

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2011
CONVEYING PARTY DATA	
Name	Execution Date
Fabral, Inc.	12/28/2011
RECEIVING PARTY DATA	
Name:	Fabral Holdings, Inc.
Street Address:	3449 Hempland Road
City:	Lancaster
State/Country:	PENNSYLVANIA
Postal Code:	17601
PROPERTY NUMBERS Total: 3	
Property Type	Number
Patent Number:	5295338
Patent Number:	5187911
Patent Number:	5152115
CORRESPONDENCE DATA	
Fax Number:	(617)897-0998
Email:	stokesb@gtlaw.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	Bethany A Stokes
Address Line 1:	Greenberg Traurig, LLP
Address Line 2:	One International Place
Address Line 4:	Boston, MASSACHUSETTS 02110
ATTORNEY DOCKET NUMBER:	069714-010500
NAME OF SUBMITTER:	Bethany A Stokes

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Total Attachments: 5
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FABRAL, INC.", A DELAWARE CORPORATION,
WITH AND INTO "FABRAL HOLDINGS, INC." UNDER THE NAME OF
"FABRAL HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2011, AT
3:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF
DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9264515

DATE: 12-30-11

PATENT
REEL: 028312 FRAME: 0130

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

FABRAL, INC.

WITH AND INTO

FABRAL HOLDINGS, INC.

Pursuant to Section 253 of the

General Corporation Law of the State of Delaware

FABRAL HOLDINGS, INC., a Delaware corporation (the "Parent"), does hereby certify to the following facts relating to the merger (the "Merger") of FABRAL, INC., a Delaware corporation (the "Subsidiary"), with and into the Parent, with the Parent remaining as the surviving corporation:

FIRST: The Parent is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Parent owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Parent, by the following resolutions duly adopted on December 27, 2011, determined to merge the Subsidiary with and into the Parent pursuant to Section 253 of the DGCL:

WHEREAS, the Corporation is the holder of all the outstanding shares of each class of the capital stock of Fabral, Inc., a Delaware corporation (the "Subsidiary");

WHEREAS, the Board deems that it is in the best interests of the Corporation that the Subsidiary merge with and into Corporation, with the Corporation surviving such merger (the "Subsidiary Merger"), pursuant to and in accordance with the terms of the Agreement and Plan of Merger by and between the Corporation and the Subsidiary, substantially in the form attached as Exhibit A hereto (the "Subsidiary Plan of Merger"); and

WHEREAS, the Board deems that it is in the best interests of the Corporation that the Corporation merge with and into Amerimax Fabricated Products, Inc., a Delaware corporation and the holder of all the outstanding shares of each class of the Corporation's capital stock ("AFP"), with AFP surviving such merger (the "Parent Merger" and, together with the Subsidiary Merger, the "Mergers"), pursuant to and in accordance with the terms of the Agreement and Plan of Merger by and between the Corporation, the other parties thereto, and AFP, substantially in the form attached as Exhibit B hereto (the "Parent Plan of Merger" and, together with the Subsidiary Plan of Merger, the "Plan of Mergers").

NOW, THEREFORE, IT IS HEREBY,

RESOLVED, that the Board hereby approves, and declares the advisability of, each of the each of the Mergers, each of the Plan of Mergers, the Certificate of Ownership and Merger for the Subsidiary Merger to be filed with the Delaware Secretary of State substantially in the form attached as Exhibit C-1 hereto (the "Subsidiary Certificate of Ownership and Merger"), and the Certificate of Ownership and Merger for the Parent Merger to be filed with the Delaware Secretary of State substantially in the form attached as Exhibit C-2 hereto;

RESOLVED, that the Board hereby recommends each of the Mergers and each of the Plan of Mergers to the sole stockholder of the Corporation for its approval;

RESOLVED, that, conditional upon the approval of each of the Mergers and each of the Plan of Mergers by the sole stockholder of the Corporation, each of the Mergers shall be effective as of 11:59 p.m. Eastern Time on December 30, 2011;

RESOLVED, that the officers of the Corporation (the "Authorized Officers") be, and each of them hereby is, authorized to execute and deliver each of the Plan of Mergers on behalf of the Corporation;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to execute and deliver and file the Subsidiary Certificate of Ownership and Merger on behalf of the Corporation; and

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take such other action, and to execute and

deliver any and all other instruments and documents, which such Authorized Officer deems necessary or appropriate to effect each of the Mergers and the transactions contemplated thereby.

FOURTH: The Parent shall be the surviving corporation of the Merger.

FIFTH: The Merger is to become effective as of 11:59 P.M. Eastern Time on December 30, 2011.

SIXTH: The certificate of incorporation of the Parent as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation.

[Signature page follows]

IN WITNESS WHEREOF, the Parent has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 28th day of December, 2011.

FABRAL HOLDINGS, INC.

By: RSALT
Name: R. Scott Vasant
Title: Vice President and Chief Financial
Officer

[Certificate of Ownership and Merger of Fabral Holdings, Inc. (U.S. Restructuring – Step 3)]