

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/15/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	UNIVERSAL NOLIN COMPANY LLC		03/15/2010
			LIMITED LIABILITY COMPANY: OHIO
RECEIVING PARTY DATA			
Name:	FRIGOGLASS NORTH AMERICA LTD. CO.		
Street Address:	700A BUFFINGTON ROAD		
City:	SPARTANBURG		
State/Country:	SOUTH CAROLINA		
Postal Code:	29303		
Entity Type:	LIMITED LIABILITY COMPANY: SOUTH CAROLINA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3304189	MIRACOOOL
CORRESPONDENCE DATA			
Fax Number:	(864)233-7342		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	864-271-1592		
Email:	docketing@dority-manning.com		
Correspondent Name:	DORITY & MANNING, P.A.		
Address Line 1:	PO BOX 1449		
Address Line 2:	James M. Bagarazzi		
Address Line 4:	Greenville, SOUTH CAROLINA 29602-1449		
ATTORNEY DOCKET NUMBER:	FRGG-2-TM		
NAME OF SUBMITTER:	JAMES M. BAGARAZZI		

OP \$40.00 3304189

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 REEL: 004183 FRAME: 0239**

Signature:	/james m. bagarazzi/
Date:	04/09/2010
Total Attachments: 5 source=FRGG-2-TM - Merger documents#page1.tif source=FRGG-2-TM - Merger documents#page2.tif source=FRGG-2-TM - Merger documents#page3.tif source=FRGG-2-TM - Merger documents#page4.tif source=FRGG-2-TM - Merger documents#page5.tif	

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

ARTICLES OF MERGER
LIMITED LIABILITY COMPANY

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-44-905 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving limited liability company (or other surviving entity), delivers to the Secretary of State these articles of merger executed by each constituent limited liability company and each other entity which is a party to the merger, and sets forth the following information:

1. The name and address of the surviving or resulting limited liability company (or other surviving entity) is:

Frigoglass North America Ltd. Co.
Name of Surviving Limited Liability Company

Address

The surviving entity is a South Carolina manager-managed limited liability company
Type of Entity

2. The name and jurisdiction of formation (or organization) of each of the limited liability companies and other entities that are parties to the merger

a. Frigoglass North America Ltd. Co.
Name

South Carolina
Jurisdiction of Formation

b. Universal Nolin Company LLC
Name

Ohio
Jurisdiction of Formation

3. For each South Carolina limited liability company which is to merge, state the date its articles of organization were filed with the South Carolina Secretary of State

a. Frigoglass North America Ltd. Co.
Name of South Carolina Limited Liability Company

February 17, 2010
Date its articles of organization were filed

b. _____
Name of South Carolina Limited Liability Company

Date its articles of organization were filed

The plan of merger has been approved and signed by each limited liability company and each other entity that is to merge.

The effective date of merger is: 3/15, 2010

If a South Carolina limited liability company is the surviving entity, specify in the following space such changes in its articles of organization as are necessary by reason of the merger. N/A

100324-0121
FILED: 03/24/2010
FRIGOGLOSS NORTH AMERICA LTD. CO.
Filing Fee: \$110.00 ORIG
South Carolina Secretary of State
Mark Hammond

100324-0122
FILED: 03/24/2010
UNIVERSAL NOLIN COMPANY, LLC
Filing Fee: \$0.00 ORIG
South Carolina Secretary of State
Mark Hammond

AGREEMENT AND PLAN OF MERGER

UNIVERSAL NOLIN COMPANY LLC (An Ohio limited liability company)

Into

FRIGOGLASS NORTH AMERICA LTD. CO. (A South Carolina limited liability company)

This Agreement and Plan of Merger (the "Agreement and Plan") is made to be effective the 15th day of March, 2010 (the "Effective Date"), by and between Universal Nolin Company LLC ("Universal Nolin"), a limited liability company organized and existing under the laws of the state of Ohio and Frigoglass North America Ltd. Co. ("Frigoglass North America" or "Surviving Entity"), a limited liability company organized and existing under the laws of the state of South Carolina (collectively, the "Parties").

WHEREAS, the Parties deem it advisable and to the advantage, welfare and in the best interest of each of them and their respective members to merge their limited liability companies pursuant to the terms and conditions of this Agreement and Plan (the "Merger");

WHEREAS, the Merger of Universal Nolin with and into Frigoglass North America is provided for under Section 1705.37 of the Ohio Revised Code;

WHEREAS, the Merger of Universal Nolin with and into Frigoglass North America is provided for under Section 33-44-904 of the South Carolina Code of Laws 1976, as amended;

WHEREAS, all the members and managers of Universal Nolin and Frigoglass North America have approved the Merger;

NOW, THEREFORE, in consideration of the mutual agreements contained herein, the Parties hereto agree upon the terms and provisions of this Agreement and Plan as hereinafter set forth:

1. **Surviving Entity.** The name of the Surviving Entity is Frigoglass North America Ltd Co., a South Carolina limited liability company.
2. **Conversion of Interests.** On the Effective Date of the Merger, all membership interest in Universal Nolin shall be cancelled as a matter of law. On the Effective Date of the Merger, in exchange for the cancellation of all interest in Universal Nolin a One Hundred Percent (100%) membership interest in Frigoglass North America shall be issued to Frigoglass USA Inc., a corporation incorporated under the laws of the state of Delaware. As a result of the Merger, Frigoglass USA Inc. shall own all interest of Frigoglass North America

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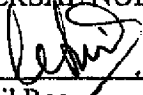
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3. **Management of Surviving Entity.** Management of the Surviving Entity shall be vested in a Board of Managers ("Board of Managers"). The Board of Managers shall consist of Anil Rao, Petros Diamantides and Panagiotis Tampourlos
4. **Articles of Organization.** The Articles of Organization of Frigoglass North America that are in effect immediately prior to the Effective Date shall be the Articles of Organization of the Surviving Entity.
5. **Principal Office.** The principal office of the Surviving Entity is located at 700 Buffington Road, Spartanburg, South Carolina 29303.
6. **Consent to Service of Process.** As it relates to any action or proceeding in the state of Ohio to enforce against the Surviving Entity any obligation of any constituent domestic limited liability company or the rights of a dissenting member of any constituent domestic limited liability company, the Surviving Entity hereby consents to be sued and served with process, notices, and demands in the state of Ohio and irrevocably appoints the secretary of state of Ohio as its agent to accept service of process in any such action or proceeding.
7. **Entire Agreement; Modification.** This Agreement and Plan constitutes the entire agreement of the parties with respect to the subject matter hereof and may not be modified or amended in any way except in writing by the parties hereto.
8. **Governing Law.** The terms of this Agreement and Plan shall be governed by the laws of the State of South Carolina. The parties hereby irrevocably consent to the exclusive jurisdiction of the Federal and State courts in Greenville, South Carolina for the resolution of any matters in any way arising out of this Agreement or its subject matter.
9. **Counterparts.** This Agreement and Plan may be executed in any number of counterparts which taken as a whole shall constitute one and the same agreement.

(Signatures on following page)

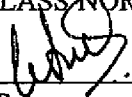
IN WITNESS WHEREOF, the undersigned have placed their hands and seals and affirm that the statements made herein are true this 15th day of March, 2010.

UNIVERSAL NOLIN COMPANY LLC, an Ohio limited liability company

By:  _____
Anil Rao

Its: Manager

FRIGOGLASS NORTH AMERICA LTD. CO., a South Carolina limited liability company

By:  _____
Anil Rao

Its: Manager

Frigoglass North America Ltd. Co.

Name of Limited Liability Company

7. If a party to the merger is a foreign limited liability company, specify the jurisdiction and date of its initial articles of organization and the date when its application for authority was filed by the South Carolina Secretary of State or, if an application has not been filed, a statement to that effect.

Universal Nolin Company LLC

Name of foreign Limited Liability Company

November 24, 2008

Date its articles were filed

February 11, 2009

Date/of filing of application for authority (or statement)

b.

Name of foreign Limited Liability Company

Date its articles were filed

Date/of filing of application for authority (or statement)

8. Check this box if the surviving entity is not a South Carolina limited liability company. Since the surviving entity is not a South Carolina limited liability company, it is agreed that the surviving entity (as specified in Item #1), may be served with service of process in South Carolina and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of any limited liability company previously subject to suit in South Carolina which is to merge, and for the enforcement, as provided in Chapter 44 of Title 33, 1976 South Carolina Code of Laws, as amended, of the right of members of any limited liability company to receive payment for their interest against the surviving entity.

9. A copy of the plan of merger will be furnished by the surviving limited liability company (or other surviving entity), on request and without cost, to any member of any limited liability company or any person holding an interest in any person holding any interest in any other entity that is to merge. A copy of the Plan of Merger is attached.

Date: 3/15/10

Signature

Anil Rao, Manager

Name

Capacity

Frigoglass North America Ltd. Co.

Name of company or entity

Date: 3/15/10

Signature

Anil Rao, Manager

Name

Capacity

Universal Nolin Company LLC

Name of company or entity

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