

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2003

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Pnuematic products Corporation		12/29/2003	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Flair Corporation
Street Address:	4647 S.W. 40th Avenue
City:	Ocala
State/Country:	FLORIDA
Postal Code:	34474-5799
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1064389	HANKISON

**CORRESPONDENCE DATA**

Fax Number: (202)861-1783  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2028611500  
 Email: trademarks@bakerlaw.com  
 Correspondent Name: Baker & Hostetler LLP  
 Address Line 1: 1050 Connecticut Avenue, NW  
 Address Line 2: Washington Square, Suite 1100  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

ATTORNEY DOCKET NUMBER:	87431.0005
NAME OF SUBMITTER:	John H. Weber
Signature:	/jhw/

CH \$40.00 1064389

Date:

04/26/2007

**Total Attachments: 5**

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# Delaware

PAGE 1

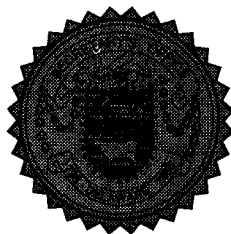
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PNEUMATIC PRODUCTS CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "FLAIR CORPORATION" UNDER THE NAME OF "FLAIR CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2003, AT 7:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2308709 8100M

030840902

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2852535

DATE: 01-06-04

TRADEMARK  
REEL: 003530 FRAME: 0218

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
PNEUMATIC PRODUCTS CORPORATION  
INTO  
FLAIR CORPORATION**

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Pursuant to Section 253 of  
the General Corporation Law of the State of Delaware

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Flair Corporation, a corporation organized and existing under the laws of the state of Delaware (this "Corporation"), DOES HEREBY CERTIFY:

**FIRST:** That this Corporation was incorporated on the 4<sup>th</sup> day of September 1992, pursuant to the General Corporation Law of the state of Delaware.

**SECOND:** That this Corporation owns all of the outstanding shares of common stock, par value \$1.00 per share, of Pneumatic Products Corporation, a corporation incorporated on the 26<sup>th</sup> day of April 1988, pursuant to the General Corporation Law of the state of Delaware.

**THIRD:** That this Corporation, by resolutions of its board of directors attached hereto as Exhibit A, duly adopted by a unanimous written consent of its members on the 29<sup>th</sup> day of December 2003 and filed with the minute book of this Corporation, determined to merge Pneumatic Products Corporation with and into this Corporation.

**FOURTH:** That the merger herein provided for shall be effective on December 31, 2003.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:31 PM 12/29/2003  
FILED 07:31 PM 12/29/2003  
SRV 030840902 - 2308709 FILE

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**TRADEMARK**  
**REEL: 003530 FRAME: 0219**

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by Christopher J. Kearney, its Executive Vice President and Secretary, this 29<sup>th</sup> day of December 2003.

FLAIR CORPORATION


By:   
Name: Christopher J. Kearney  
Title: Executive Vice President  
and Secretary

Exhibit A

UNANIMOUS WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS  
OF  
FLAIR CORPORATION

Pursuant to Sections 141 and 253 of the  
General Corporation Law of Delaware

Each of the undersigned members of the board of directors (the "Board of Directors") of Flair Corporation, a Delaware corporation (the "Corporation"), hereby consents, in accordance with section 141(f) of the General Corporation Law of the State of Delaware, to the adoption of the following resolutions:

MERGER OF PNEUMATIC PRODUCTS CORPORATION WITH AND INTO FLAIR CORPORATION.

WHEREAS, the Corporation is the direct owner of all of the issued and outstanding shares of common stock, par value \$1.00 per share (the "Pneumatic Stock"), of Pneumatic Products Corporation, a Delaware corporation ("Pneumatic"); and

WHEREAS, the Corporation desires to merge Pneumatic with and into the Corporation, with the Corporation to be the surviving corporation (such corporation in its capacity as the surviving corporation being hereinafter sometimes called the "Pneumatic Surviving Corporation") pursuant to the provisions of section 253 of the Delaware General Corporation Law (the "Pneumatic Merger"),

NOW, THEREFORE, BE IT HEREBY:

Pneumatic Merger: Terms of the Pneumatic Merger

RESOLVED, that, the Corporation shall cause to be filed an appropriate certificate of ownership and merger embodying these resolutions with the Secretary of State of the State of Delaware (the date and time of such filing, or such later date and time as set forth in such certificate, being hereinafter referred to as the "Pneumatic Effective Time"), and at the Pneumatic Effective Time, the Corporation shall merge Pneumatic with and into the Corporation in accordance with the Delaware General Corporation Law.

RESOLVED, that the terms and conditions of the Pneumatic Merger are as follows:

- (1) At the Pneumatic Effective Time, (a) the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Pneumatic Surviving Corporation until thereafter changed or amended, (b) the bylaws of the Corporation shall be the bylaws of the Pneumatic Surviving Corporation until thereafter changed or amended and (c) the directors of

the Corporation shall be the directors of the Pneumatic Surviving Corporation, and the officers of the Corporation shall be the officers of the Pneumatic Surviving Corporation, in each case until their successors are duly elected or appointed and qualified in the manner provided by the certificate of incorporation and bylaws of the Pneumatic Surviving Corporation or as otherwise provided by law.

(2) At the Pneumatic Effective Time, by virtue of the Pneumatic Merger and without any action on the part of the Corporation, the Pneumatic Surviving Corporation or Pneumatic, each issued and outstanding share of Pneumatic Stock shall be cancelled and retired without payment of any consideration for such cancelled share.

(3) At the Pneumatic Effective Time, the Pneumatic Surviving Corporation shall succeed to all rights, privileges, powers, franchises and property of the constituent corporations to the Pneumatic Merger, and shall be subject to all the debts, liabilities and duties of each of the constituent corporations in the same manner as if the Pneumatic Surviving Corporation had itself incurred them, all with the effect set forth in the Delaware General Corporation Law.

(4) At any time prior to the Pneumatic Effective Time, these resolutions and the Pneumatic Merger may be amended or terminated by the Board of Directors as provided in section 253(c) of the Delaware General Corporation Law.

RESOLVED, that the President, any Vice President or other officer of the Corporation; such other persons as the Board of Directors may designate from time-to-time; and any additional persons as such officers or designated persons may further designate (each, an "Authorized Officer" and together, the "Authorized Officers") be, and each of them hereby is, directed and authorized to make, execute and deliver, in the name and on behalf of the Corporation, a certificate of ownership and merger setting forth a copy of these resolutions providing for the Pneumatic Merger, and to cause the same to be filed with the Secretary of State of the state of Delaware.

#### General Resolutions

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to take or cause to be taken all such further actions and to execute and deliver all such further agreements, indentures, instruments of assumption, documents, certificates, and undertakings in the name of and on behalf of the Corporation, and to incur all fees and expenses as in his judgment shall be necessary, appropriate, or advisable to carry out and to effect the purpose and intent of the foregoing resolutions and to complete the transactions contemplated thereby.

RESOLVED, that all actions taken prior to the adoption of these resolutions by any Authorized Officer in connection with the matters referred to herein that would have been within the authority conferred hereby had these resolutions predated such actions be, and they hereby are, ratified, confirmed and approved in all respects.