

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Merger and Change of Name		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
IPS Corporation		07/13/2006	CORPORATION: CALIFORNIA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	IPS Corporation
<b>Street Address:</b>	17109 South Main Street
<b>City:</b>	Gardena
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90248
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 29**

Property Type	Number	Word Mark
Registration Number:	3257488	THE ORIGINAL GUY GRAY WASHING MACHINE SUPPLY & DRAIN
Registration Number:	3257489	THE ORIGINAL GUY GRAY WASHING MACHINE SUPPLY & DRAIN
Registration Number:	3235680	GUY GRAY
Registration Number:	3235681	GUY GRAY WASHING MACHINE SUPPLY & DRAIN
Registration Number:	3232186	10N1
Registration Number:	3180453	SINGLE SHOT
Registration Number:	3061874	CURE-ON-DEMAND
Registration Number:	2973955	TWIST 'N SEAL
Registration Number:	3004966	TECHNO FLANGE
Registration Number:	2876621	724
Registration Number:	2864485	TURF 'N AG
Registration Number:	2862247	WET 'N FAST
Registration Number:	2797626	3N1

**CH \$740.00 3257488**

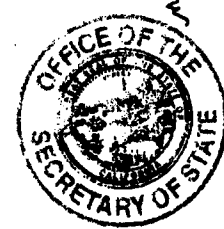
Registration Number:	2826524	X-PACK
Registration Number:	2826513	DE-WEDGE
Registration Number:	2828595	TEST-TITE
Registration Number:	2826512	D-SHIM
Registration Number:	3009296	PUSH N' REPAIR
Registration Number:	2657390	
Registration Number:	2648880	IPS
Registration Number:	2581432	GUY GRAY MANUFACTURING COMPANY, INC.
Registration Number:	1937647	IPS WELD-ON HOT 'R COLD
Registration Number:	1966052	IPS WELD-ON POOL 'R SPA
Registration Number:	1717310	IPS WELDON
Registration Number:	1704462	IPS
Registration Number:	1714837	IPS WELD ON
Registration Number:	1719732	WELD ON
Registration Number:	1843990	WET 'R DRY
Registration Number:	0753120	I.P.S

**CORRESPONDENCE DATA**

Fax Number: (310)282-2200  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 3102822000x2108  
Email: dgrace@loeb.com  
Correspondent Name: David W. Grace  
Address Line 1: 10100 Santa Monica Boulevard  
Address Line 2: Loeb & Loeb, LLP, Suite 2200  
Address Line 4: Los Angeles, CALIFORNIA 90067-4120

ATTORNEY DOCKET NUMBER:	211654-10001
NAME OF SUBMITTER:	David W. Grace
Signature:	/David W. Grace/
Date:	12/19/2007

Total Attachments: 6  
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**State of California  
Secretary of State**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



**IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of**

**JUL 13 2006**

**BRUCE McPHERSON  
Secretary of State**

00820270

# Delaware

*The First State*

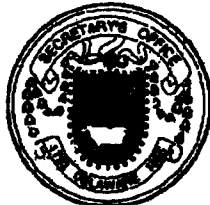
ENDORSED - FILED  
PAGE the Office of the Secretary of State  
of the State of California

JUL 13 2006

I, HARRIET SMITH WINDSOR, 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:

"IPS CORPORATION", A CALIFORNIA CORPORATION,  
WITH AND INTO "IPS DELAWARE ACQUISITION CORPORATION" UNDER THE NAME OF "IPS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF JULY, A.D. 2006, AT 8:23 O'CLOCK A.M.

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



4183867 8100M  
060663430

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4896046

DATE: 07-13-06

TRADEMARK  
REEL: 003682 FRAME: 0456

**EXHIBIT A**

**CERTIFICATE OF INCORPORATION  
OF  
IPS CORPORATION**

**FIRST:** The name of the Corporation is IPS Corporation (hereinafter the "Corporation").

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, each having a par value of \$0.01 per share.

**FIFTH:** The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
2. The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.
3. The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.
4. No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (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) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article FIFTH 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.

5. In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

**SIXTH:** The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article SIXTH shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article SIXTH to directors and officers of the Corporation.

The rights to indemnification and to the advance of expenses conferred in this Article SIXTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the By-Laws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

**SEVENTH:** Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

**EIGHTH:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.



CERTIFICATE OF MERGER  
OF  
IPS CORPORATION  
(a California corporation)  
INTO  
IPS DELAWARE ACQUISITION CORPORATION  
(a Delaware corporation)

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Pursuant to Section 252 of the General  
Corporation Law of the State of Delaware

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IPS Delaware Acquisition Corporation, a Delaware corporation, does hereby  
certify:

FIRST: The names and states of incorporation of the constituent corporations to  
this merger are as follows:

IPS Corporation	California ("IPS CA")
IPS Delaware Acquisition Corporation	Delaware ("IPS DE")

SECOND: An Agreement of Merger has been approved, adopted, certified,  
executed and acknowledged by each of the constituent corporations in accordance with Section  
252(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the corporation surviving the merger is IPS Delaware  
Acquisition Corporation; however, at the effective time of the merger it shall be changed to IPS  
Corporation.

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be  
amended to read in its entirety as set forth in Exhibit A attached hereto.

FIFTH: The executed agreement of merger is on file at an office of the Surviving  
Corporation, 199 Fremont Street, Suite 2300, San Francisco, California 94105. A copy will be  
provided, upon request and without cost, to any stockholder of either constituent corporation.

SIXTH: The authorized capital stock of IPS CA consists of one thousand (1,000)  
shares of stock.

IN WITNESS WHEREOF, IPS DE has caused this Certificate of Merger to be executed in its corporate name this 29 day of July, 2006.

IPS DELAWARE ACQUISITION  
CORPORATION

By: Kevin E. Baker  
Name: Kevin E. Baker  
Title: Vice President & Secretary