

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM297770

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2013		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
K + K America Corporation		12/19/2013	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	TAKKT America Holding, Inc.		
<b>Street Address:</b>	770 South 70th Street		
<b>City:</b>	Milwaukee		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	53214		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85611737		
<b>Serial Number:</b>	85609490	CERTEOSTORES	
<b>Serial Number:</b>	85609479	EQUIP YOUR BUSINESS	
<b>Serial Number:</b>	85609466	CERTEO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	414-277-5744		
<b>Email:</b>	tm-dept@quarles.com		
<b>Correspondent Name:</b>	Heather S. Stutz		
<b>Address Line 1:</b>	411 East Wisconsin Avenue		
<b>Address Line 2:</b>	Quarles & Brady LLP		
<b>Address Line 4:</b>	Milwaukee, WISCONSIN 53202		
<b>ATTORNEY DOCKET NUMBER:</b>	520360.00077		
<b>NAME OF SUBMITTER:</b>	Heather S. Stutz		
<b>SIGNATURE:</b>	/HSS/		
<b>DATE SIGNED:</b>	03/11/2014		
<b>Total Attachments: 4</b>			

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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:

"TAKKT AMERICA HOLDING, INC.", A DELAWARE CORPORATION, WITH AND INTO "K + K AMERICA CORPORATION" UNDER THE NAME OF "TAKKT AMERICA HOLDING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2013, AT 1:53 O'CLOCK P.M.

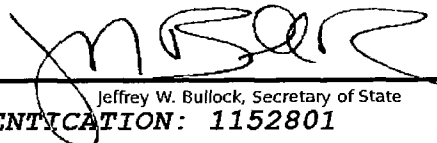
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.



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You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1152801

DATE: 02-21-14

TRADEMARK  
REEL: 005234 FRAME: 0937

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**TAKKT AMERICA HOLDING, INC.**

**INTO**

**K + K AMERICA CORPORATION**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

TAKKT America Holding, Inc. (the "Corporation"), a corporation incorporated December 31, 2002 pursuant to the provisions of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY that:

1. The Corporation owns all of the issued and outstanding stock of K + K America Corporation (the "Subsidiary"), a corporation incorporated on September 16, 1987 pursuant to the provisions of the General Corporation Law of the State of Delaware.

2. The Corporation, by resolutions of its Board of Directors and sole stockholder duly adopted by written consent on December 19, 2013, determined to and did merge itself into the Subsidiary, which resolutions are in the following words to wit:

WHEREAS, the Corporation owns all of the issued and outstanding shares of stock of K + K America Corporation, a Delaware corporation (the "Subsidiary" or the "Surviving Corporation"); and

WHEREAS, the Corporation desires to merge itself into the Subsidiary effective as of 11:59 p.m. on December 31, 2013 and to change the name of the Subsidiary to "TAKKT America Holding, Inc." at the effective time of the merger; and

WHEREAS, as a result of the Merger (as defined below): (i) all rights and property of whatever nature vested in each of the Corporation and the Subsidiary shall be vested in the Subsidiary without further act or deed, and (ii) the Subsidiary shall assume all the liabilities and obligations of the Corporation;

WHEREAS, as a result of the Merger (as defined below) the Corporation and the Subsidiary intend to qualify the merger as a tax-free reorganization under Section 368(a) of the U.S. tax code and applicable provisions of state law;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation shall merge itself into the Subsidiary (the "Merger") effective at the time set forth above (the "Effective Time");

FURTHER RESOLVED, that Article 1 of the Certificate of Incorporation of the Subsidiary shall be amended at the Effective Time to change the name of the Subsidiary to "TAKKT America Holding, Inc.";

FURTHER RESOLVED, that at the Effective Time of the Merger: (i) each issued and outstanding share of Common Stock of the Corporation shall be retired and cancelled, and (ii) all of the issued and outstanding shares of Common Stock of the Subsidiary which were previously owned by the Corporation shall be reissued in the name of the sole stockholder of the Corporation;

FURTHER RESOLVED, that the Chairman or any other officer of the Corporation is hereby authorized and directed to execute a Certificate of Ownership and Merger setting forth a copy of these resolutions and the date of their adoption, and to cause the same to be filed with the Office of the Delaware Secretary of State;

FURTHER RESOLVED, that the officers of the Corporation will take all actions needed to qualify the Merger as a tax-free reorganization under Section 368(a) of the U.S. tax code and applicable provisions of state law; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to do all acts which they in their discretion shall deem necessary or appropriate to cause the merger described above to become effective under the laws of the State of Delaware.

3. The effective time of the merger referred to herein shall be at 11:59 p.m. on December 31, 2013.

4. At the Effective Time of the Merger, Article 1 of the Certificate of Incorporation of K + K America Corporation is hereby amended to read in its entirety as follows:

"1. The name of the Corporation is TAKKT America Holding, Inc."

\* \* \* \* \*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and  
Merger to be signed this 19th day of December, 2013.

TAKKT AMERICA HOLDING, INC.

By: 

Name: Dr. Felix A. Zimmermann

Title: Chairman of the Board

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