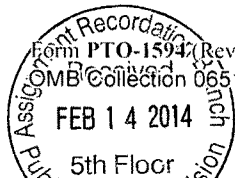


02/14/2014



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



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

REC

103666072

TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Governair LLC

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? ☐ Yes ☒ No

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

Execution Date(s) 1/1/2014

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?

- ☐ Yes
☒ No

Name: CES Group, LLC

Street Address: 13200 Pioneer Trail; Suite 150

City: Eden Prairie

State: MN

Country: USA Zip: 55347-4125

- ☐ Individual(s) Citizenship _____
☐ Association Citizenship _____
☐ Partnership Citizenship _____
☐ Limited Partnership Citizenship _____
☐ Corporation Citizenship _____
☒ Other LLC Citizenship Delaware

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)

2,621,223

Additional sheet(s) attached? ☐ Yes ☒ No

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

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

Name: Dawn Valois

Internal Address: c/o Nortek, Inc.

Street Address: 50 Kennedy Plaza

City: Providence

State: RI Zip: 02903

Phone Number: 401-751-1600

Docket Number: _____

Email Address: dawn.valois@nortekinc.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40

- ☐ Authorized to be charged to deposit account
☒ Enclosed

8. Payment Information:

02/18/2014 KNGUYEN1 00000014 2621223

Deposit Account Number 40.00 00

Authorized User Name _____

9. Signature:

Signature

Dawn Valois

Name of Person Signing

2/10/14

Date

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

4

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: 005220 FRAME: 0446

02/14/14

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF MERGER

WHEREAS,

CES GROUP, LLC

a limited liability company organized under the laws of the State of DELAWARE, has filed in the office of the Secretary of State duly authenticated evidence of a merger whereby said limited liability company is the survivor, as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned Secretary of State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this Certificate evidencing such merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.

EFFECTIVE DATE: January 01, 2014



*Filed in the City of Oklahoma City this
19th day of December, 2013.*

A handwritten signature in cursive script, reading "Chris Benge", is written over a horizontal line.

Secretary Of State

12/19/2013 10:25 AM

FILED - Oklahoma Secretary of State 12/19/2013

OKLAHOMA SECRETARY OF STATE



SOS



23362140003

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 MERGER, WHICH MERGES:

"GOVERNAIR LLC", AN OKLAHOMA LIMITED LIABILITY COMPANY, WITH AND INTO "CES GROUP, LLC" UNDER THE NAME OF "CES GROUP, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2013, AT 4:11 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2014.

RECEIVED

DEC 19 2013

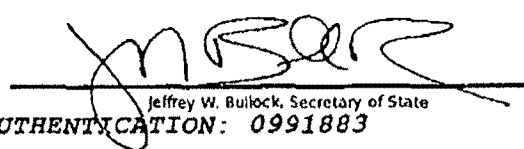
OKLAHOMA SECRETARY
OF STATE

0835707 8100M

131437908

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0991883

DATE: 12-17-13

TRADEMARK
REEL: 005220 FRAME: 0448

State of Delaware
Certificate of Merger of a Foreign Limited Liability Company
into a Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act,

First: The name of the surviving Limited Liability Company is CES Group, LLC
_____, a Delaware Limited Liability Company.

Second: The name of the Limited Liability Company being merged into this surviving
Limited Liability Company is Governair LLC

The jurisdiction in which this Limited Liability Company was formed is Oklahoma

Third: The Agreement of Merger has been approved and executed by both Limited
Liability Companies.

Fourth: The name of the surviving Limited Liability Company is CES Group, LLC

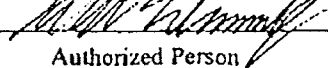
Fifth: The executed agreement of merger is on file at 13200 Pioneer Trail
Eden Prairie, MN 55347-4125

the principal place of business of the surviving Limited Liability Company.

Sixth: A copy of the agreement of merger will be furnished by the surviving Limited
Liability Company on request, without cost, to any member of the Limited Liability
Company or any person holding an interest in any other business entity which is to merge
or consolidate.

Seventh: The merger is to become effective January 1, 2014.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate
to be signed by an authorized person, this 17 day of December, A.D., 2013

By: 
Authorized Person

Name: Kevin W. Donnelly; VP & Secretary

Print or Type