

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/31/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Benjamin Obdyke Incorporated		08/31/2007	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Benjamin Obdyke Incorporated
Street Address:	400 Babylon Road, Suite A
City:	Horsham
State/Country:	PENNSYLVANIA
Postal Code:	19044
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	76679983	GAP GUARD
Serial Number:	76679858	SYNSHIELD
Serial Number:	76655969	BENOVATION
Registration Number:	1507995	ROLL VENT
Registration Number:	2142268	CEDAR BREATHER
Registration Number:	2493393	RAPID RIDGE
Registration Number:	2689350	HOME SLICKER
Registration Number:	3171885	FLASHMASTER
Registration Number:	3066410	PLUS
Registration Number:	2518867	XTRACTOR VENT
Registration Number:	3289451	PLYPATCH

CORRESPONDENCE DATA

CH \$290.00 76679983

Fax Number: (215)540-5818
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2155409216
Email: wbak@howsonandhowson.com
Correspondent Name: William Bak
Address Line 1: 501 Office Center Drive, Suite 210
Address Line 4: Fort Washington, PENNSYLVANIA 19034

ATTORNEY DOCKET NUMBER:	BOITMMERGER
NAME OF SUBMITTER:	William Bak
Signature:	/William Bak/
Date:	09/13/2007

Total Attachments: 6
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**PENNSYLVANIA DEPARTMENT OF STATE
 CORPORATION BUREAU**

**Articles/Certificate of Merger
 (15 Pa.C.S.)**

Entity Number
2931019

- Domestic Business Corporation (§ 1926)
 Domestic Nonprofit Corporation (§ 5926)
 Limited Partnership (§ 8547)

Name _____
 Address **CT - COUNTER** _____
 City _____ State _____ Zip Code _____

Document will be returned to the name and address you enter to the left.
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Commonwealth of Pennsylvania
 ARTICLES OF MERGER-BUSINESS 7 Page(s)

Fee: \$150 plus \$40 additional for each Party in additional to two



In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
Benjamin Obdyke Incorporated

2. Check and complete one of the following:
 The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County

(b) Name of Commercial Registered Office Provider _____ County _____
 c/o _____

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of Delaware and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
447 North 8th Street,	Philadelphia	PA	19123-3907	Philadelphia

(b) Name of Commercial Registered Office Provider _____ County _____
 c/o _____

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip

PA DEPT. OF STATE
 2007 AUG 31 PM 4:25

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
Benjamin Obdyke Incorporated	65 Steamboat Drive	Warminster, PA 18974	Bucks

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: August 31, 2007 at _____ .
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Benjamin Obdyke Incorporated	Adopted by the stockholders and directors of the parent foreign corporation, and adopted by the directors of the domestic corporation pursuant to 15 Pa. C.S. § 1924 .

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.~~
The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

Number and street	City	State	Zip	County
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IN TESTIMONY WHEREOF, the undersigned corporation/
limited partnership has caused these Articles/Certificate of
Merger to be signed by a duly authorized officer thereof this

31st day of August, 2007

BENJAMIN OBDYKE INCORPORATED (PA)

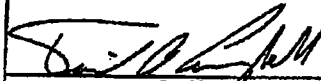
Name of Corporation/Limited Partnership



David A. Campbell, President

BENJAMIN OBDYKE INCORPORATED (DE)

Name of Corporation/Limited Partnership



David A. Campbell, President

B # 646694 v.3

**EXHIBIT A
TO
ARTICLES OF MERGER**

Plan of Merger

[See attached.]

B# 646694 v.3

**PLAN OF MERGER
OF
BENJAMIN OBDYKE INCORPORATED
(A PENNSYLVANIA CORPORATION)
WITH AND INTO
BENJAMIN OBDYKE INCORPORATED
(A DELAWARE CORPORATION)**

THIS PLAN OF MERGER ("Plan") is made as of August ¹⁵31, 2007 by and between Benjamin Obdyke Incorporated, a business corporation incorporated under the laws of the Commonwealth of Pennsylvania ("BOI-PA"), and Benjamin Obdyke Incorporated, a business corporation incorporated under the laws of the State of Delaware ("BOI-DE"), pursuant Sections 1921(b) and 1924 of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, as amended (the "Pennsylvania Act"), Section 252 of the Delaware General Corporation Law, as amended (the "Delaware Act") and resolutions adopted by the Board of Directors of BOI-DE and the Board of Directors of BOI-PA on said date, in accordance therewith.

WITNESSETH

WHEREAS, BOI-PA is a wholly-owned subsidiary of BOI-DE; and

WHEREAS, the Directors and sole shareholder of BOI-PA (being BOI-DE) and the Directors and stockholders of BOI-DE deem it desirable and in the best interests of each such company to merge (the "Merger") BOI-PA with and into BOI-DE in accordance with the Pennsylvania Act and the Delaware Act.

NOW, THEREFORE, the parties do hereby agree as follows:

1. BOI-PA shall, pursuant to the provisions of the Pennsylvania Act and the Delaware Act, be merged with and into BOI-DE, which shall be the surviving corporation upon the effective date of the Merger. The Merger shall be effective on August 31, 2007 (the "Effective Time of the Merger"). BOI-DE shall continue to exist as said surviving corporation pursuant to the provisions of the Delaware Act. The separate existence of BOI-PA shall cease upon the Effective Time of the Merger in accordance with the provisions of the Pennsylvania Act and the Delaware Act.
2. At the Effective Time of the Merger, the Certificate of Incorporation and Bylaws of BOI-DE as in effect immediately prior to the Effective Time of the Merger shall be and become the Certificate of Incorporation and Bylaws of BOI-DE from and after the Effective Time of the Merger, and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware Act.
3. The officers and directors of BOI-DE at the Effective Time of Merger shall be and remain the officers and directors of BOI-DE and shall hold office from the Effective Time of Merger until their successors are duly elected and qualified.
4. At the Effective Time of the Merger, all of the issued and outstanding shares of stock of BOI-PA shall, by virtue of the Merger and without need of any further action, be canceled, without any payment being made in respect thereof or any exchange being made therefor. The issued and outstanding shares of stock of BOI-DE shall not be converted or exchanged in any manner, but each said share which is issued and outstanding as of the Effective Time of the Merger shall continue to represent one issued and outstanding share of stock of BOI-DE.

B#646714 v.3

5. Upon the authorization, approval, and adoption of this Plan in accordance with the provisions of the Delaware Act and the Pennsylvania Act, BOI-DE and BOI-PA shall cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and the laws of the Commonwealth of Pennsylvania, and shall cause to be performed all necessary acts therein and elsewhere to effectuate the Merger. In case at any time after the Effective Time of Merger BOI-DE shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers of such Parent Corporation and the proper officers of BOI-PA shall execute and deliver any and all proper deeds, assignments, and the assurances in law, and do all things necessary or proper to carry out the provisions hereof.

6. Any officer of BOI-DE and any officer of BOI-PA is hereby authorized to execute a Certificate of Merger and Articles of Merger, respectively, in conformity with the provisions of the Delaware Act and the Pennsylvania Act; and the Board of Directors and the proper officers of BOI-DE and of BOI-PA, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan or of the Merger herein provided for.

7. Notwithstanding the full authorization, approval and adoption of this Plan and the full authorization of the Merger, on behalf of BOI-DE and BOI-PA in accordance with the provisions of the Delaware Act and the Pennsylvania Act, respectively, this Plan may be terminated at any time prior to the Effective Time of the Merger, and of the Merger herein provided for, in the event that the Board of Directors of BOI-DE determines to abandon such Merger plans.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be executed in their respective company names by their respective duly authorized officers as of the date first above written.

BENJAMIN OBDYKE INCORPORATED (DE)

By: 
David A. Campbell, President

BENJAMIN OBDYKE INCORPORATED (PA)

By: 
David A. Campbell, President

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