption of the following resolutions:

RESOLVED, that the plan of merger of Custom Air Controls, Inc. and AeroMed, Inc. into Custom Air Controls, Inc., dated as of December 22, 2010 (the "Plan of Merger"), with Custom Air Controls, Inc. to be the surviving corporation, be, and the same hereby is, adopted, and be it further

RESOLVED, that the terms and conditions of said merger, the manner and basis of converting the shares of each constituent corporation into shares of the surviving corporation and the amendments and changes in the certificate of incorporation of the surviving corporation be as set forth in the said Plan of Merger, and be it further

RESOLVED, that the President of this Corporation be, and he hereby is, authorized to executed and deliver to the Department of State a Certificate of Merger in the form provided for by the Business Corporation Law of the State of New York.

IN WITNESS WHEREOF, the undersigned has signed this Written Consent as of December 22, 2010.



William E. Palmer
Sole Shareholder of
AeroMed, Inc.

AEROMED, INC.

**WRITTEN CONSENT OF SOLE DIRECTOR
TO ACTION WITHOUT A MEETING**

Resolutions of Sole Director Approving Plan for Merger

The undersigned, William E. Palmer, being the sole director of AeroMed, Inc., a New York business corporation (the "Corporation"), acting without a meeting on written consent pursuant to Section 708(b) of the New York Business Corporation Law, hereby consents to the adoption of the following resolutions:

RESOLVED, that the plan of merger of with Custom Air Controls, Inc. and AeroMed, Inc. into Custom Air Controls, Inc., dated as of December 22, 2010 (the "Plan of Merger"), be, and the same hereby is, adopted, and be it further

RESOLVED, that there be submitted to a vote of William E. Palmer, in his capacity as the sole shareholder of this Corporation, the aforesaid Plan of Merger (as adopted by William E. Palmer, in his capacity as the sole director of this Corporation), and be it further

RESOLVED, that this Written Consent (and the Resolutions contained therein) be filed with the minutes of the proceedings of the sole director of this Corporation.

IN WITNESS WHEREOF, the undersigned has signed this Written Consent as of December 22, 2010.



William E. Palmer
Sole Director of
AeroMed, Inc.

CUSTOM AIR CONTROLS, INC.

**WRITTEN CONSENT OF SOLE SHAREHOLDER
TO ACTION WITHOUT A MEETING**

Resolution of Sole Shareholder Authorizing Merger

The undersigned, William E. Palmer, being the holder of all of the outstanding shares of Custom Air Controls, Inc., a New York business corporation (the "Corporation"), entitled to vote, acting without a meeting on written consent pursuant to Section 615(a) of the New York Business Corporation Law, hereby consents to the adoption of the following resolutions:

RESOLVED, that the plan of merger of Custom Air Controls, Inc. and AeroMed, Inc. into Custom Air Controls, Inc., dated as of December 22, 2010 (the "Plan of Merger"), with Custom Air Controls, Inc. to be the surviving corporation, be, and the same hereby is, adopted, and be it further

RESOLVED, that the terms and conditions of said merger, the manner and basis of converting the shares of each constituent corporation into shares of the surviving corporation and the amendments and changes in the certificate of incorporation of the surviving corporation be as set forth in the said Plan of Merger, and be it further

RESOLVED, that the President of this Corporation be, and he hereby is, authorized to execute and deliver to the Department of State a Certificate of Merger in the form provided for by the Business Corporation Law of the State of New York.

IN WITNESS WHEREOF, the undersigned has signed this Written Consent as of December 22, 2010.



William E. Palmer
Sole Shareholder of
Custom Air Controls, Inc.

CUSTOM AIR CONTROLS, INC.

**WRITTEN CONSENT OF SOLE DIRECTOR
TO ACTION WITHOUT A MEETING**

Resolutions of Sole Director Approving Plan for Merger

The undersigned, William E. Palmer, being the sole director of Custom Air Controls, Inc., a New York business corporation (the "Corporation"), acting without a meeting on written consent pursuant to Section 708(b) of the New York Business Corporation Law, hereby consents to the adoption of the following resolutions:

RESOLVED, that the plan of merger of Custom Air Controls, Inc. and AeroMed, Inc. into Custom Air Controls, Inc., dated as of December 22, 2010 (the "Plan of Merger"), be, and the same hereby is, adopted, and be it further

RESOLVED, that there be submitted a vote of William E. Palmer, in his capacity as the sole shareholder of this Corporation, the aforesaid Plan of Merger (as adopted by William E. Palmer, in his capacity as the sole director of this Corporation), and be it further

RESOLVED, that this Written Consent (and the Resolutions contained therein) be filed with the minutes of the proceedings of the sole director of this Corporation.

IN WITNESS WHEREOF, the undersigned has signed this Written Consent as of December 22, 2010.



William E. Palmer
Sole Director of
Custom Air Controls, Inc.

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

Custom Air Controls, Inc.

(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

FIRST: The name of the corporation is:

Custom Air Controls, Inc.

If the name of the corporation has been changed, the name under which it was formed is:

SECOND: The date of filing of the certificate of incorporation with the Department of State is:

December 14, 1992

THIRD: The amendment effected by this certificate of amendment is as follows:

(Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the corporation would read as follows: Paragraph *First* of the Certificate of Incorporation relating to *the corporation name* is hereby amended to read as follows: *First: The name of the corporation is ... (new name) ...*)

Paragraph FIRST of the Certificate of Incorporation relating to

the name of the corporation

is hereby amended to read in its entirety as follows:

FIRST: The name of the corporation is AeroMed, Inc.

Paragraph _____ of the Certificate of Incorporation relating to

is hereby amended to read in its entirety as follows:

FOURTH: The certificate of amendment was authorized by: *(Check the appropriate box)*

- The vote of the board of directors followed by a vote of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.
- The vote of the board of directors followed by the unanimous written consent of the holders of all outstanding shares.

(Signature)

William E. Palmer

(Name of Signer)

President

(Title of Signer)

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

Custom Air Controls, Inc.

(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

Filer's Name Saunders Kahler, LLP

Address 185 Genesee Street, Suite 1400

City, State and Zip Code Utica, New York 13501

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee, plus the required tax on shares pursuant to §180 of the Tax Law, if applicable.

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