

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/12/1996

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Clyde A. Short Company		11/11/1996	CORPORATION: NORTH CAROLINA

**RECEIVING PARTY DATA**

Name:	Clyde A. Short Incorporated
Street Address:	4205 East Dixon Boulevard
City:	Shelby
State/Country:	NORTH CAROLINA
Postal Code:	28150
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1466535	CAS

**CORRESPONDENCE DATA**

Fax Number: (704)375-0729  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 704.375.9249  
 Email: tmbox@adamspat.com  
 Correspondent Name: J. Scott Evans  
 Address Line 1: 201 S. College Street  
 Address Line 2: Suite 2350 Charlotte Plaza  
 Address Line 4: Charlotte, NORTH CAROLINA 28244

ATTORNEY DOCKET NUMBER:	795/1
NAME OF SUBMITTER:	J. Scott Evans

CH \$40.00 1466535

Signature:	/J. Scott Evans/
Date:	04/16/2007
<b>Total Attachments: 11</b> source=0795&1.merger & change of name docs#page1.tif source=0795&1.merger & change of name docs#page2.tif source=0795&1.merger & change of name docs#page3.tif source=0795&1.merger & change of name docs#page4.tif source=0795&1.merger & change of name docs#page5.tif source=0795&1.merger & change of name docs#page6.tif source=0795&1.merger & change of name docs#page7.tif source=0795&1.merger & change of name docs#page8.tif source=0795&1.merger & change of name docs#page9.tif source=0795&1.merger & change of name docs#page10.tif source=0795&1.merger & change of name docs#page11.tif	

State of Delaware

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*Office of the Secretary of State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "CASCO INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTH DAY OF NOVEMBER, A.D. 1996, AT 12 O'CLOCK P.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWELFTH DAY OF NOVEMBER, A.D. 1996, AT 8:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CLYDE A. SHORT INCORPORATED" TO "CA SHORT COMPANY", FILED THE TWELFTH DAY OF NOVEMBER, A.D. 1996, AT 8:31 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "CA SHORT COMPANY" TO "CASCO INTERNATIONAL, INC.", FILED THE TWENTY-EIGHTH DAY OF JULY, A.D. 1997, AT 2:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



2681464 8310

010669015

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1527641

DATE: 12-27-01

TRADEMARK  
REEL: 003522 FRAME: 0755

State of Delaware  
Office of the Secretary of State

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AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2681464 8310

AUTHENTICATION: 1527641

DATE: 12-27-01

TRADEMARK  
REEL: 003522 FRAME: 0756

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING SHORT MERGER CORP  
INTO CA SHORT COMPANY**

(PURSUANT TO SECTION 253 OF THE GENERAL  
CORPORATION LAW OF DELAWARE)

CA Short Company, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Short Merger Corp., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 22nd day of July, 1997, determined to merge into itself Short Merger Corp. on the conditions set forth in such resolutions:

RESOLVED: That CA Short Company merge into itself its subsidiary, Short Merger Corp., and assume all of said subsidiary's liabilities and obligations;

FURTHER RESOLVED: That CA Short Company, as the surviving corporation, shall change its name from CA Short Company to CASCO INTERNATIONAL, INC., in accordance with the provisions of §253(b) of the General Corporation Law of the State of Delaware.

FURTHER RESOLVED: That the President and the Secretary of this Corporation be and they hereby are directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolution to merge said Short Merger Corp. into this corporation and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County, Delaware.

IN WITNESS WHEREOF, said CA Short Company has caused its corporate seal to be affixed and this certificate to be signed by Charles R. Davis, its President, this 22nd day of July, 1997.



CA Short Company

BY: 

Charles R. Davis, President

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Merger Agreement"), made as of November 11, 1996, by and between Clyde A. Short Company, a North Carolina corporation ("Short"), and Clyde A. Short Incorporated, a Delaware corporation and a wholly-owned subsidiary of Short ("CASI") (Short and CASI together referred to as the Constituent Corporations).

### WITNESSETH:

WHEREAS, Short is a corporation duly organized and existing under the laws of the State of North Carolina:

WHEREAS, CASI is a corporation duly organized and existing under the laws of the State of Delaware and is a wholly-owned subsidiary of Short:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and their shareholders that Short be merged with and into CASI, with CASI being the surviving corporation (the "Merger");

WHEREAS, the Boards of Directors of the Constituent Corporations have approved this Merger Agreement by resolutions duly adopted by their respective Boards of Directors in accordance with the laws of their respective jurisdictions of incorporation; and

WHEREAS, the Constituent Corporations desire to adopt this Merger Agreement as a plan of reorganization pursuant to the provisions of Section 368 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants and agreements, and in accordance with applicable laws, the parties hereto agree as follows:

1. **Surviving Corporation.** At the Effective Time (as hereinafter defined), Short shall be merged with and into CASI with CASI being the surviving corporation (the "Surviving Corporation") of the Merger. At the Effective Time, the corporate existence of Short shall cease, and the Surviving Corporation, to the extent permitted by applicable law, shall succeed to all the business, properties, assets and liabilities of the Constituent Corporations.

2. **Authorized Shares.** The authorized capital stock of the Surviving Corporation consists of 3,000,000 shares of Common Stock, \$.01 par value ("Surviving Corporation Common Stock"), and 300,000 shares of Preferred Stock, \$.01 par value ("Surviving Corporation Preferred Stock").

**3. Certificate of Incorporation and Bylaws.**

(a) The certificate of incorporation of CASI as in effect at the Effective Time shall be the certificate of incorporation of the Surviving Corporation from and after the Effective Time.

(b) The bylaws of CASI as in effect at the Effective Time shall be the bylaws of the Surviving Corporation from and after the Effective Time.

**4. Directors and Officers.**

(a) The directors of Short immediately prior to the Effective Time shall be the directors of the Surviving Corporation, to hold office in accordance with the bylaws of the Surviving Corporation until their successors are duly appointed or elected and qualified.

(b) The officers of Short immediately prior to the Effective Time shall be the officers of the Surviving Corporation to hold office in accordance with the bylaws of the Surviving Corporation until their successors are duly appointed or elected and qualified.

**5. Registered Office.** The registered office of the Surviving Corporation in the State of Delaware shall be at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

**6. Consent to Service of Process.** The Surviving Corporation hereby consents to be sued and served with process in the State of North Carolina in any proceeding in the State of North Carolina, and the Surviving Corporation hereby irrevocably appoints CT Corporation System, 225 Hillsborough Street, Raleigh, North Carolina 27603, as its agent to accept service of process in any such proceeding in the State of North Carolina to enforce against the Constituent Corporations any obligation of Short and the rights of dissenting shareholders of Short.

**7. Appointment of Statutory Agent.** It is desired that the Surviving Corporation transact business in the State of North Carolina as a foreign corporation from and after the Effective Date. The Surviving Corporation hereby constitutes and appoints, as the statutory and designated agent of the Surviving Corporation upon whom process, notice or demand against the Surviving Corporation may be served within the State of North Carolina, CT Corporation System, 225 Hillsborough Street, Raleigh, North Carolina 27603.

**8. Corporate Purposes.** The purposes for which the Surviving Corporation is formed are to engage in any lawful act or activity for which corporations may be formed under the general corporation law of Delaware.

**9. Terms of Merger.**

(a) At the Effective Time, each issued and outstanding share of common stock, \$100 par value ("Common Stock"), of Short shall, automatically and without further act of either of the Constituent Corporations or of any holder thereof, be extinguished and converted into one issued

outstanding, fully paid and nonassessable share of Surviving Corporation Common Stock. At the Effective Time, each issued share of Common Stock held in the treasury of Short prior to the Effective Time shall, automatically and without further act of either of the Constituent Corporations, be extinguished and converted into one issued, outstanding, fully paid, nonassessable share of Surviving Corporation Common Stock, held in the treasury of the Surviving Corporation. The holder of each share so extinguished and converted (of record on the shareholder records of Short at the Effective Time) shall be recorded on the books of the Surviving Corporation as the holder of the number of shares of Surviving Corporation Common Stock which such holder is entitled to receive; and each certificate theretofore representing one or more shares of Common Stock shall be deemed, for all corporate purposes, to evidence ownership of the same number of shares of Surviving Corporation Common Stock which the holder of such certificate is entitled to receive.

(b) Each person who, as a result of the Merger, holds one or more certificates which theretofore represented one or more shares of Common Stock may surrender any such certificate to the Surviving Corporation (or to any agent designated for such purpose by the Surviving Corporation), and upon such surrender, the Surviving Corporation shall, within a reasonable time, deliver to such person in substitution and exchange therefor one or more certificates evidencing the number of shares of Surviving Corporation Common Stock which such person is entitled to receive in accordance with the terms of this Merger Agreement in substitution for the number of shares of Common Stock, theretofore represented by each certificate so surrendered; provided, however, that such holders shall not be required to surrender any such certificates until such certificates would normally be surrendered for transfer on the books of the issuing corporation in the ordinary course of business.

(c) At and after the Effective Time, all of the issued and outstanding shares of Common Stock of CASI held immediately prior to the Effective Time shall be canceled and cease to exist, without any consideration being payable therefor.

(d) At the Effective Time, each option to purchase shares of Common Stock, outstanding immediately prior to the Effective Time shall automatically and without further act of either of the Constituent Corporations, become an option to purchase shares of Common Stock of the Surviving Corporation, subject to the same terms and conditions and at the same option price applicable to each such option immediately prior to the Effective Time.

10. **Termination and Abandonment.** At any time prior to the Effective Time and for any reason, this Merger Agreement may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations, without notice of such action to the other Constituent Corporation, notwithstanding approval of this Merger Agreement by the shareholders of one or both of the Constituent Corporations.

11. **Amendment.** At any time prior to the Effective Time, this Merger Agreement may be amended, either before or after shareholder approval, by an agreement in writing executed in the same manner as this Merger Agreement, after due authorization of such action by the Boards of Directors of the Constituent Corporations; provided, however, that this Merger



Agreement may not be amended after shareholder approval if such amendment would (A) alter or change the amount or kind of shares to be received by the shareholders of either of the Constituent Corporations in the Merger, (B) alter or change any term of the Certificate of Incorporation of the corporation which will be the Surviving Corporation, (C) alter or change any of the terms and conditions of this Merger Agreement if such alteration or change would adversely affect the shareholders of either of the Constituent Corporations, or (D) violate applicable law.

12. **Effective Time of Merger.** The Effective Time of the Merger shall be 10:00 a.m. Eastern Time, November 13, 1996, (the "Effective Time").

CLYDE A. SHORT COMPANY

By: Charles R. Davis  
Charles R. Davis, President

By: Jeffrey A. Ross  
Jeffrey A. Ross, Secretary

CLYDE A. SHORT INCORPORATED

By: Charles R. Davis  
Charles R. Davis, President

By: Jeffrey A. Ross  
Jeffrey A. Ross, Secretary

**CERTIFICATE OF ASSISTANT SECRETARY  
OF  
CLYDE A. SHORT COMPANY**

I, Jeffrey A. Ross, the Secretary of Clyde A. Short Company, hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President and Secretary under the corporate seal of said corporation, was duly approved and adopted at a meeting of the shareholders of Clyde A. Short Company held on November 8, 1996 by the holder of all of the outstanding shares entitled to vote thereon.

WITNESS my hand and seal of said Jeffrey A. Ross this 8th day of November, 1996

Secretary Jeffrey A. Ross

**CERTIFICATE OF SECRETARY  
OF  
CLYDE A. SHORT INCORPORATED**

I, Jeffrey A. Ross, the Secretary of Clyde A. Short Incorporated, hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President and Secretary under the corporate seal of said corporation, was duly approved and adopted by the sole director of said corporation pursuant to Subsection (f) of Section 251 of the Delaware General Corporation Law prior to the issuance of any shares of stock of said corporation.

WITNESS my hand and seal of said Jeffrey A. Ross this 8th day of November, 1996.

Secretary Jeffrey A. Ross

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CLYDE A. SHORT INCORPORATED**

Clyde A. Short Incorporated, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: The Corporation has not received any payment for any of its stock.

SECOND: The amendment to the Corporation's Certificate of Incorporation set forth in the following resolution approved by a majority of the Corporation's Board of Directors and was duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by striking Article One in its entirety and replacing therefor:

"Article I  
Name

The name of the corporation is CA Short Company

FURTHER RESOLVED, that the Certificate of Incorporation of the Corporation be amended by striking Article Ten in its entirety and replacing therefor:

"Article X  
Indemnification

(a) Each person who was or is made a party to or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefits plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a Director, officer, employee or agent shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior to such amendment), against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such

indemnification shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Subsection (b) of this Article, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part hereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that if the Delaware General Corporation Law requires, the payment of such expenses incurred by a Director or officer in his or her capacity as a Director or officer (and not in any other capacity in which service was or is rendered by such person while a Director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or officer is not entitled to be indemnified under this Article or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of Directors and officers.

(b) If a claim under Subsection (a) of this Article is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time hereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested Directors or otherwise.

(d) The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

(e) As used in this Article, references to "the Corporation" shall include, in addition to the resulting or surviving corporation, any constituent corporation absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its Directors, officers, employees and agents, so that any person who is or was a Director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(f) If this Article or any portion hereof shall have invalidated on any ground by a court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director, officer, employee and agent of the Corporation as to expenses (including attorney's fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including a grand jury proceeding and an action by the Corporation, to the fullest extent permitted (i) by any applicable portion of this Article that shall not have been invalidated or (ii) by any other applicable law."

IN WITNESS WHEREOF, Clyde A. Short Incorporated has caused this Certificate to be signed and attested by its duly authorized officer, this 12th day of November, 1996.

Clyde A. Short Incorporated

BY   
S. Robert Davis, Director

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11/13/96 12:30 PM