

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	BRAMMALL, INC.		12/28/2010
			Entity Type
			CORPORATION: INDIANA
RECEIVING PARTY DATA			
Name:	E.J. BROOKS COMPANY		
Street Address:	227 Route 303, Suite 101		
City:	Congers		
State/Country:	NEW YORK		
Postal Code:	10920		
Entity Type:	CORPORATION: NEW JERSEY		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3368206	TYDENBRAMMALL
CORRESPONDENCE DATA			
Fax Number:	6169755505		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	6169755500		
Email:	sytsma@glbf.com		
Correspondent Name:	GARDNER, LINN, BURKHART & FLORY, LLP		
Address Line 1:	2851 Charlevoix Dr., S.E., Suite 207		
Address Line 4:	Grand Rapids, MICHIGAN 49546		
ATTORNEY DOCKET NUMBER:	BRA01 T-100A		
NAME OF SUBMITTER:	Timothy A. Flory		
Signature:	/taf/		

CH \$40.00 3368206

Date:

01/10/2014

Total Attachments: 8

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**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF MERGER

of

E.J. BROOKS COMPANY

I, CHARLES P. WHITE, Secretary of State of Indiana, hereby certify that Certificate of Merger of the above New jersey For-Profit Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

BRAMMALL, INC.

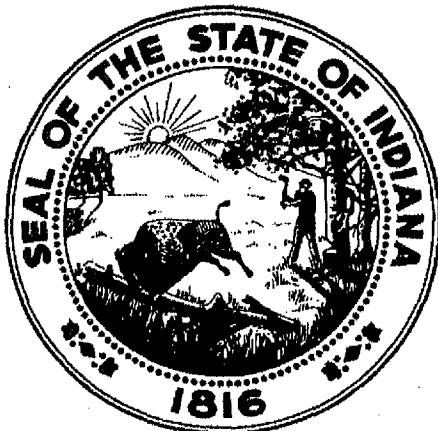
a(n) For-Profit Domestic Corporation

merged with and into the surviving entity:

E.J. BROOKS COMPANY

Indiana Secretary of State
Packet: 2011010300038
Filing Date: 12/29/2010
Effective Date: 12/31/2010

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, December 31, 2010.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 29, 2010.

A handwritten signature in cursive script that reads "Charles P. White".

CHARLES P. WHITE,
SECRETARY OF STATE

2011010300038 / 2011010358229

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Indiana Secretary of State
Packet: 2011010300038
Filing Date: 12/29/2010
Effective Date: 12/31/2010

APPROVED
AND
FILED

Charles P. White
IND. SECRETARY OF STATE



ARTICLES OF MERGER
State Form 30036 (R7 / 1-03)
Approved by State Board of Accounts, 1095

TOOD ROKITA
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$80.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one (1) copy to the address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov.

ARTICLES OF MERGER / SHARE EXCHANGE
OF
Brammall, Inc. **191303-286**
(hereinafter "the nonsurviving corporation(s)")

INTO
E. J. Brooks Company
(hereinafter "the surviving corporation")
EFFECTIVE AS OF DECEMBER 31, 2010 **2011010300038**

ARTICLE I - SURVIVING CORPORATION

The name of the corporation surviving the merger is E. J. Brooks Company
and such name has has not *(designate which)* been changed as a result of the merger.

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on _____.

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of New Jersey and qualified not qualified *(designate which)* to do business in Indiana. Upon approval of Application for Certificate of Authority
If the surviving corporation is qualified to do business in Indiana, state the date of qualification: Authority
(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority.")

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification *(if applicable)* respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation <u>Brammall, Inc.</u>	Date of Incorporation or qualification in Indiana <i>(if applicable)</i> <u>March 9, 1983</u>
State of Domicile <u>Indiana</u>	
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana <i>(if applicable)</i>
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana <i>(if applicable)</i>

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

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DEC 29 PM 5:22

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Indiana Secretary of State
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 Filing Date: 12/29/2010
 Effective Date: 12/31/2010

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on December 31 2010 and signed by all shareholders entitled to vote.
 B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)	N/A			
NUMBER OF OUTSTANDING SHARES	100			
NUMBER OF VOTES ENTITLED TO BE CAST	100			
NUMBER OF VOTES REPRESENTED AT MEETING	100			
SHARES VOTED IN FAVOR	100			
SHARES VOTED AGAINST	- 0 -			

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on December 31 2010 and signed by all shareholders entitled to vote.
 B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)	N/A			
NUMBER OF OUTSTANDING SHARES	2,000			
NUMBER OF VOTES ENTITLED TO BE CAST	2,000			
NUMBER OF VOTES REPRESENTED AT MEETING	2,000			
SHARES VOTED IN FAVOR	2,000			
SHARES VOTED AGAINST	- 0 -			

In Witness Whereof, the undersigned being the Treasurer of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 28th day of December, 2010.

Signature: Bruce Heinemann Printed name: Bruce Heinemann, Treasurer

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Indiana Secretary of State
Packet: 2011010300038
Filing Date: 12/29/2010
Effective Date: 12/31/2010

AGREEMENT AND PLAN OF MERGER

Between

BRAMMALL, INC.

And

E.J. BROOKS COMPANY

December 29, 2010

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Indiana Secretary of State
Packet: 2011010300038
Filing Date: 12/29/2010
Effective Date: 12/31/2010

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of December 29, 2010, by and between Brammall, Inc., an Indiana corporation ("Brammall"), and E.J. Brooks Company, a New Jersey corporation ("E.J. Brooks").

RECITALS

WHEREAS, the respective boards of directors of each of Brammall and E.J. Brooks have approved the merger of Brammall with and into E.J. Brooks with E.J. Brooks as the surviving entity (the "Merger") and approved the Merger upon the terms and conditions set forth in this Agreement; and

WHEREAS, the respective shareholders of each of Brammall and E.J. Brooks have approved the Merger;

NOW, THEREFORE, in consideration of the premises and agreements contained herein, the parties hereto agree as follows:

ARTICLE I

1.1 The Merger. Upon the terms and subject to the conditions set forth in this Agreement, at the Effective Time (as hereinafter defined), Brammall shall merge with and into E.J. Brooks and the separate corporate existence of Brammall shall thereupon cease. E.J. Brooks shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation"), and the separate corporate existence of E.J. Brooks with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger, except as set forth in Article II. The Merger shall have the effects specified in the Business Corporation Act of New Jersey, as amended (the "Act"), and the Indiana Code, as amended (the "Code").

1.2 Effective Time. At the Effective Time:

(a) E.J. Brooks and Brammall will cause a Certificate of Merger to be executed and delivered to the Secretary of State of the State of New Jersey as provided in Section 14A:10-4.1 of the Act.

(b) E.J. Brooks and Brammall will cause Articles of Merger to be executed and delivered to the Secretary of State of the State of Indiana as provided in Section 23-1-40-5 of the Code.

(c) The Merger shall become effective at 11:59 P.M. on December 31, 2010 (the "Effective Time").

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CORPORATIONS DIV.
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Effective Date: 12/31/2010

ARTICLE II

2.1 The Certificate of Incorporation. At the Effective Time, the certificate of incorporation of E.J. Brooks as in effect immediately prior to the Effective Time shall be the certificate of incorporation of the Surviving Corporation.

2.2 The Bylaws. At the Effective Time, the bylaws of E.J. Brooks as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation.

ARTICLE III

3.1 Directors. The directors of E.J. Brooks immediately prior to the Effective Time shall, from and after the Effective Time, be the directors of the Surviving Corporation until their successors have been duly elected and appointed and qualified or until their earlier death, resignation or removal in accordance with the certificate of incorporation and the bylaws and the board of directors of E.J. Brooks shall take all such actions as may be necessary or appropriate to give effect to the foregoing.

3.2 Officers. The officers of E.J. Brooks immediately prior to the Effective Time shall, from and after the Effective Time, be the officers of the Surviving Corporation until their successors have been duly elected and appointed and qualified or until their earlier death, resignation or removal in accordance with the certificate of incorporation and the bylaws.

3.3 Appointment of Agent; Payment to Dissenting Shareholders. The Surviving Corporation hereby appoints the Secretary of State of the State of Indiana as its agent for service of process in a proceeding to enforce any obligation of Brammall or the rights of dissenting Brammall shareholders. The Surviving Corporation hereby agrees that it will promptly pay the dissenting shareholders of Brammall the amount if, any, they are entitled to under Section 23-1-44 of the Code.

ARTICLE IV

4.1 Shares. Immediately prior the Effective Time:

(a) The number of authorized shares of capital stock of E.J. Brooks is One Hundred (102) consisting of One Hundred (102) shares of common stock, no par value. The number of outstanding shares of E.J. Brooks common stock is One Hundred (100) (each individually, an "E.J. Brooks Share" and collectively, the "E.J. Brooks Shares"); and

(b) The number of authorized shares of capital stock of Brammall is Two Thousand (2,000) consisting of Two Thousand (2,000) shares of common stock, no par value. The number of outstanding shares of Brammall common stock is Two Thousand (2,000) (each individually, a "Brammall Share" and collectively, the "Brammall Shares").

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4.2 Share Conversion. As of the Effective Time, by virtue of the Merger and without any action on the part of E.J. Brooks, Brammall or any holder of E.J. Brooks Shares and Brammall Shares:

(a) Each E.J. Brooks Share issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, remain issued and outstanding; and

(b) The Brammall Shares shall be exchanged for one (1) E.J. Brooks Share, \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and agreed to by the respective parties. All Brammall Shares shall be cancelled and shall cease to exist and each certificate formerly representing any of such Brammall Shares shall have been cancelled or destroyed.

ARTICLE V

5.1 Modification. Subject to the provisions of applicable law, at any time prior to the Effective Time, this Agreement may be amended, modified or supplemented in writing only by the mutual consent of the parties hereto, by action of the board of directors of the respective parties.

5.2 Counterparts. This Agreement may be executed in any number of counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

5.3 Governing Law. This Agreement shall be deemed to be made and in all respects shall be interpreted, construed and governed by and in accordance with the law of the State of Indiana without regard to the conflict of law principles thereof.

5.4 Entire Agreement. This Agreement constitutes the entire agreement and supersedes all other prior agreements, understandings, representations and warranties both written and oral, among the parties, with respect to the subject matter hereof.

5.5 Severability. The provisions of this Agreement shall be deemed severable and the invalidity or unenforceability of any provision shall not affect the validity and enforceability or the other provisions hereof. If any provision of this Agreement, or the application thereof to any person or circumstance, is invalid or unenforceable: (a) a suitable and equitable provision shall be substituted therefore in order to carry out, so far as may be valid and enforceable, the intent and purpose of such invalid and unenforceable provision and (b) the remainder of this Agreement and the application of such provision to other persons or circumstances shall not be affected by such invalidity or unenforceability, nor shall such invalidity or unenforceability affect the validity or enforceability of such provision, or the application thereof, in any other jurisdiction.

[Signature Page Follows]

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IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by the authorized officers of the parties hereto as of the date first written above.

BRAMMALL, INC.

By: Bruce Heinemann
Name: Bruce Heinemann
Title: Treasurer

E.J. BROOKS COMPANY

By: Bruce Heinemann
Name: Bruce Heinemann
Title: Treasurer