

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/31/2009 |

CONVEYING PARTY DATA

| Name | Execution Date |
|---------------------------|----------------|
| Met-Tech Industries, Inc. | 12/22/2009 |

RECEIVING PARTY DATA

| | |
|-----------------|-------------------------------|
| Name: | DSI Underground Systems, Inc. |
| Street Address: | 447 DuPont Road |
| City: | Martinsburg |
| State/Country: | WEST VIRGINIA |
| Postal Code: | 25401 |

PROPERTY NUMBERS Total: 2

| Property Type | Number |
|---------------------|----------|
| Application Number: | 10822455 |
| Patent Number: | 6742966 |

CORRESPONDENCE DATA

Fax Number: (312)569-3545
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-569-1478
 Email: ipdocketchicago@dbr.com
 Correspondent Name: Drinker Biddle & Reath LLP
 Address Line 1: 191 N. Wacker Drive
 Address Line 2: Suite 3700
 Address Line 4: Chicago, ILLINOIS 60606

| | |
|-------------------------|---------------|
| ATTORNEY DOCKET NUMBER: | 204509-443642 |
| NAME OF SUBMITTER: | David A. Frey |

Total Attachments: 19

501054969

**PATENT
 REEL: 023720 FRAME: 0238**

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CERTIFICATE OF MERGER

merging

MET-TECH INDUSTRIES, INC.
(an Ohio corporation)

and

ACI TRANSPORTATION SERVICES, INC.
(a Virginia corporation)

with and into

DSI UNDERGROUND SYSTEMS, INC.
(formerly known as Fasloc, Inc.)
(a Delaware corporation)

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law of the State of Delaware, the undersigned constituent corporations hereby certify that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Met-Tech Industries, Inc. ("Met-Tech") which is incorporated under the laws of the State of Ohio;
 - (ii) ACI Transportation Services, Inc., ("ACIT") which is incorporated under the laws of the State of Virginia (the "Merging Corporations"); and
 - (iii) DSI Underground Systems, Inc. (formerly known as Fasloc, Inc.) ("DSI Underground") which is incorporated under the laws of the State of Delaware (collectively, with the Merging Corporations, the "Constituent Corporations").
2. An Agreement and Plan of Merger (the "Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The merger is to be effective at 11:59pm on December 31, 2009 (the "Effective Time").
4. DSI Underground shall be the surviving corporation in the merger herein certified (the "Surviving Corporation") and the Merging Corporations shall be merged into the Surviving Corporation. DSI Underground will continue its existence as Surviving Corporation upon the Effective Time of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. Upon consummation of the merger at the Effective Time, the Certificate of Incorporation of DSI Underground in effect immediately prior to the effective time shall thereafter continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation, until amended.
6. Before the Effective Time, Fasloc Inc., will file a Certificate of Amendment to its

Certificate of Incorporation to change its name to "DSI Underground Systems, Inc."

7. The executed Agreement between the aforesaid constituent corporations is on file at the place of business of the Surviving Corporation, the address of which is as follows:

c/o DSI Mining Americas
447 DuPont Road
Martinsburg, WV 25404
Attn.: James Sullivan

8. A copy of the Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of each of the Constituent Corporations.

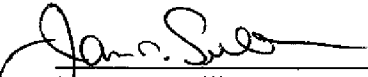
9. The Agreement between the Constituent Corporations provides that the merger herein certified shall be effective at the time of acceptance of the filing of this Certificate of Merger by the Secretary of State of the State of Delaware.

Dated: December 22, 20 09

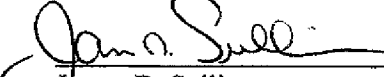
[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this certificate of merger as of the date first above written.


DSI Underground Systems, Inc.

By: 
Name: James D. Sullivan
Title: Secretary and Treasurer

Met-Tech Industries, Inc.

By: 
Name: James D. Sullivan
Title: Vice President and Treasurer

ACI Transportation Services, Inc.

By: 
Name: James D. Sullivan
Title: Vice President and Secretary

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

ARTICLES OF MERGER

of

MET-TECH INDUSTRIES, INC.
(an Ohio corporation)

and

ACI TRANSPORTATION SERVICES, INC.
(a Virginia corporation)

with and into

DSI UNDERGROUND SYSTEMS, INC.
(formerly known as Fasloc, Inc.)
(a Delaware corporation)

The undersigned, on behalf of the corporations and the eligible entities set forth below, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, state as follows:

1. Each of the "Constituent Corporations" (as defined below) have adopted and approved the Agreement and Plan of Merger (the "Plan") attached as Exhibit A. The Constituent Corporations are:

a. Met-Tech Industries, Inc. ("Met-Tech"), incorporated under the laws of the State of Ohio;

b. ACI Transportation Services, Inc., ("ACIT"), incorporated under the laws of the Commonwealth of Virginia; and

c. DSI Underground Systems, Inc., formerly known as Fasloc, Inc., ("DSI Underground"), incorporated under the laws of the State of Delaware (collectively, the "Constituent Corporations").

2. Each of the respective boards of directors and shareholders of each of the Constituent Corporations have adopted the Plan by unanimous written consent as of December 22, 2009 in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware and Title 13.1, Chapter 9 of the Code of Virginia.

3. The merger is to be effective at 11:59pm on December 31, 2009 (the "Effective Time"). These Articles of Merger also are to be effective at the Effective Time. The Surviving Corporation (as defined in the Plan) shall cause to be filed with the State Corporation Commission of the Commonwealth of Virginia the Articles of Merger and the Plan.

4. Met-Tech certifies that its participation in the merger was duly authorized as required by the General Corporation Law of the State of Ohio.

5. ACIT certifies that its participation in the merger was duly authorized as required by the Code of Virginia.

6. DSI Underground certifies that its participation in the merger was duly authorized as required by the General Corporation Law of the State of Delaware.

Dated: December 22, 2009

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed these articles of merger as of the date first above written.

Met-Tech Industries, Inc.

By: James Sullivan
Name: James Sullivan
Title: Vice President and Treasurer

ACI Transportation Services, Inc.

By: James Sullivan
Name: James Sullivan
Title: Vice President and Secretary

DSI Underground Systems, Inc.

By: James Sullivan
Name: James Sullivan
Title: Secretary and Treasurer

Exhibit A

**Agreement and Plan of Merger of Met-Tech Industries, Inc.; ACI Transportation Services, Inc. and
DSI Underground Systems, Inc.**

AGREEMENT AND PLAN OF MERGER

of

MET-TECH INDUSTRIES, INC.
(an Ohio corporation)

and

ACI TRANSPORTATION SERVICES, INC.
(a Virginia corporation)

with and into

DSI UNDERGROUND SYSTEMS, INC.
(formerly known as Fasloc, Inc.)
(a Delaware corporation)

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of 11:59pm on December 31, 2009 by Met-Tech Industries, Inc., an Ohio corporation ("Met-Tech"); ACI Transportation Services, Inc., a Virginia Corporation ("ACIT"); and DSI Underground Systems, Inc. (formerly known as Fasloc, Inc.), a Delaware corporation ("DSI Underground").

WITNESSETH:

WHEREAS, Met-Tech is a corporation duly organized and validly existing under Ohio law;

WHEREAS, ACIT is a corporation duly organized and validly existing under Virginia law;

WHEREAS, DSI Underground is a corporation duly organized and validly existing under Delaware law;

WHEREAS, each of the respective boards of directors of Met-Tech, ACIT and DSI Underground have adopted this Agreement and have determined that it is advisable and in the best interests of each of Met-Tech, ACIT and DSI Underground and their respective stockholders that Met-Tech and ACIT be merged with and into DSI Underground under and pursuant to the General Corporation Law of the State of Delaware (the "DGCL"), the Ohio General Corporation Law and the Virginia Stock Corporation Act and have approved this merger on and subject to the terms and conditions set forth herein; and

WHEREAS, each of the respective stockholders of each of Met-Tech, ACIT and DSI Underground have approved and adopted this Agreement.

NOW, THEREFORE, in consideration of the promises and mutual covenants set forth herein, such consideration is duly acknowledged, and Met-Tech, ACIT and DSI Underground agree as follows:

1. **The Merger**

As of the time that the Certificate of Merger merging Met-Tech and ACIT with and into DSI Underground shall be filed with the Secretary of State of the State of Delaware (the "Effective Time"); Met-Tech and ACIT shall be merged with and into DSI Underground (the "Merger"); whereupon

- a) The separate existence of Met-Tech and ACIT shall cease and Met-Tech, ACIT and DSI Underground (collectively, the "Constituent Corporations") shall be a single corporation which shall be DSI Underground and which shall then be known as DSI Underground Systems, Inc. (the "Surviving Corporation");
- b) The Surviving Corporation shall then and thereafter possess all of the rights, privileges, immunities and franchises, of a public and private nature of each of the Constituent Corporations; all real, personal and mixed property and all debts due on whatever account, including subscriptions to shares and all other choices in action; and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any impaired by reason of the Merger;
- c) The Surviving Corporation shall then and thereafter be responsible and liable for all liabilities and obligations of the Constituent Corporations; and any existing claims, actions or proceedings pending by or against the Constituent Corporations may be prosecuted to judgment as if the Merger had not occurred, and the Surviving Corporation may be substituted in the place of the Constituent Corporations; and neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by the Merger;
- d) The Certificate of Incorporation of DSI Underground as then in effect shall be and constitute the Certificate of Incorporation of the Surviving Corporation until amended or changed in accordance with the DGCL; and
- e) The directors and officers of DSI Underground then in office shall be and constitute the directors and officers of the Surviving Corporation until their respective successors shall have been duly elected and qualified or until their earlier resignation, removal or replacement.

2. Conversion of Shares

As of the Effective Time, each stock certificate evidencing the stock issued and outstanding immediately before the Merger of each of Met-Tech, no par value, and ACIT, no par value, shall be surrendered to the Surviving Corporation and shall be cancelled by the Surviving Corporation without consideration. Each share of the Surviving Corporation stock issued and outstanding shall remain issued and outstanding as such stock was issued and outstanding immediately before the Merger; provided that as of the Effective Time, each stock certificate evidencing such stock issued and outstanding shall be amended to reflect the name of the Surviving Corporation as "DSI Underground Systems, Inc."

3. Stockholder Approval; Certificate of Merger; Executed Copy

- a) Met-Tech recites, represents and warrants that this Agreement and the consummation of the plan of merger set forth herein by Met-Tech have been duly authorized and approved by the sole shareholder of Met-Tech in accordance with Ohio law.
- b) ACIT recites, represents and warrants that this Agreement and the consummation of the plan of merger set forth herein by ACIT have been duly authorized and approved by the sole shareholder of ACIT in accordance with Virginia law.

- c) DSI Underground recites, represents and warrants that this Agreement and the consummation of the plan of merger set forth herein by DSI Underground have been duly authorized and approved by the sole shareholder of DSI Underground in accordance with the DGCL.
- d) Upon execution of this Agreement, the Constituent Corporations shall cause a Certificate of Merger to be filed with the respective Secretaries of States of the Constituent Corporations.
- e) The executed Agreement shall be kept on file at the principal office of the Surviving Corporation, the initial address of such principal office to be 447 DuPont Road, Martinsburg, West Virginia 25404.

Dated: December 22, 2009

[signature page follows]

IN WITNESS WHEREOF, Met-Tech, ACIT and DSI Underground have executed and delivered this Agreement as of the date first above written.

MET-TECH INDUSTRIES, INC., an Ohio corporation

By: James D. Sullivan
Name: James D. Sullivan
Title: Vice President and Treasurer

ACI TRANSPORTATION SERVICES, INC., a Virginia corporation

By: James D. Sullivan
Name: James D. Sullivan
Title: Vice President and Secretary

DSI UNDERGROUND SYSTEMS, INC., a Delaware corporation

By: James D. Sullivan
Name: James D. Sullivan
Title: Secretary and Treasurer



Form 551 Prescribed by the:
Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.sos.state.oh.us
Bussan@sos.state.oh.us

| | |
|--|--|
| Expedite this form: (select one) | |
| Mail form to one of the following: | |
| <input checked="" type="radio"/> Expedite: | PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 *** |
| <input type="radio"/> Non Expedite: | PO Box 4329 Columbus, OH 43216 |

CERTIFICATE OF MERGER
Filing Fee \$125
(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. SURVIVING ENTITY

A. Name of the entity surviving the merger DSI UNDERGROUND SYSTEMS, INC. (f/k/a Fasloc, Inc.)

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

Domestic (Ohio) For-Profit Corporation, charter number _____

Domestic (Ohio) Nonprofit Corporation, charter number _____

Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of _____ and licensed to transact business in the state of Ohio under license number _____

Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of DELAWARE and NOT licensed to transact business in the state of Ohio

Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of _____ and licensed to transact business in the state of Ohio under license number _____

Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of _____ and NOT licensed to transact business in the state of Ohio

Domestic (Ohio) For-Profit Limited Liability Company, with registration number _____

Domestic (Ohio) Nonprofit Limited Liability Company, with registration number _____

Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____ registered to do business in the state of Ohio under registration number _____

Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio

- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____ and NOT registered to do business in the State of Ohio
- Partnership, registration number, if any, _____
- Partnership NOT registered with the state of Ohio _____
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio
- Domestic (Ohio) Limited Liability Partnership, with the registration number _____
- Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio

II. CONSTITUENT ENTITY

Provide the name, charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities)

| Name | Charter, License, Registration, or Registration Number | Jurisdiction of Formation | Type of Entity |
|----------------------------------|--|---------------------------|----------------|
| <u>Met-Tech Industries, Inc.</u> | <u>574171</u> | <u>OH</u> | <u>Corp</u> |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

| | |
|-----------------------|------------------------|
| <u>James Sullivan</u> | <u>447 DuPont Road</u> |
| Name | Mailing Address |
| <u>Martinsburg</u> | <u>WV</u> |
| City | State |
| | <u>25404</u> |
| | Zip Code |

XI **QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

- A. The surviving foreign entity desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, partnership, limited partnership, or limited liability partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio.

| | | | |
|--|--|-------------------------------------|--------------|
| <u>National Corporate Research, Ltd.</u> | | <u>4568 Mayfield Road, Ste. 213</u> | |
| Name | | Mailing Address | |
| <u>Cleveland</u> | | <u>Ohio</u> | <u>44121</u> |
| City | | State | Zip Code |

If the agent is an individual using a P.O. Box, check the box to confirm that the agent is an Ohio resident.

The surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or limited liability partnership ("surviving entity") irrevocably consents to (1) service of process on the statutory agent listed above as long as authority of the agent continues, and (2) to service of process upon the Secretary of State of Ohio if the agent cannot be found. If the surviving entity fails to designate another agent, as required by Ohio law, the surviving entity's license or registration to do business in Ohio expires or is canceled.

- B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Qualifying Corporation (Section 1703.04)

(If the qualifying entity is a foreign corporation, the following information must be completed.)

- (a) Name of the corporation in its jurisdiction of formation

DSI Underground Systems, Inc. (f/k/a Fasloc, Inc.)

- (b) If the corporate name is not available, the trade name under which it will do business in Ohio

- (c) Location and complete address of its principal office

447 DuPont Road

Mailing Address

| | | |
|--------------------|-----------|--------------|
| <u>Martinsburg</u> | <u>WV</u> | <u>25404</u> |
| City | State | Zip Code |

- (d) Name of the county in which its principal office in Ohio, if any, is to be located

Guemsey

- (e) A brief summary of the corporate purpose to be exercised within Ohio

general corporate purposes.

- (f) To procure a license to transact business in Ohio, a foreign corporation for-profit must file with the secretary of state a certificate of good standing or subsistence, dated not earlier than 90 days prior to the filing of the application, under the seal of the secretary of state, or other proper official, of the jurisdiction under the laws of which said corporation was incorporated, setting forth: (1) the exact corporate title; (2) the date of incorporation; and (3) the fact that the corporation is in good standing or is a subsisting corporation.

2 Foreign Notice (Section 1703.031)

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, the following information must be completed.)

(a) Name of the Foreign nationally/federally chartered bank, savings bank, or savings and loan association

(b) Any trade name(s) under which the corporation will conduct business in Ohio

(c) Location of the corporation's main office (Non-Ohio)

Mailing Address

City

State

Zip Code

(d) Principal office location in Ohio

Mailing Address

City

Ohio
State

Zip Code

(If there will not be an office in Ohio, please state "None" on the form)

(e) The corporation will exercise the following purpose(s) in Ohio

3. Foreign Qualifying Limited Liability Company (Section 1705.54)

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) Name of the For-Profit or Nonprofit limited liability company in its jurisdiction of formation

(b) Name under which the limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation)

(c) The limited liability company was formed on

Date

under the laws of the jurisdiction of

Jurisdiction

- (d) Address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company

Mailing Address

City

State

Zip Code

4. Foreign Qualifying Limited Partnership under section 1782.49

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

- (a) Name of the limited partnership _____

- (b) The limited partnership was formed on _____

Date

Under the laws of the jurisdiction of _____

Jurisdiction

- (c) Address of the office of the limited partnership in its jurisdiction of formation

Mailing Address

City

State

Zip Code

- (d) Address of the limited partnership's principal office

Mailing Address

City

State

Zip Code

- (e) The names and business or residence addresses of the general partners of the partnership are as follows:

Name

Mailing Address

Name

Mailing Address

Name

Mailing Address

Name

Mailing Address

(Please attach additional separate sheet(s) listing other general partners and their addresses as needed)

- (f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained

Mailing Address

City

State

Zip Code

The limited partnership hereby certifies that it shall maintain such records until the registration of the limited partnership in Ohio is canceled or withdrawn.

5. Foreign Qualifying Limited Liability Partnership (Section 1776.86) (if the qualifying entity is a foreign limited liability partnership, the following information must be completed.)

- (a) Name of the partnership

Name must include one of the following phrases or abbreviations: "registered limited liability partnership," "limited liability partnership," "R.L.L.P.," "L.L.P.," "RLLP," or "LLP."

- (b) The partnership was formed under the laws of the jurisdiction of _____

- (c) Address of the partnership's chief executive office

Mailing Address

City

State

Zip Code

- (d) If the chief executive office is not in Ohio, the address of any office of the partnership in Ohio, if one exists

Mailing Address

City

Ohio
State

Zip Code

- (e) Foreign limited liability partnership must attach evidence of existence in its jurisdiction of formation (origin).

(Proceed to page 8 for signatures of authorized officers, partners and representatives.)

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below

Met-Tech Industries, Inc.

Exact name of entity _____
By: James Sullivan
Signature _____
Its: James Sullivan, Vice President and Treasurer
Title _____
Date: 12/22/09

DSI Underground Systems, Inc. (f/k/a Fasioc, Inc.)

Exact name of entity _____
By: James Sullivan
Signature _____
Its: James Sullivan, Secretary and Treasurer
Title _____
Date: 12/22/09

Exact name of entity _____
By: _____
Signature _____
Its: _____
Title _____
Date: _____

Exact name of entity _____
By: _____
Signature _____
Its: _____
Title _____
Date: _____

Exact name of entity _____
By: _____
Signature _____
Its: _____
Title _____
Date: _____

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)).