

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER         |
| EFFECTIVE DATE:       | 12/30/2002     |

**CONVEYING PARTY DATA**

| Name           | Execution Date |
|----------------|----------------|
| ProBuild, Inc. | 12/30/2002     |

**RECEIVING PARTY DATA**

|                 |                       |
|-----------------|-----------------------|
| Name:           | ProBuild Systems Inc. |
| Street Address: | P.O. Box 18816        |
| City:           | Atlanta               |
| State/Country:  | GEORGIA               |
| Postal Code:    | 31126                 |

**PROPERTY NUMBERS Total: 1**

| Property Type  | Number  |
|----------------|---------|
| Patent Number: | 7043457 |

**CORRESPONDENCE DATA**

Fax Number: (206)224-0779  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
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 Correspondent Name: Kevan L. Morgan, Esq.  
 Address Line 1: Christensen O'Connor Johnson Kindness  
 Address Line 2: 1420 Fifth Avenue, Suite 2800  
 Address Line 4: Seattle, WASHINGTON 98101-2347

|                         |                 |
|-------------------------|-----------------|
| ATTORNEY DOCKET NUMBER: | PRBU115349      |
| NAME OF SUBMITTER:      | Kevan L. Morgan |

Total Attachments: 4  
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**AGREEMENT AND PLAN OF MERGER  
OF  
PROBUILD, INC.  
WITH AND INTO  
PROBUILD SYSTEMS INC.**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is by and between ProBuild, Inc., a Wisconsin corporation (the "Merging Corporation"), and ProBuild Systems Inc., a Georgia corporation (the "Georgia Corporation" or the "Surviving Corporation") (the Merging Corporation and the Surviving Corporation are hereinafter collectively referred to as the "Constituent Corporations").

**BACKGROUND STATEMENT**

The Merging Corporation owns 100% of the issued and outstanding capital stock of the Georgia Corporation. The Board of Directors of each of the Constituent Corporations has determined that it is in the best interests of such corporation and its stockholders that the Merging Corporation merge with and into the Georgia Corporation for the primary purpose of changing the state of incorporation of the Merging Corporation from Wisconsin to Georgia.

**PLAN AND AGREEMENT**

In consideration of the premises and pursuant to the terms and conditions hereinafter set forth, the parties to this Plan agree that, in accordance with the terms of this Plan and the applicable statutes of the States of Wisconsin and Georgia, the Constituent Corporations shall make appropriate filings with the Secretaries of State of the States of Wisconsin and Georgia, the Merging Corporation shall be merged with and into the Georgia Corporation, and the terms and conditions of such merger (the "Merger") and the mode of carrying the Merger into effect shall be as follows:

1. *The Merger and Surviving Corporation.* At the Effective Time (as hereinafter defined) of the Merger, the Merging Corporation shall be merged with and into the Georgia Corporation which shall be the Surviving Corporation after the Merger and which shall continue to exist as a corporation created and governed by the laws of the State of Georgia under the name of "ProBuild Systems Inc."

2. *Effective Time of the Merger.* The Merger shall be effective upon filing of a Certificate of Merger with the Secretary of State of Georgia and filing of Articles of Merger with the Department of Financial Institutions of Wisconsin (the "Effective Time").

3. *Effect of Merger.* At the Effective Time, the Merging Corporation shall merge with and into the Georgia Corporation, and the separate existence of the Merging Corporation shall cease. Without limiting any provisions of applicable law of the State of Georgia or the State of Wisconsin, including, without limitation, Georgia Business Corporation Code Sec. 14-2-1106 and Wisconsin Business Corporation Law Sec. 180.1106, at the Effective Time: title to all real estate and other property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; any proceeding pending against either of the

Constituent Corporations may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation; and the shares and other securities of the Merging Corporation that are to be converted into shares and other securities of the Surviving Corporation shall be so converted and the former holders of such shares and other securities are to be entitled only to the rights provided in this Plan.

4. *Manner and Basis of Converting Shares and Other Securities.* The manner and basis of converting shares and other securities of the Merging Corporation shall be as follows:

(a) Shares of the Merging Corporation. At the Effective Time, each issued and outstanding share of the common stock of the Merging Corporation ("Merging Corporation Common Stock") shall thereupon be converted into one share of the common stock of the Surviving Corporation ("Surviving Corporation Common Shares").

(b) Merging Corporation Share Certificates. Following the Effective Time, the holders of Merging Corporation Common Stock may surrender to the Surviving Corporation's Secretary certificates representing the same. Upon surrender of the certificates representing Merging Corporation Common Stock, the Surviving Corporation shall deliver to the holder of Merging Corporation Common Stock share certificates of the Surviving Corporation in the name of such holder, representing the Surviving Corporation Common Shares and shareholder rights for which such holder's Merging Corporation Common Stock shall have been converted as described above.

(c) Deemed Surviving Corporation Shareholders. At the Effective Time, the stockholders of the Merging Corporation shall thereupon be deemed to be shareholders of the Surviving Corporation to the extent of the number of Surviving Corporation Common Shares to which they are entitled pursuant to this Plan, whether or not certificates for Merging Corporation Common Stock are surrendered as provided in this Plan. Until surrendered as provided above, each certificate representing Merging Corporation Common Stock shall be deemed, for all corporate purposes (including without limitation the payment of any dividends), to evidence ownership of the number of Surviving Corporation Common Shares and shareholder rights which the holder of such certificate has become entitled to receive pursuant to this Plan.

(d) Other securities of the Merging Corporation. At the Effective Time, the holders of option, stock grant, warrant, rights or other securities agreements representing the right to acquire, upon exercise, conversion, or similar event, Merging Corporation Common Stock shall thereupon be deemed to represent the right to so acquire the same number of Surviving Corporation Common Shares and rights to which such agreements represented, whether or not such agreements are surrendered for like agreements of the Surviving Corporation.

(e) Merging Corporation's Surviving Corporation Common Shares. Following the Effective Time, the one hundred (100) shares of Surviving Corporation Common Shares owned by Merging Corporation shall be retired and returned to authorized and unissued shares of Surviving Corporation.

5. *Articles of Incorporation.* The Articles of Incorporation of the Georgia Corporation shall be the Articles of Incorporation of the Surviving Corporation until amended as permitted by said Articles of Incorporation and the Georgia Business Corporation Code.

6. *Bylaws.* The Bylaws of the Georgia Corporation as in effect at the Effective Time shall continue to be the Bylaws of the Surviving Corporation until amended as provided in said Bylaws.

7. *Directors and Officers.* The persons who are the directors and officers of the Georgia Corporation as of the Effective Time shall be the directors and officers of the Surviving Corporation until changed in accordance with the Bylaws of the Surviving Corporation and applicable law.

8. *Amendment; Termination and Abandonment.* This Plan may be supplemented or amended in any manner at any time and from time to time prior to the Effective Time by the mutual consent of the Georgia Corporation and the Merging Corporation without any action by the stockholders of the Georgia Corporation or the Merging Corporation; provided that any amendment, modification or supplement to this Plan after its approval by the stockholders of the Merging Corporation but prior to the Effective time shall require the approval of the stockholders of the Merging Corporation unless the amendment, modification or supplement to this Plan does not alter or change (i) the amount or kind of shares to be received thereunder in exchange for shares of Merging Corporation Common Stock, (ii) any term of the Articles of Incorporation of the Surviving Corporation as provided for in this Plan, or (iii) any of the terms and conditions of this Plan in a manner that would adversely affect the holders of Merging Corporation Common Stock. This Plan may be terminated and the Merger abandoned at any time prior to the filing of articles or a certificate of merger with the Secretaries of State of the States of Georgia and Wisconsin by action taken by the respective Boards of Directors of the Constituent Corporations.

9. *Further Assurances.* If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances or any other things are necessary or desirable to vest in the Surviving Corporation, in accordance with the terms of this Plan, the title of any property or rights of the Merging Corporation, or otherwise to carry out this Plan or the Merger, the last acting officers and directors of the Merging Corporation or the corresponding officers and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out this Plan or the Merger.

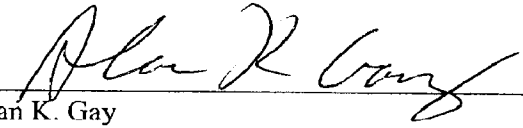
10. *Counterparts.* This Plan may be executed in multiple counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Plan or its terms to produce or account for more than one of such counterparts.

[SIGNATURES BEGIN ON FOLLOWING PAGE]

DULY EXECUTED and delivered by a duly authorized officer of each of the Constituent Corporations on December 30, 2002.

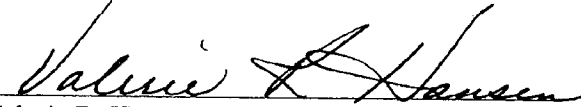
THE MERGING CORPORATION:

PROBUILD, INC.

By:   
Alan K. Gay  
President and Chief Executive Officer

THE SURVIVING CORPORATION:

PROBUILD SYSTEMS INC.

By:   
Valerie R. Hansen  
Chairman of the Board