

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM304704

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/25/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Five Two One, Inc.		04/25/2014	CORPORATION: FLORIDA
American Products International, Inc.		04/25/2014	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	CPS Products, Inc.		
Street Address:	1010 E 31st Street		
City:	Hialeah		
State/Country:	FLORIDA		
Postal Code:	33013		
Entity Type:	CORPORATION: FLORIDA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3164730	5 2 1	
Registration Number:	4023543	QUIKSTART	
CORRESPONDENCE DATA			
Fax Number:	2024202201		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	202.420.2200		
Email:	GregoryD@dicksteinshapiro.com		
Correspondent Name:	Donald A. Gregory		
Address Line 1:	1825 Eye Street, NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20006		
ATTORNEY DOCKET NUMBER:	F8800.3500		
NAME OF SUBMITTER:	Donald A. Gregory		
SIGNATURE:	/Donald A. Gregory/		
DATE SIGNED:	05/16/2014		
Total Attachments: 11			
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 28, 2014

CSC / EMILY GRAY

,

Re: Document Number L37965

The Articles of Merger were filed April 25, 2014, for CPS PRODUCTS, INC., the surviving Florida entity.

The certification you requested is enclosed.

Should you have any further questions concerning this matter, please feel free to call (850) 245-6050, the Amendment Filing Section.

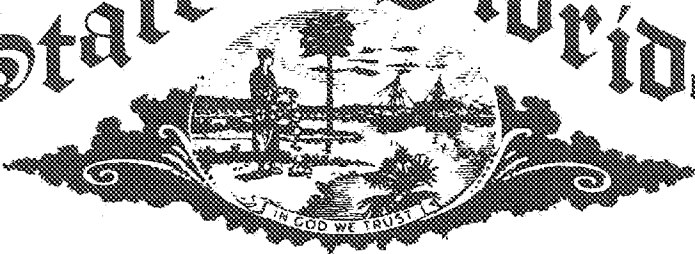
Carolyn Lewis
Regulatory Specialist II
Division of Corporations

Letter Number: 614A00008949

Account number: I20000000195

Amount charged: 113.75

State of Florida

The seal of the State of Florida, featuring a central figure holding a scale and a sword, surrounded by a wreath and the motto "IN GOD WE TRUST".

Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on April 25, 2014, for CPS PRODUCTS, INC., the surviving Florida entity, as shown by the records of this office.

The document number of this entity is L37965.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-eighth day of April, 2014



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

APPROVED
AND
FILED

14 APR 25 AM 9:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CPS Products, Inc.	Florida	

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Five Two One, Inc.	Florida	
American Products International, Inc.	Florida	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
April 25, 2014 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
April 25, 2014 and shareholder approval was not required.

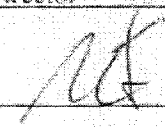

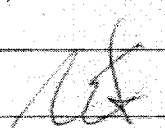
(Attach additional sheets if necessary)

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
CPS Products, Inc.		Michael P. Santoni, VP Finance
Five Two One, Inc.		Michael P. Santoni, VP Finance
American Products International, Inc.		Michael P. Santoni, VP Finance

APPROVED
AND
FILED

14 APR 25 AM 9: 53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>CPS Products, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Five Two One, Inc.</u>	<u>Florida</u>
<u>American Products International, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Agreement and Plan of Merger

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See attached Agreement and Plan of Merger

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14 APR 25 PM 9:50
RECORDS & CLERK
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

14 APR 25 AM 9: 53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>CPS Products, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Five Two One, Inc.</u>	<u>Florida</u>
<u>American Products International, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Agreement and Plan of Merger

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See attached Agreement and Plan of Merger

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AND
FILED
14 APR 25 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTACHMENT

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER adopted by the CPS Products, Inc., a Florida corporation (“CPS”), by resolution of its board of directors on April 25, 2014, and adopted by Five Two One, Inc., a Florida corporation, (“Five Two One”) and American Products International, Inc., a Florida corporation (“API,” and together with Five Two One, the Non-Surviving Corporations), by resolutions of their respective boards of directors on April 25, 2014. The name of the surviving corporation into which the Non-Surviving Corporations plan to merge is CPS Products, Inc.

1. Pursuant to the provisions of the laws of Florida Business Corporation Act (the “Act”), the Non-Surviving Corporations shall be merged with and into CPS, which shall be the surviving corporation, at the effective time and date of the merger. CPS, which is sometimes hereinafter referred to as the “Surviving Corporation,” shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Act. The separate existence of the Non-Surviving Corporations shall cease at the effective time and date of the merger in accordance with the Act.

2. The Articles of Incorporation of the Surviving Corporation at the effective time and date of the merger shall continue to be the Articles of Incorporation of said Surviving Corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Act.

3. As of the effective time and date of the merger, the Bylaws of the Surviving Corporation will continue to be the Bylaws of the Surviving Corporations and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act.

4. Upon the effective time and date of the merger, the officers and directors of the Surviving Corporation shall continue to be the officers and directors of the Surviving Corporation, all of whom shall hold their positions until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

5. Each issued share of the Non-Surviving Corporations shall, at the effective time and date of the merger, be cancelled without any consideration being issued or paid therefor. At the effective time and date of the merger, all of the treasury stock of the Non-Surviving Corporations shall be cancelled.

6. In the event that the merger of the Non-Surviving Corporations with and into the Surviving Corporation shall have been duly authorized in compliance with the Act, the Non-Surviving Corporations and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the Act and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The effective time and date of the merger shall be the date and time the Certificate of Merger is filed with the office of the Secretary of State of Florida.

8. The board of directors and the officers of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents on behalf of the Surviving Corporation or the Non-Surviving Corporations which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first written above.

FIVE TWO ONE, INC.

By: 

Name: Michael P. Santoni

Title: Vice President Finance

AMERICAN PRODUCTS INTERNATIONAL,
INC.

By: 

Name: Michael P. Santoni

Title: Vice President Finance

CPS PRODUCTS, INC.

By: 

Name: Michael P. Santoni

Title: Vice President Finance

14 APR 25 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED