

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Modbit Corporation		04/23/1999	CORPORATION: MISSOURI

RECEIVING PARTY DATA	
Name:	Performance Roof Systems, Inc.
Street Address:	4800 Blue Parkway
City:	Kansas City
State/Country:	MISSOURI
Postal Code:	64130
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2274171	MODBIT
Registration Number:	2274123	BITUTAK

**CORRESPONDENCE DATA**

Fax Number: (816)474-3216  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (816) 474-8100  
 Email: rmorehead@spencerfane.com  
 Correspondent Name: SPENCER FANE BRITT & BROWNE LLP  
 Address Line 1: 1000 Walnut Street  
 Address Line 2: Suite 1400  
 Address Line 4: Kansas City, MISSOURI 64106

ATTORNEY DOCKET NUMBER:	3515800-40
NAME OF SUBMITTER:	Roberta Morehead

Total Attachments: 5  
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# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION

CERTIFICATE OF MERGER  
FOREIGN CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:  
MODBIT CORPORATION (#00430876)

INTO:

PERFORMANCE ROOF SYSTEMS, INC. (#F00265313)

Organized and existing under the laws of Missouri, Delaware  
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of  
the State of Missouri, issue this Certificate of merger,  
certifying to the foregoing and certifying that the merger of the  
aforenamed corporations with

PERFORMANCE ROOF SYSTEMS, INC. (#F00265313)

as the surviving corporation, shall be effective on the date on  
which the same becomes effective in the State of Delaware  
Effective date: May 10 1999.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
25th DAY OF August, 1999.

*Rebecca McDowell Cook*  
Secretary of State



\$30.00

TRADEMARK

FILED AND CERTIFIED  
ISSUED

AUG 25 1999

**ARTICLES OF MERGER**  
(Section 351.447, RSMo)

Rebecca McDowell  
SECRETARY OF STATE

SECRETARY OF STATE  
STATE OF MISSOURI  
P.O. BOX 778  
JEFFERSON CITY, MO 65102

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. That **MODBIT Corporation**, a corporation organized under the laws of the State of Missouri, and **Performance Roof Systems, Inc.**, a corporation organized under the laws of the State of Delaware, are hereby merged, and that Performance Roof Systems, Inc. shall be the surviving corporation.
2. That the Board of Directors of Performance Roof Systems, Inc. met on March 19, 1999, and by resolution adopted by a majority vote of the members of such Board approved the Plan of Merger set forth in these Articles.
3. That the Board of Directors of MODBIT Corporation met on March 19, 1999, and by resolution adopted by a majority vote of the members of such Board approved the Plan of Merger set forth in these articles.
4. That this Plan of Merger has been adopted pursuant to Section 351.447, RSMo.
5. That the resolution of the Board of Directors of the parent corporation, Performance Roof Systems, Inc., approving the Plan of Merger is as follows:

**RESOLVED**, that the Plan of Merger between Performance Roof Systems, Inc. and MODBIT Corporation, in the form set forth in the Articles of Merger to be submitted to the Missouri Secretary of State, which is inserted in the corporate minute book and made a part of these resolutions, be, and it hereby is, adopted.

6. That the parent corporation, Performance Roof Systems, Inc. is in compliance with the 90 percent ownership requirement of Section 351.447, RSMo., and will maintain at least 90 percent ownership of MODBIT Corporation until the issuance of the Certificate of Merger by the Secretary of State of the State of Missouri.
7. That the following is the Plan of Merger between Performance Roof Systems, Inc. and MODBIT Corporation:

TRADEMARK  
REEL: 002965 FRAME: 0380

1. MODBIT Corporation, a corporation organized under the laws of the State of Missouri, shall be merged into Performance Roof Systems, Inc., a corporation organized under the laws of the State of Delaware, with Performance Roof Systems, Inc. being the surviving corporation.
2. All of the property, rights, privileges, leases and patents of the wholly owned subsidiary, MODBIT Corporation, are to be transferred to and become the property of Performance Roof Systems, Inc., the survivor. The officers and Boards of Directors of Performance Roof Systems, Inc. and MODBIT Corporation are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
3. The officers and Board of Directors of Performance Roof Systems, Inc. shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of Performance Roof Systems, Inc.
4. The Articles of Incorporation and Bylaws of Performance Roof Systems, Inc. shall continue in full force and effect.
5. It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:
  - a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation;
  - b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is Spencer Fane Britt & Browne LLP, 1000 Walnut Street, Suite 1400, Kansas City, Missouri 64106, Attention: Michael McCann; and
  - c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

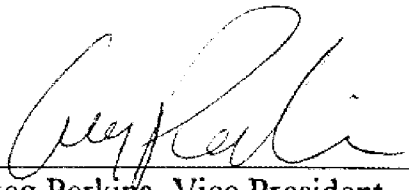
**TRADEMARK**

**REEL: 002965 FRAME: 0381**

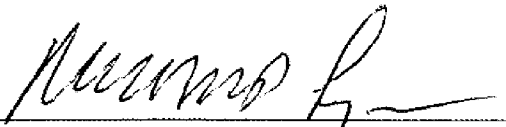
IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by Performance Roof Systems, Inc. and MODBIT Corporation as of the day and year hereafter acknowledged.

PERFORMANCE ROOF SYSTEMS, INC.

Corporate Seal


By:   
Greg Perkins, Vice President

ATTEST:

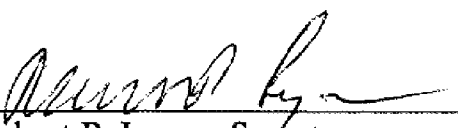
By:   
Robert P. Lyons, Secretary

MODBIT CORPORATION

Corporate Seal

By:   
Greg Perkins, Vice President

ATTEST:

By:   
Robert P. Lyons, Secretary

STATE OF MISSOURI )  
 ) ss.  
COUNTY OF JACKSON )

On this 23<sup>rd</sup> day of April, in the year 1999, before me, R. A. Nafzinger, a Notary Public in and for said state, personally appeared Greg Perkins, Vice President of Performance Roof Systems, Inc., known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

R. A. Nafzinger  
Notary Public

My commission expires:  
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R. A. NAFZINGER  
Notary Public - State of Missouri  
County of Clay  
My Commission Expires Jan. 12, 2002

STATE OF MISSOURI )  
 ) ss.  
COUNTY OF JACKSON )

On this 23<sup>rd</sup> day of April, in the year 1999, before me R. A. Nafzinger, a Notary Public in and for said state, personally appeared Greg Perkins, Vice President of MODBIT Corporation, known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated

R. A. Nafzinger  
Notary Public

My commission expires:  
\_\_\_\_\_

R. A. NAFZINGER  
Notary Public - State of Missouri  
County of Clay  
My Commission Expires Jan. 12, 2002