

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM428414

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/31/1996

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Defender Industries, Inc.		07/31/1996	Corporation: NEW YORK

RECEIVING PARTY DATA

Name:	Defender Industries, Inc.
Street Address:	42 Great Neck Road
City:	Waterford
State/Country:	CONNECTICUT
Postal Code:	06385
Entity Type:	Corporation: CONNECTICUT

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2060258	DEFENDER

CORRESPONDENCE DATA**Fax Number:**

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.

Phone: 212-257-4882
Email: carato@shapiroarato.com
Correspondent Name: Cynthia Arato
Address Line 1: 500 Fifth Avenue, 40th Floor
Address Line 4: New York, NEW YORK 10110

NAME OF SUBMITTER:	Cynthia S. Arato
SIGNATURE:	/Cynthia S. Arato/
DATE SIGNED:	05/22/2017

Total Attachments: 9

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CERTIFICATE OF MERGER

CORPORATE REORGANIZATION AND MERGER
OF DEFENDER INDUSTRIES, INC. (NY)
INTO DEFENDER INDUSTRIES, INC. (CT)

The undersigned corporations, in accordance with Sections 33-284, 33-364 to 371, and 33-373(c) of the Connecticut General Statutes, as amended, of the Laws of the State of Connecticut, and Sections 361 and 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, hereby adopt and certify to the following Articles and Plan of Reorganization and Merger:

Article 1. The parties hereto agree to effect this Reorganization and Merger.

Article 2. The corporation to survive the Reorganization and Merger is Defender Industries, Inc. (CT), a Connecticut corporation, which shall continue under the same name.

Article 3. The parties to these Articles and Plan of Reorganization and Merger are Defender Industries, Inc. (NY), with its principal office located in New Rochelle, New York (hereafter "Old Defender"), and Defender Industries, Inc. (CT), with its principal office located in Waterford, Connecticut (hereafter "New Defender"), incorporated in the States of New York and Connecticut, respectively.

Article 4. No amendment to the charter of the surviving corporation is to be effected as part of the Merger.

Article 5. The total number of shares of stock of all classes which the parties hereto have authority to issue is as follows:

<u>Corporation</u>	<u>Class of stock</u>	<u>Number of shares authorized</u>
Old Defender	Common (without par value)	200
New Defender	Common (without par value)	20,000

Article 6. The manner and basis of exchanging and converting the issued stock of Old Defender is as follows: Each share of issued and outstanding Common Stock (without par value) of Old Defender shall be converted into one share of Common Stock (without par value) of New Defender. Upon the surrender of certificates representing shares of Old Defender stock by holders thereof, certificates for an equal number of New Defender stock shall be issued in exchange by New Defender. Shares of New Defender Common Stock (without par value) outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock (without par value) of the surviving corporation.

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STATE OF CONNECTICUT
SECRETARY OF THE STATE
TRADEMARK

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Article 7. The principal place of business of New Defender is located at 42 Great Neck Road, in the Town of Waterford, County of New London, and State of Connecticut and this Certificate will be filed and maintained at such place of business.

Article 8. These Articles and Plan of Reorganization and Merger were duly adopted and approved by the boards of directors and stockholders of Old Defender and New Defender, respectively, in each case by Consent of all Directors and all Stockholders in lieu of a Special Meeting dated as of July 31, 1996, in the manner and by the vote required by the laws of New York and Connecticut, respectively.

Article 9. The Plan of Reorganization and Merger is as follows:

9.1 The Articles of Incorporation of New Defender, as in effect on the effective date of the Reorganization and Merger, shall continue in full force and effect as the Articles of Incorporation of New Defender and shall not be changed or amended by the Reorganization and Merger.

9.2 New Defender reserves the right and power, after the effective date of the Reorganization and Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors, or stockholders herein are subject to this reservation.

9.3 The Bylaws of New Defender, as such Bylaws exist on the effective date of the Reorganization and Merger, shall remain and be the Bylaws of New Defender until altered, amended, or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Article of Incorporation, or in the manner permitted by the applicable provisions of law.

9.4 The directors of New Defender as of the effective date of the Reorganization and Merger shall continue in office until the next Annual Meeting of the stockholders of New Defender. The number of directors of New Defender shall continue to be three (3) and shall be the following persons: Sheldon Lance, Andrew Lance and Stephan Lance.

The following officers of New Defender immediately prior to the effective date of the Reorganization and Merger shall continue in office after the effective date of the Reorganization and Merger and until the next Annual Meeting of the board of directors of Acme:

Sheldon Lance	President
Andrew Lance/Stephan Lance	Vice-Presidents
Andrew Lance	Secretary
Stephan Lance	Treasurer

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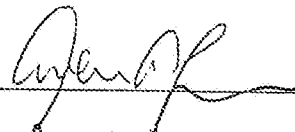
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SECRETARY OF THE STATE

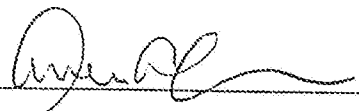
9.5 Each share of issued and outstanding Common Stock (without par value) of Old Defender shall be converted into five shares of Common Stock (without par value) of New Defender. Upon the surrender of certificates representing shares of Old Defender stock by holders thereof, certificates for an equal number of New Defender stock shall be issued in exchange by New Defender. Shares of New Defender Common Stock (without par value) outstanding at the date of this Reorganization and Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock (without par value) of the surviving corporation.

9.6 On the effective date of the Reorganization and Merger, the separate existence of Old Defender shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by New Defender to evidence such transfer, vesting, or devolution of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of Old Defender by the last acting officers thereof, or by the corresponding officers of the surviving corporation.

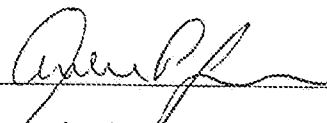
9.7 The effective date of the Reorganization and Merger shall be the date when these Articles and Plan of Reorganization and Merger are accepted for recording by the Secretary of State for the State of Connecticut.


DEFENDER INDUSTRIES, INC. (NY)

By: 
Its Vice President

By: 
Its Secretary

DEFENDER INDUSTRIES, INC. (CT)

By: 
Its Vice President

By: 
Its Secretary

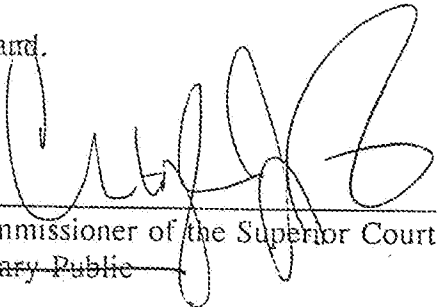
RECORDED

STATE OF CONNECTICUT
SECRETARY OF THE STATE

STATE OF CONNECTICUT)
) ss. New London, CT
COUNTY OF NEW LONDON)

On this the 31st day of July, 1996, before me, the undersigned officer, personally appeared Andrew Lane, who acknowledged himself to be the Vice President and Secretary, of Defender Industries, Inc. (NY), a New York corporation, and that he as such, being authorized so to do, executed the foregoing instrument as his free act and deed for the purposes therein contained by signing the name of the corporation by himself as Vice President and Secretary.

In witness whereof I hereunto set my hand.

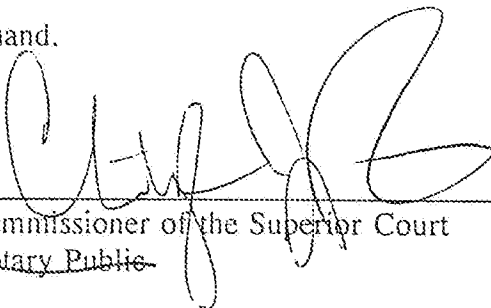


Commissioner of the Superior Court
~~Notary Public~~

STATE OF CONNECTICUT)
) ss. New London, CT
COUNTY OF NEW LONDON)

On this the 31st day of July, 1996, before me, the undersigned officer, personally appeared Andrew Lane, who acknowledged himself to be the Vice President and Secretary, of Defender Industries, Inc. (CT), a Connecticut corporation, and that he as such, being authorized so to do, executed the foregoing instrument as his free act and deed for the purposes therein contained by signing the name of the corporation by himself as Vice President and Secretary.

In witness whereof I hereunto set my hand.



Commissioner of the Superior Court
~~Notary Public~~

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STATE OF CONNECTICUT
SECRETARY OF THE STATE

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CERTIFICATE OF INCORPORATION

STATE OF CONNECTICUT
SECRETARY OF THE STATE

The undersigned incorporator hereby forms a body politic and corporate under the Stock Corporation Act of the State of Connecticut.

1. The name of the Corporation is DEFENDER INDUSTRIES, INC.
2. The nature of business to be transacted, or the purposes to be promoted or carried

out by the Corporation, are as follows:

To conduct all acts and activities permitted to be done by a corporation under the Connecticut Stock Corporation Act, as it is amended from time to time, including, but not limited to, engaging in the wholesale and retail marine supply and equipment sales and services and the ownership, operation, leasing, financing and disposition of real property.

3. The designation of each class of shares, the authorized number of shares of each such class, and the par value of each share thereof is as follows: the authorized capital stock shall consist of 20,000 shares of common stock with no par value.

4. The following provisions are for the regulation of the business of the Corporation and for the purpose of defining and regulating the powers of the Corporation and its officers, directors and shareholders.

- a. No shareholder shall be entitled as of right to purchase or subscribe for any unissued stock of the Corporation, whether now or hereafter authorized or whether of a class now existing or of a class hereafter created, or to purchase or subscribe for any bonds, certificates of indebtedness, debentures or other obligations convertible into stock of the Corporation.

- b. The personal liability of a director to the Corporation or its shareholders for monetary damages for breach of duty as a director shall be limited to an amount that is equal to the compensation received by the director for serving the Corporation during the year

of the violation if such breach did not: (i) involve a knowing and culpable violation of law by the director; (ii) enable the director or an associate, as defined in subdivision (3) of Section 33-374d of the Connecticut General Statutes to receive an improper personal economic gain; (iii) show a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation; (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation; or (v) create liability under Section 33-321 of the Connecticut General Statutes.


5. The minimum amount of capital with which the Corporation shall commence business is ONE THOUSAND (\$1,000.00) DOLLARS.

6. The duration of the said Corporation is unlimited.

Dated at New London, Connecticut this 21st day of July, 1996.

Under the penalties of false statement, I declare the statements contained in this Certificate of Corporation to be true.

DEFENDER INDUSTRIES, INC.

By: 
Andrew Lance
Its Incorporator

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STATE OF CONNECTICUT
SECRETARY OF THE STATE

APPOINTMENT OF STATUTORY AGENT FOR SERVICE

TO: THE SECRETARY OF THE STATE OF CONNECTICUT:

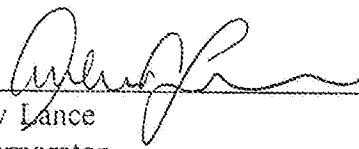
1. DEFENDER INDUSTRIES, INC. appoints as its Statutory Agent for Service Joseph J. Selinger, Jr.
2. Addresses of Statutory Agent for Service:

Business: 43 Broad Street
P. O. Box 58
New London, Connecticut 06320

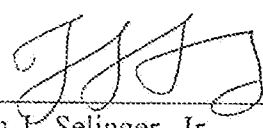
Residence: 1363 Pequot Trail
Stonington, Connecticut 06378

Dated at New London, Connecticut this 31st day of July, 1996.

DEFENDER INDUSTRIES, INC.

By: 
Andrew Lance
Its Incorporator

ACCEPTED:


Joseph J. Selinger, Jr.
Statutory Agent for Service

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STATE OF CONNECTICUT
SECRETARY OF THE STATE

ORGANIZATION AND FIRST ANNUAL REPORT
DOMESTIC STOCK CORPORATION


1. Name of Corporation: DEFENDER INDUSTRIES, INC.
2. Date of Organization Meeting: July 31, 1996
3. Address of Principal Office in Connecticut: 42 Great Neck Road, Waterford, Connecticut
4. Report Date: July 31, 1996
5. Directors and Officers:

<u>Name</u>	<u>Title</u>	<u>Business Address</u>	<u>Residence Address</u>
Sheldon Lance	President, Director and Chairman of the Board	42 Great Neck Road Waterford, Connecticut	21 Rye Road Rye, New York
Andrew Lance	Vice President, Secretary and Director	42 Great Neck Road Waterford, Connecticut	21 Rye Road Rye, New York
Stephan Lance	Vice President, Treasurer and Director	42 Great Neck Road Waterford, Connecticut	23 Susan Terrace Waterford, Connecticut

6. I HEREBY DECLARE, UNDER PENALTIES OF FALSE STATEMENT, THAT THE STATEMENTS MADE IN THIS REPORT ARE TRUE.

DEFENDER INDUSTRIES, INC.

7-31-96
Date

By: 
Andrew Lance
Its Vice President

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SECRETARY OF THE STATE