

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | | | |
|----------------------------------|--|-----------------------|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 02/15/2011 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Drexel Metals, LLC | | 02/15/2011 | LIMITED LIABILITY COMPANY: PENNSYLVANIA |
| RECEIVING PARTY DATA | | | |
| Name: | Drexel Metals Inc. | | |
| Street Address: | 204 Railroad Drive | | |
| City: | Ivlyland | | |
| State/Country: | PENNSYLVANIA | | |
| Postal Code: | 18974 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2175659 | DREXMET | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (734)930-2494 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 734-761-3780 | | |
| Email: | asujek@bodmanlaw.com | | |
| Correspondent Name: | Angela Alvarez Sujek - Bodman PLC | | |
| Address Line 1: | 201 South Division, Ste. 400 | | |
| Address Line 4: | Ann Arbor, MICHIGAN 48104 | | |
| NAME OF SUBMITTER: | Angela Alvarez Sujek | | |
| Signature: | /Angela Alvarez Sujek/ | | |
| Date: | 03/15/2011 | | |

OP \$40.00 2175659

Total Attachments: 14

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DREXEL METALS, LLC", A PENNSYLVANIA LIMITED LIABILITY COMPANY,

WITH AND INTO "DREXEL METALS INC." UNDER THE NAME OF "DREXEL METALS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF FEBRUARY, A.D. 2011, AT 4:21 O'CLOCK P.M.

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

4908940 8100M

110161882

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8562830

DATE: 02-15-11

TRADEMARK
REEL: 004498 FRAME: 0085

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Drexel Metals Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is Drexel Metals, LLC a (list jurisdiction) Pennsylvania limited liability company.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Drexel Metals Inc.

FOURTH: The merger is to become effective on February 15, 2011.

FIFTH: The Agreement of Merger is on file at 204 Railroad Drive, Ivyland, PA 18974, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 15th day of February, A.D., 2011.

By: 
Authorized Officer

Name: Robert W. Waite
Print or Type

Title: CEO

M. BURR KEIM COMPANY
COUNTER PICK-UP

M. BURR KEIM COMPANY
DATE STAMPED COPY

**CERTIFICATE OF MERGER
OF
DREXEL METALS, LLC
INTO
DREXEL METALS INC.**

In accordance with 15 Pa.C.S.A. § 8958, DREXEL METALS, LLC, a Pennsylvania limited liability company, and DREXEL METALS INC., a Delaware corporation, desiring to effect a merger, hereby state that:

1. The name of the entity surviving the merger is: Drexel Metals Inc., a Delaware corporation.
2. The address of the surviving entity's registered office is: 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware. The corporation's registered agent at such address is: Corporation Service Company.
3. The address of the surviving entity's principal office is: 204 Railroad Drive, Ivyland, PA 18974.
4. The name and the address of the registered office of Drexel Metals, LLC, the other party to the plan of merger, is: 204 Railroad Drive, Ivyland, Bucks County, PA 18974.
5. The Agreement and Plan of Merger (the "Plan of Merger") pursuant to which the merging entities are filing this Certificate of Merger shall be effective upon the later of the filing of this Certificate of Merger with the Pennsylvania Department of State or the filing of the Certificate of Merger with the Delaware Department of State.
6. The manner in which the Plan of Merger was adopted by each of the merging entities is as follows: Drexel Metals, LLC, by the action of the Board of Directors of the LLC; and Drexel Metals Inc., by the action of the Board of Directors of the corporation.
7. The Plan of Merger is set forth in the attached Exhibit A, which is incorporated into and made a part of this Certificate of Merger.

IN WITNESS WHEREOF, each of the undersigned merging entities has executed this Certificate of Merger as of the 15th day of February, 2011.

DREXEL METALS, LLC

By: Robert W. Waite
Robert W. Waite, CEO

DREXEL METALS INC.

By: Robert W. Waite
Robert W. Waite, CEO

This is to certify that this is a true and correct copy of the original that M. Burr Keim Company caused to be filed in the Office of the Corporation Bureau of the Pennsylvania Department of State.

Dated: 02-15-11

M. BURR KEIM COMPANY

By: Nem...

PA. DEPT. OF STATE
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Exhibit A

Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is made as of February 15, 2011 by and between Drexel Metals, LLC, a Pennsylvania limited liability company (the "LLC"), and Drexel Metals Inc., a Delaware corporation (the "Corporation") (the LLC and the Corporation each, a "Party" and collectively, the "Parties").

BACKGROUND

A. The Parties desire to enter into a transaction pursuant to which the LLC shall merge with and into the Corporation (the "Merger") and the Corporation shall be the surviving entity of the Merger.

B. The Parties wish to conduct the Merger pursuant to and in accordance with the terms and conditions set forth in this Plan of Merger.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein, and intending to be legally bound hereby, the Parties hereto agree as follows:

1. Merger of the LLC with and into the Corporation. On and as of the Effective Date (as defined below), the LLC shall be merged with and into the Corporation pursuant to the provisions of the Pennsylvania Limited Liability Company Law of 1994, as amended (the "PA LLC Law"), and of the Delaware General Corporation Law, as amended (the "DE Corporation Law"), with the Corporation to be the surviving entity (the "Surviving Corporation"). The name of the Surviving Corporation shall, upon and after the Effective Date, continue to be "Drexel Metals Inc."

2. Terms and Conditions of the Merger. The terms and conditions of the Merger shall be, as follows:

(a) The Surviving Corporation shall be governed by the laws of the State of Delaware. The address of the registered office of the Surviving Corporation in the State of Delaware shall be: 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware, and the Surviving Corporation's registered agent at such address shall be: Corporation Service Company.

(b) Upon the Effective Date, the separate existence of the LLC shall cease and the Surviving Corporation shall succeed to and possess all of the properties, powers, rights, privileges, immunities, purposes and franchises, of a public as well as a private nature, and be subject to all the debts, liabilities, obligations, restrictions, disabilities and duties of the LLC, all without further act or deed, as provided by Section 8959 of the PA LLC Law and by Section 259 of the DE Corporation Law.

(c) The Certificate of Incorporation and Bylaws of the Corporation in effect on the Effective Date of the Merger shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation, copies of which are attached to this Plan of Merger as Exhibit A.

(d) The directors and officers of the Corporation in office on and as of the Effective Date shall become the directors and officers of the Surviving Corporation, to serve in such capacities until the next annual meeting of stockholders or until their successors have been duly elected and qualified.

(e) Upon the Effective Date, the Class A Units and the Class B Units of the LLC issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of any holders thereof, be converted into and exchanged for 3,167,000 duly authorized, validly-issued, fully-paid and non-assessable shares of Series A Preferred Stock as set forth in Exhibit B and Exhibit C attached hereto.

(f) Upon the Effective Date, the Class C Units of the LLC issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of any holders thereof, be converted into and exchanged for 1,566,750 duly authorized, validly-issued, fully-paid and non-assessable shares of Common Stock as set forth in Exhibit D attached hereto.

(g) This Plan of Merger has been adopted and approved by an Action of the Board of Directors of the LLC, dated as of the Effective Date, and an Action of the Board of Directors of the Corporation, dated as of the Effective Date.

(h) This Plan of Merger shall not alter the state of incorporation of the Surviving Corporation nor any provision of the Corporation's Certificate of Incorporation.

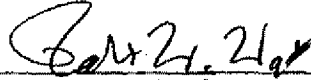
(i) The proper officers of the LLC and the Surviving Corporation shall prepare and execute whatever certificates and documents may be required by the Commonwealth of Pennsylvania and by the State of Delaware to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the Commonwealth of Pennsylvania and the State of Delaware, which may be necessary and proper to effect the Merger.

3. Effective Date. The Effective Date of the Merger shall be the later of the date on which a certificate of merger is filed in the Commonwealth of Pennsylvania or the date on which a certificate of merger is filed in the State of Delaware.

4. Abandonment. Notwithstanding anything in this Plan of Merger to the contrary, the Merger may be abandoned at any time on or before the Effective Date by the unilateral action of the Board of Directors of the LLC or the Board of Directors of the Corporation. In the event of the abandonment of the Merger, this Plan of Merger shall become void and of no effect and without any liability to the constituent entities or their directors, officers, representatives or agents.

IN WITNESS WHEREOF, the Parties have caused this Plan of Merger to be executed as of the day and year first written above.

DREXEL METALS, LLC

By: 
Robert W. Waite, CEO

DREXEL METALS INC.

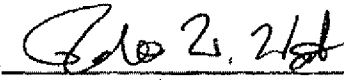
By: 
Robert W. Waite, CEO

EXHIBIT A
CERTIFICATE OF INCORPORATION AND BYLAWS

EXHIBIT B
CONVERSION OF CLASS A UNITS

| Name of Member | Number of Class A Units Converted Pursuant to the Merger | Shares of Series A Preferred Stock Issued Pursuant to the Merger |
|-------------------------------|---|---|
| Arborview Drexel Investors LP | 1,000 | 1,583,500 |
| Total | 1,000 | 1,583,500 |

EXHIBIT C
CONVERSION OF CLASS B UNITS

| Name of Member | Number of Class B Units Converted Pursuant to the Merger | Shares of Series A Preferred Stock Issued Pursuant to the Merger |
|-------------------------------|---|---|
| Arborview Drexel Investors LP | 1,000 | 1,583,500 |
| Total | 1,000 | 1,583,500 |

EXHIBIT D
CONVERSION OF CLASS C UNITS

| | Name of Member | Number of Class C Units Converted Pursuant to the Merger | Shares of Common Stock Issued Pursuant to the Merger |
|---------------|-----------------------|---|---|
| Robert Waite | | 21 | 940,050 |
| Brian Partyka | | 14 | 626,700 |
| Total | | 35 | 1,566,750 |

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

| | | | |
|--|---------------------------------|---|----------------------|
| Current name of entity or registrant (survivor or new entity if merger or consolidation): DREXEL METALS INC. | | | |
| Entity number, if known: | <input type="text"/> | Incorporation/qualification date in PA: | <input type="text"/> |
| State of Inc: | <input type="text" value="DE"/> | Federal EIN: | <input type="text"/> |
| | | Specified effective date, if any: | <input type="text"/> |

Part II. Check proper box:

| | |
|---|---|
| <input type="checkbox"/> Amendment (complete Section A) | <input checked="" type="checkbox"/> Merger, Consolidation or Division (complete Section B,C or D) |
| <input type="checkbox"/> Consolidation (complete Section C) | <input type="checkbox"/> Division (complete Section D) |
| <input type="checkbox"/> Conversion (complete Section A & E) | <input type="checkbox"/> Correction (complete Section A) |
| <input type="checkbox"/> Termination (complete Section H) | <input type="checkbox"/> Revival (complete Section G) |
| <input type="checkbox"/> Dissolution before Commencement of Business (complete Section F) | |

| | | | | |
|---|--|-----------------------|--|--|
| <input type="checkbox"/> Section A – Check box(es) which pertain to changes: | | | | |
| Name: _____ | | | | |
| Registered Office: Number & street/RD number & box number City State Zip County | | | | |
| Purpose: _____ | | | | |
| Stock (aggregate number of share authorized): _____ | | Effective date: _____ | | |
| Term of Existence: _____ | | Other: _____ | | |

| | | |
|--|---|----------------------------|
| <input checked="" type="checkbox"/> Section B – Merger Complete Section A if any changes to surviving entity: Merging Entities are: (attach sheet for additional merging entities) | | |
| Name: DREXEL METALS, LLC | Entity #, if known: 3852267 | |
| Effective date: | Inc./qual. date in PA. 12/18/2008 | State of Inc. PA |
| Name: | Entity #, if known: | |
| Effective date: | Inc./qual. date in PA. | State of Inc. |

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Application for Certificate of Authority
(15 Pa.C.S.)

- Foreign Business Corporation (§ 4124)
 Foreign Nonprofit Corporation (§ 6124)

M. BURR KEIM COMPANY
COUNTER PICK-UP

Document will be returned to the
name and address you enter to
the left.

←

M. BURR KEIM COMPANY
DATE STAMPED COPY

Fee: \$250

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned, hereby states that:

1. The name of the corporation is:
Drexel Metals Inc.

2. Complete only when the corporation must adopt a corporate designator for use in Pennsylvania.
The name which the corporation adopts for use in this Commonwealth is:

3. If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following:
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is: Delaware

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

| | | | |
|----------------------------------|------------|-------|-------|
| 2711 Centerville Road, Suite 400 | Wilmington | DE | 19808 |
| Number and street | City | State | Zip |

This is to certify that this is a true and correct copy
of the original that M. Burr Keim Company caused
to be filed in the Office of the Corporation Bureau
of the Pennsylvania Department of State.

Dated: 02-15-11

M. BURR KEIM COMPANY

By: Nemo

2011 FEB 15 PM 6:59
PA. DEPT. OF STATE

| | | | | |
|---|---------|-------|-------|--------|
| 6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: | | | | |
| (a) Number and street | City | State | Zip | County |
| 204 Railroad Drive | Ivyland | PA | 18974 | Bucks |
| (b) Name of Commercial Registered Office Provider | | | | County |
| c/o: | | | | |

7. Check one of the following:


Business Corporation: The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

Nonprofit Corporation: The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof this 15th day of February, 2011.

Drexel Metals Inc.

Name of Corporation



Signature

CEO

Title