

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Metal Systems, Inc.		02/03/2009	CORPORATION: TENNESSEE
RECEIVING PARTY DATA			
Name:	Lectrus Corporation		
Street Address:	1919 Polymer Drive		
City:	Chattanooga		
State/Country:	TENNESSEE		
Postal Code:	37421		
Entity Type:	CORPORATION: TENNESSEE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77647849	LECTRUS	
CORRESPONDENCE DATA			
Fax Number:	(540)510-3050		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	540-510-3046		
Email:	trademarks@leclairryan.com		
Correspondent Name:	Tara A. Branscom		
Address Line 1:	10 S. Jefferson Street		
Address Line 2:	Suite 1800		
Address Line 4:	Roanoke, VIRGINIA 24011		
ATTORNEY DOCKET NUMBER:	22416.0001		
NAME OF SUBMITTER:	Tara A. Branscom		
Signature:	/Tara A. Branscom/		
Date:	02/18/2009		

CH \$40.00 77647849

Total Attachments: 9

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Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 02/02/09
REQUEST NUMBER: 6433-2896
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 02/02/09 1341
EFFECTIVE DATE/TIME: 02/03/09 0001
CONTROL NUMBER: 0272301

TO:
CFS
8161 HWY 100, 172
NASHVILLE, TN 37221

RE:
METAL SYSTEMS, INC.
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 02/02/09

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES
 \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00004523072
ACCOUNT NUMBER: 00101230



SS-4458

A handwritten signature in cursive script, appearing to read "Tre Hargett".

TRE HARGETT
SECRETARY OF STATE

TRADEMARK
REEL: 003937 FRAME: 0652

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STATE OF TENNESSEE
2009 FEB -2 PM 1:41

**ARTICLES OF MERGER
OF**

**MSI EQUIPMENT CENTERS, INC.
WITH AND INTO
METAL SYSTEMS, INC.**

**Tre Hargett
Secretary of State**

February 2, 2009

Pursuant to the provisions of the Tennessee Business Corporation Act and the Texas Business Corporation Act, MSI Equipment, Inc. and Metal Systems, Inc. do hereby execute the following Articles of Merger.

1. Attached hereto as Exhibit A and made a part hereof is the Plan of Merger for merging MSI Equipment Centers, Inc., a Texas corporation and a direct, wholly owned-subsiidiary of Metal Systems, Inc. (the "Merging Corporation"), with and into Metal Systems, Inc., a Tennessee corporation (the "Surviving Corporation"), as adopted by the Joint, Written Consent of the Board of Directors of the Merging Corporation, the Board of Directors of the Surviving Corporation, and the Sole Stockholder of the Surviving Corporation (representing the required percentage of all votes entitled to be cast) on February 2, 2009. A copy of such Joint, Written Consent is on file with each of the Merging Corporation and the Surviving Corporation.

2. The number of shares of the Merging Corporation which were outstanding at the time of approval of the Plan of Merger by its Board of Directors is one hundred (100) shares of common stock, all of which are one class and owned by the Surviving Corporation.

3. The merger of the Merging Corporation with and into the Surviving Corporation is permitted by the Texas Business Corporation Act. Pursuant to Section 5.16 of the Texas Business Corporation Act, no vote of the shareholders of Surviving Corporation is required with respect to the Plan of Merger.

4. The Surviving Corporation will continue its existence as the Surviving Corporation pursuant to the provisions of the Tennessee Business Corporation Act.

5. The Merger shall become effective at 12:01 A.M. Eastern Standard Time on February 3, 2009 (the "Effective Time").

6. The address of the principal place of business of the Surviving Corporation is 1919 Polymer Drive, Chattanooga, Tennessee 37421.

7. Upon the Effective Time, the Surviving Corporation appoints the Secretary of State of the State of Texas as its agent for service of process to enforce any obligation or the rights of dissenting shareholders of the Merging Corporation. The Surviving Corporation agrees that it will promptly pay to any dissenting shareholders of the Merging Corporation the amount, if any, to which they are entitled under Article 5 of the Texas Business Corporation Act.

{00685143; 5, 6015-47}

0433-28915

8. The Surviving Corporation will be responsible for the payment of all fees and franchise taxes required by law (as to itself and/or the Merging Corporation). The Surviving Corporation will be obligated to pay such fees and franchises taxes if the same are not timely paid.

Executed on February 2, 2009.

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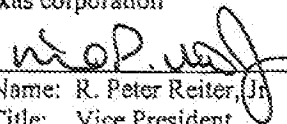
Tre Hargett
Secretary of State

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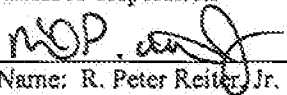
2009 FEB -2 PM 1:41

IN WITNESS WHEREOF, each of the constituent business entities has caused the Articles of Merger to be executed by its duly authorized officer as of the date mentioned above. ^{The Honorable} ~~Pat~~ ^{Hargett} ~~Pat~~ ^{Secretary of State}

MSI EQUIPMENT CENTERS, INC.
a Texas corporation

By: 
Name: R. Peter Reiter, Jr.
Title: Vice President

METAL SYSTEMS, INC.
a Tennessee corporation

By: 
Name: R. Peter Reiter, Jr.
Title: Vice President

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Exhibit A

Agreement and Plan of Merger

As attached hereto.

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Tre Hargett
Secretary of State

04/23/2009

AGREEMENT AND PLAN OF MERGER

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* * * * *

Tre Hargett

Secretary of State

This Agreement and Plan of Merger, dated as of February 2, 2009, is made by and among Metal Systems, Inc., a Tennessee corporation (the "Surviving Corporation"), and MSI Equipment Centers, Inc., a Texas corporation, and direct, wholly-owned subsidiary of the Surviving Corporation (the "Merging Corporation").

0433-2988

1. Merging Entities. The name and state of incorporation of each constituent business entity is as follows:

- a. The name of the surviving corporation is Metal Systems, Inc., a Tennessee corporation (the "Surviving Corporation").
- b. The name of the merging corporation is MSI Equipment Centers, Inc., a Texas corporation (the "Merging Corporation"). The Merging Corporation is a direct, wholly-owned subsidiary of the Surviving Corporation.

2. The Merger; Name Change of the Surviving Corporation. At the Effective Time (as defined below):

- a. The Merging Corporation shall, pursuant to Section 21-105 of the Tennessee Business Corporation Act and Section 5.16 of the Texas Business Corporation Act, be merged with the Surviving Corporation (the "Merger");
- b. The Surviving Corporation shall continue to exist as said Surviving Corporation under the name "Lectrus Corporation" pursuant to the provisions of the Tennessee Business Corporation Act and as provided below; and
- c. The separate existence of the Merging Corporation shall cease in accordance with the Texas Business Corporation Act.

3. Charter. At the Effective Time, the Charter of the Surviving Corporation shall be the same as is on file for such entity with the Secretary of State of Tennessee, except that Articles I and II(1) thereof, relating to the name of the Surviving Corporation, are hereby amended and changed so as to read as follows at the time at which the Articles of Merger are filed with the Secretary of State of Tennessee:

"I. The name of the corporation is "Lectrus Corporation."

II. The text of the Amended and Restated Charter is as follows:

- 1. The name of the Corporation (the "Corporation") is:
"Lectrus Corporation."

and said Charter, as herein amended and changed, shall continue in full force and effect until and if further amended and changed in the manner prescribed by the provisions of the Tennessee Business Corporation Act.

4. Bylaws. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and will continue in full force and effect until and if changed, altered, or amended as therein provided and, if so, in the manner prescribed by the provisions of the Tennessee Business Corporation Act and/or such bylaws.

5. Officers and Directors. The directors and officers of the Surviving Corporation in office prior to and at the Effective Time shall continue as the members of the Board of Directors of, and the officers of, the Surviving Corporation through and after the Effective Time, and shall each hold their respective directorships and/or offices until their successors are elected and qualified, or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

6. Cancellation of Merging Corporation Stock. Upon the Effective Time, by virtue of this Plan, and without any action on the part of the holders thereof, the Merging Corporation's issued and outstanding stock immediately prior to the Effective Time shall be cancelled without consideration and shall not constitute equity of any other kind of the Surviving Corporation.

7. Survival of Surviving Corporation Stock. The issued and outstanding stock of the Surviving Corporation shall survive the Merger unaffected, and, subsequent to the Effective Time, shall constitute the equity of the Surviving Corporation.

8. Approval. The Plan of Merger herein made and approved shall be submitted to the stockholders of the Surviving Corporation for their approval or rejection in the manner prescribed by Section 21-104 of the Tennessee Business Corporation Act. Pursuant to Section 5.16 of the Texas Business Corporation Act, no vote of the shareholders of the Merging Corporation is required with respect to the Plan of Merger.

9. Miscellaneous.

a. In the event that the Merger shall have been duly authorized in compliance with the provisions of the Texas Business Corporation Act and the Tennessee Business Corporation Act, the Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Texas and/or of the State of Tennessee, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

b. The Board of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation, 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 of Merger or of the Charter herein provided for.

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Sally Hargett
Secretary of State

c. The Merger shall become effective at 12:01 A.M. Eastern Standard Time on February 3, 2009 (the "Effective Time").

d. The Surviving Corporation will be responsible for the payment of all fees and franchise taxes required by law (as to itself and/or the Merging Corporation). The Surviving Corporation will be obligated to pay such fees and franchises taxes if the same are not timely paid.

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6433.2902

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Ire Hargrett
Secretary of State

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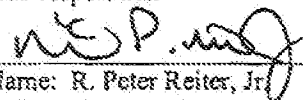
2009 FEB -2 PM 1:41

IN WITNESS WHEREOF, each of the constituent business entities has caused this Agreement and Plan of Merger to be executed by its duly authorized officer as of the date first written above,

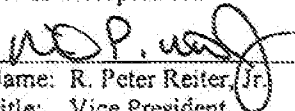
Tre Hargett
Secretary of State

6-23-2003

MSI EQUIPMENT CENTERS, INC.
a Texas corporation

By: 
Name: R. Peter Reiter, Jr.
Title: Vice President

METAL SYSTEMS, INC.
a Tennessee corporation

By: 
Name: R. Peter Reiter, Jr.
Title: Vice President

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