

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Emersub XCVI, Inc.		03/19/2002	Corporation of Delaware:

RECEIVING PARTY DATA

Name:	Asco Investment Corporation
Street Address:	850 Library Ave., Suite 204-1
City:	Newark
State/Country:	DELAWARE
Postal Code:	19711
Entity Type:	Corporation of Delaware:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1305786	AS

CORRESPONDENCE DATA

Fax Number: (248)641-0270
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2486411600
 Email: docketingtm@hdp.com
 Correspondent Name: Lisa M. DuRoss
 Address Line 1: 5445 Corporate Drive, Suite 400
 Address Line 4: Troy, MICHIGAN 48098

NAME OF SUBMITTER:	Lisa M. DuRoss
Signature:	/lmd/
Date:	05/16/2005

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Total Attachments: 3
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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
EMERSUB XCVI, INC.
INTO
ASCO INVESTMENT CORPORATION**

Asco Investment Corporation, a corporation organized and existing under the laws of Delaware,
DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 29th day of September, 1995, pursuant to the General Corporation Law of Delaware.

SECOND: That this corporation owns one hundred percent (100%) of the outstanding shares of the stock of Emersub XCVI, Inc., a corporation incorporated on the 14th day of March, 2002, pursuant to the General Corporation Law of Delaware.

THIRD: That the directors of Asco Investment Corporation by the attached resolutions of its Board of Directors, duly adopted by unanimous written consent, filed with the minutes of the Board on the 6th day of March, 2002, determined to merge said Emersub XCVI, Inc. into itself.

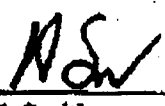
FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Asco Investment Corporation at any time prior to the time that this merger filed with the Secretary of State of Delaware becomes effective.

FIFTH: That this merger will become effective as of 11:58 p.m. on March 31, 2002.

IN WITNESS WHEREOF, said has caused this Certificate to be signed by Harley M. Smith, its Assistant Secretary, this 19th day of March, 2002.

ASCO INVESTMENT CORPORATION

By: _____


Harley M. Smith
Assistant Secretary

**CORPORATE ACTION BY UNANIMOUS CONSENT
OF
THE SOLE SHAREHOLDER AND ALL THE DIRECTORS
OF
ASCO INVESTMENT CORPORATION**

The undersigned, being the sole shareholder and all the directors of Asco Investment Corporation, a Delaware corporation (the "Company"), hereby adopt the following resolutions by written consent pursuant to Sections 228(a) and 141(f) of the General Corporation Law of Delaware:

WHEREAS, the Board has determined that it would be in the best interests of the Company to authorize the Company to merge into itself Emersub XCVI, Inc., a Delaware corporation ("Emersub"), on the terms set forth in the following resolutions.

RESOLVED, that the Company merge, and is hereby authorized to merge, into itself Emersub with the Company being the surviving corporation and assuming all of the obligations of Emersub.

FURTHER RESOLVED, that the Certificate of Incorporation of the Company as in force and effect upon the effective date of the merger in the jurisdiction of its incorporation shall be the certificate of incorporation of the surviving corporation and said Certificate of Incorporation shall continue in full force and effect until changed, altered, or amended in the manner prescribed by the laws of the jurisdiction of its incorporation.

FURTHER RESOLVED, that the bylaws of the Company as in force and effect upon the effective date of the merger shall be the bylaws of the surviving corporation and said bylaws shall continue in full force and effect until changed, altered, or amended in the manner prescribed by the laws of the jurisdiction of its incorporation.

FURTHER RESOLVED, that the directors and officers of the Company upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and/or offices, as applicable, until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

FURTHER RESOLVED, that each share of common stock of the Company, which shall be issued and outstanding on the effective date of the merger, shall remain issued and outstanding. The Company will not issue any of its shares for the issued shares of Emersub inasmuch as the sole shareholder of Emersub is the Company. All of the issued shares of Emersub shall upon the effective date of the merger be surrendered and canceled. The shares of the Company shall not be converted, but each

said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Company.

FURTHER RESOLVED, that the merger shall be effective as of 11:58 p.m. on March 31, 2002.

FURTHER RESOLVED, upon the merger becoming effective, all the property, rights, privileges, interests, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of Emersub shall be transferred to, vested in and devolve upon the Company without further act or deed, and all property, rights, and every other interest of the Company and Emersub shall be as effectively the property of the Company as they were of the Company and Emersub, respectively.

FURTHER RESOLVED, that the proposed merger is hereby approved by the sole shareholder of the Company.

FURTHER RESOLVED, that the transactions contemplated hereby are approved and adopted and that the appropriate officers of the Company be, and each hereby is, authorized to execute and deliver, on behalf of the Company, any and all agreements, certificates, documents or instruments necessary or advisable in order to effectuate the merger contemplated hereby, including without limitation, the Certificate of Ownership and Merger to be filed with Secretary of State of the State of Delaware.

FURTHER RESOLVED, that the appropriate officers of the Company be, and each hereby is, authorized, on behalf of the Company, and under corporate seal or otherwise, to make all necessary filings, to seek all necessary consents and to take any and all other actions which any such officer may deem necessary, appropriate or advisable to carry out the transactions contemplated hereby and the intent and purposes of the foregoing resolutions, including, without limitation, payment of all proper expenses and execution and delivery of all such agreements, applications, statements, undertakings, consents to service of process, certificates, instruments and other documents as any such officer may deem necessary, appropriate or advisable to carry out the terms and provisions and the intent and purposes of the foregoing resolutions.