

**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
SCBA Acquisition Corp.		08/01/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Second Chance Armor, Inc.
Street Address:	13386 International Parkway
Internal Address:	Armor Holdings, Inc.
City:	Jacksonville
State/Country:	FLORIDA
Postal Code:	32218
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 31**

Property Type	Number	Word Mark
Registration Number:	1240123	K-47
Registration Number:	1240124	HARDCORPS
Registration Number:	1249702	DEEP COVER
Registration Number:	1288791	COMMAND JAC
Registration Number:	1466243	SOFT-CORE
Registration Number:	1467123	SECOND CHANCE
Registration Number:	1598710	NET-TEE
Registration Number:	1773491	POLICE POUCH
Registration Number:	1797673	COMFORT LITE
Registration Number:	1982239	MONARCH
Registration Number:	1995013	SUPERFEATHERLITE
Registration Number:	2016959	ARAFLEX
Registration Number:	2073823	BUTTERFLY LITE

OP \$790.00 1240123

Registration Number:	2153304	SC 229
Registration Number:	2212488	ARMOR-PAC
Registration Number:	2253533	IMPOSSIBLE!
Registration Number:	2307549	CLIMATRON-EMS
Registration Number:	2345403	ULTRA PRO-CYCLER
Registration Number:	2419323	PRISM
Registration Number:	2649201	T-15
Registration Number:	2724072	MONARCH SUMMIT
Registration Number:	2771231	SAVES CLUB
Registration Number:	2791012	RANGE MASTER
Registration Number:	2864627	POWERNET
Registration Number:	2878961	APEX
Registration Number:	2994105	T2
Registration Number:	2305926	ULTIMA
Registration Number:	2354937	TRI-FLEX
Registration Number:	2550067	ZYLOFLEX
Registration Number:	2758719	ULTIMAX
Registration Number:	995024	SECOND CHANCE

**CORRESPONDENCE DATA**

Fax Number: (212)245-3009  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-541-6222  
Email: skaplan@kanekessler.com  
Correspondent Name: Susan S. Kaplan  
Address Line 1: 1350 Avenue of the Americas  
Address Line 2: Kane Kessler, P.C.  
Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	2198-4030
NAME OF SUBMITTER:	Susan S. Kaplan
Signature:	/susan s. kaplan/
Date:	05/17/2006

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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SECOND CHANCE ARMOR, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

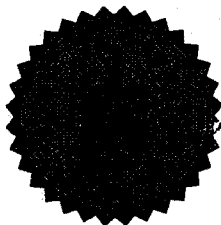
CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SIXTH DAY OF JULY, A.D. 2005, AT 12:31 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SCBA ACQUISITION CORP." TO "SECOND CHANCE ARMOR, INC.", FILED THE SECOND DAY OF AUGUST, A.D. 2005, AT 5:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "SECOND CHANCE ARMOR, INC."

4005463 8100H

060383920



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4695370

DATE: 04-25-06

TRADEMARK  
REEL: 003310 FRAME: 0549

**CERTIFICATE OF INCORPORATION****OF****SCBA ACQUISITION CORP.**

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Title 8, Chapter 1 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware" or the "General Corporation Law"), hereby certifies that:

**FIRST:** The name of the corporation (hereinafter referred to as the "Corporation") is **SCBA Acquisition Corp.**

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware is Corporation Service Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is one thousand five hundred (1,500) shares of common stock, par value of \$.001 per share.

**FIFTH:** The name and the mailing address of the incorporator is:

Robert L. Lawrence, Esq.  
c/o Kane Kessler, P.C.  
1350 Avenue of the Americas, 26<sup>th</sup> floor  
New York, New York 10019

**SIXTH:** The Corporation is to have perpetual existence.

**SEVENTH:** Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:53 PM 07/26/2005  
FILED 12:31 PM 07/26/2005  
SRV 050614585 - 4005463 FILE

Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

**EIGHTH:** For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other Bylaws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors of the Corporation; provided, however, that any provision for the classification of Directors of the Corporation for staggered terms pursuant to the provisions of subsection (d) of Section 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the Corporation unless provisions for such classification shall be set forth in this Certificate of Incorporation.

3. Whenever the Corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the Corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of Section 242 of the General Corporation Law of the State of Delaware shall otherwise

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require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

**NINTH:** No director of the Corporation shall have any personal liability to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision eliminating such personal liability of a director shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended. Any repeal or modification of this Article NINTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

**TENTH:** The Corporation shall, to the fullest extent permitted by the General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under the General Corporation Law from and against any and all of the expenses, liabilities or other matters referred to in or covered by the General Corporation Law, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ELEVENTH:** From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article ELEVENTH.

Signed on July 26, 2005.

/s/ Robert L. Lawrence  
Robert L. Lawrence  
Incorporator

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:01 PM 08/02/2005  
FILED 05:53 PM 08/02/2005  
SRV 050637005 - 4005463 FILE

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
SCBA ACQUISITION CORP.

(Under Section 242 of the General Corporation Law)

It is hereby certified that:

1. The name of the corporation is SCBA Acquisition Corp. (hereinafter referred to as the "Corporation").

2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article FIRST the following new Article FIRST:

**"FIRST:** The name of the corporation (hereinafter referred to as the "Corporation") is Second Chance Armor, Inc."

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Dated: August 1, 2005

SCBA ACQUISITION CORP.

By: Phil Baratelli  
Name: Phil Baratelli  
Title: Vice President and Secretary

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