

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM356477

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/27/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Titan Tool, Inc.		09/27/2014	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	Wagner Spray Tech Corporation		
Street Address:	1770 Fernbrook Lane		
City:	Plymouth		
State/Country:	MINNESOTA		
Postal Code:	55447		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1927149	TITAN	
CORRESPONDENCE DATA			
Fax Number:	6127661600		
<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:	6127667000		
Email:	tmmpls@faegrebd.com		
Correspondent Name:	Patricia Reding/Sarah House		
Address Line 1:	90 South Seventh Street		
Address Line 2:	2200 Wells Fargo Center		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	453236.216852		
NAME OF SUBMITTER:	Sarah M. House		
SIGNATURE:	/Sarah M House/		
DATE SIGNED:	09/28/2015		
Total Attachments: 6			
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**ARTICLES OF MERGER
OF
TITAN TOOL, INC.,
a Minnesota corporation,
WITH AND INTO
WAGNER SPRAY TECH CORPORATION
a Minnesota corporation**

(Minnesota)

Pursuant to Section 302A.621 of the Minnesota Business Corporation Act (the “MBCA”), the undersigned officer of Wagner Holdings Inc., a Texas corporation (“Parent”), which is the owner of 100% of the outstanding capital stock of Titan Tool, Inc., a Minnesota corporation (“Titan Tool”), and 100% of the outstanding capital stock of Wagner Spray Tech Corporation, a Minnesota corporation (the “Surviving Corporation”), hereby executes these Articles of Merger as of September 27, 2014 (the “Execution Date”):

FIRST: The Plan of Merger, in the form of resolutions duly adopted by unanimous written action of the Board of Directors of Parent, effective September 27, 2014, is attached hereto as **Exhibit A**.

SECOND: The number of outstanding shares of each class and series of capital stock of Titan Tool, the number of outstanding shares of each class and series of capital stock of the Surviving Corporation and the number of shares of each such class and series owned by Parent are as follows:

Entity	Class & Series	No. of Outstanding Shares	No. of Shares Owned by Parent
Titan Tool	Common	1,000	1,000
Surviving Corporation	Common	1,000	1,000

THIRD: The Plan of Merger has been duly approved by Parent in accordance with Section 302A.621 of the MBCA.

FOURTH: The merger shall be effective as of 11:59 p.m. Central Time on September 27, 2014.

* * * * *

These Articles of Merger have been duly executed as of the Execution Date.

WAGNER HOLDINGS INC.

By: 

Name: Thorsten Koch

Title: CEO

EXHIBIT A

WAGNER HOLDINGS INC.

Written Adoption of Resolutions by Board of Directors

(attached)

WAGNER HOLDINGS INC.

**Unanimous Written Consent
of Directors in Lieu of Meeting**

September 27, 2014

The undersigned, being all of the directors of Wagner Holdings Inc., a Texas corporation (the "Company"), do hereby consent in writing to the adoption of the resolutions and corporate actions set forth below, effective as of the date first written above.

RECITALS

WHEREAS, the Company owns 100% of the issued and outstanding capital stock of Titan Tool, Inc., a Minnesota corporation ("Titan Tool"), consisting of 1,000 shares of Common Stock, par value \$0.01;

WHEREAS, the Company owns 100% of the issued and outstanding capital stock of Wagner Spray Tech Corporation, a Minnesota corporation ("Wagner Spray Tech"), consisting of 1,000 shares of Common Stock, par value \$0.01; and

WHEREAS, the Company desires to effect the merger of Titan Tool with and into Wagner Spray Tech pursuant to Section 302A.621 of the Minnesota Business Corporation Act.

RESOLUTIONS

NOW, THEREFORE, be it resolved as follows:

[Merger of Titan Tool with and into Wagner Spray Tech]

RESOLVED, that Titan Tool be merged with and into Wagner Spray Tech in accordance with Section 302A.621 of the Minnesota Business Corporation Act and in accordance with the further resolutions set forth below (which resolutions shall constitute the Plan of Merger).

RESOLVED, that at the effective time of the merger, all of the issued and outstanding shares of Common Stock of Titan Tool shall be cancelled, and no securities of Wagner Spray Tech or any other corporation, or any money or other property, shall be issued in exchange therefor.

RESOLVED, that at the effective time of the merger, all of the issued and outstanding shares of Common Stock of Wagner Spray Tech shall remain issued and outstanding.

RESOLVED, that the merger shall be effective on September 27, 2014.

RESOLVED, that any officer of the Company be and hereby is authorized and directed to make, sign and acknowledge, for and on behalf of the Company, articles of merger and a certificate of merger setting forth the foregoing Plan of Merger and such other information as

required by law, and to cause such articles and certificate to be filed for record with the Secretary of State of the State of Minnesota in the manner required by law.

[Ratification and General Authority]

RESOLVED, that any and all prior actions taken by any current or former officer of the Company in connection with the matters or transactions authorized by this Unanimous Written Consent of Directors in Lieu of Meeting are hereby confirmed, ratified, adopted and approved.


RESOLVED, that the officers of the Company are, and each of them acting alone is, hereby authorized to take such further action on behalf of the Company, and to execute and deliver such further documents, instruments or agreements on behalf of the Company, as any such officer shall deem necessary, desirable or appropriate to carry out the purposes of the matters and transactions authorized by this Unanimous Written Consent of Directors in Lieu of Meeting.

[Counterparts]

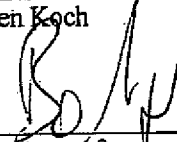
RESOLVED, that this Unanimous Written Consent of Directors in Lieu of Meeting may be executed in counterparts and delivered by facsimile or other electronic transmissions, each of which shall be deemed an original but all of which together shall be one and the same instrument.

[Signature Page Follows]

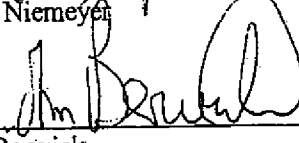
This Unanimous Written Consent of Directors in Lieu of Meeting is effective as of the date first written above.



Thorsten Koch



Bruno Niemeyer



John Berwick

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

SEP 26 2014 LS

Mark Ritchie
Secretary of State

*Unanimous Written Consent of Directors of
Wagner Holdings Inc. in Lieu of Meeting*