

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM342779

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Exhaust Technologies, Inc.		07/01/2014	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	Exhaust Technologies, Inc.		
Street Address:	851 Jupiter Park Lane		
City:	Jupiter		
State/Country:	FLORIDA		
Postal Code:	33458		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2795122	AIRCAT	
Registration Number:	2960847	NITRO CAT	
Registration Number:	2978564		
Registration Number:	3403120	NITROCHIX	
CORRESPONDENCE DATA			
Fax Number:	6315013526		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(631) 501-5700		
Email:	docket@cdfslaw.com		
Correspondent Name:	Carter, DeLuca, Farrell & Schmidt, LLP		
Address Line 1:	445 Broadhollow Road, Suite 420		
Address Line 4:	Melville, NEW YORK 11747		
ATTORNEY DOCKET NUMBER:	2088-6		
NAME OF SUBMITTER:	Pina M. Campagna		
SIGNATURE:	/pina m. campagna/		
DATE SIGNED:	05/29/2015		
Total Attachments: 6 source=00739782#page1.tif			

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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A WASHINGTON CORPORATION UNDER THE NAME OF "EXHAUST TECHNOLOGIES, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 2014, AT 2:03 O'CLOCK P.M.

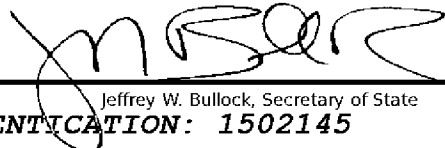
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JULY, A.D. 2014, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5561699 8100V

140907176




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1502145

DATE: 07-01-14

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

TRADEMARK
REEL: 005525 FRAME: 0243

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A WASHINGTON CORPORATION TO A
DELAWARE CORPORATION**

Pursuant to Section 265 of the Delaware General Corporation Law

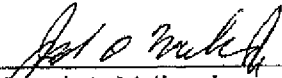
The undersigned, as Vice President of Exhaust Technologies, Inc. (the "**Corporation**") and for the purpose of converting a Washington corporation to a Delaware corporation under the Delaware General Corporation Law (8 *Del. C.* § 1-265) and Section 23B.09.400 of the Revised Code of Washington, hereby certifies as follows:

1. The jurisdiction where the Corporation was first formed is the State of Washington.
2. The jurisdiction immediately prior to filing this Certificate is the State of Washington.
3. The date the Corporation was first formed is July 21, 1998.
4. The name of the Corporation immediately prior to filing this Certificate is Exhaust Technologies, Inc.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Exhaust Technologies, Inc.
6. This Certificate of Conversion shall be effective as of 3:00 p.m. Eastern time on July 1, 2014.

[Signature page follows.]

IN WITNESS WHEREOF, Exhaust Technologies, Inc., has caused this Certificate of Conversion to be executed in its corporate name this 1st day of July, 2014.

EXHAUST TECHNOLOGIES, INC.

By 

Name: Joseph A. Molino, Jr.

Title: Vice President of Exhaust Technologies, Inc.

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "EXHAUST TECHNOLOGIES, INC." FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 2014, AT 2:03 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF JULY, A.D. 2014, AT 3 O'CLOCK P.M.

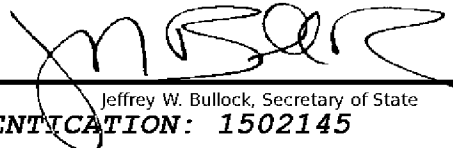
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1502145

DATE: 07-01-14

TRADEMARK
REEL: 005525 FRAME: 0246

**CERTIFICATE OF INCORPORATION OF
EXHAUST TECHNOLOGIES, INC.**

The undersigned, being of legal age, in order to form a corporation under and pursuant to the laws of the State of Delaware, does hereby set forth as follows:

FIRST: The name of the corporation is:

Exhaust Technologies, Inc. (the "*Corporation*")

SECOND: The address of the registered office of the Corporation in the State of Delaware is 874 Walker Road, Suite C, in the City of Dover, County of Kent, 19904. The name of the registered agent at such address is United Corporate Services, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The Corporation is authorized to issue one class of stock, to be designated "Common Stock," with no par value. The total number of shares of Common Stock that the Corporation shall have authority to issue is One Thousand Five Hundred (1,500).

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws so provide.

SIXTH: The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

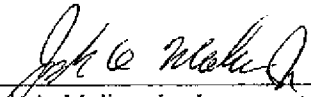
SEVENTH: The name and mailing address of the incorporator is:

Joseph A. Molino, Jr
P&F Industries, Inc.
445 Broadhollow Road, Suite 100
Melville, NY 11747

EIGHTH: To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Corporation shall be indemnified by the Corporation in accordance with the Bylaws and shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article EIGHTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions occurring prior to, such repeal or modification.

NINTH: Unless the corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the corporation to the corporation or the corporation's stockholders, (iii) any action asserting a claim against the corporation arising pursuant to any provision of the Delaware General Corporation Law or the corporation's Certificate of Incorporation or Bylaws, or (iv) any action asserting a claim against the corporation governed by the internal affairs doctrine shall be a state or federal court located within the state of Delaware, in all cases subject to the court's having personal jurisdiction over the indispensable parties named as defendants.

THE UNDERSIGNED, being the incorporator named above, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, does make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 1st day of July, 2014.



Joseph A. Molino, Jr., Incorporator