TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fi-Shock, Inc.		03/20/2006	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	Woodstream Corporation
Street Address:	69 North Locust Street
City:	Lititz
State/Country:	PENNSYLVANIA
Postal Code:	17543
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2897101	POND GUARDIAN
Registration Number:	1260835	FIDO-SHOCK
Registration Number:	1650644	CARPENTERS' CHOICE

CORRESPONDENCE DATA

Fax Number: (202)393-5350

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-638-6666

Email: trademark@jhip.com,lweiss@jhip.com

Correspondent Name: Jacobson Holman PLLC 400 Seventh Street, N.W. Address Line 1:

Address Line 2: Sixth Floor

Washington, DISTRICT OF COLUMBIA 20004 Address Line 4:

ATTORNEY DOCKET NUMBER: A-897

> **TRADEMARK REEL: 003326 FRAME: 0647**

900051011

NAME OF SUBMITTER:	Leesa N. Weiss
Signature:	/Leesa N. Weiss/
Date:	06/13/2006
Total Attachments: 11	
source=A-897 Exhibit A#page1.tif	
source=A-897 Exhibit A#page2.tif	
source=A-897 Exhibit A#page3.tif	
source=A-897 Exhibit A#page4.tif	
source=A-897 Exhibit D#page1.tif	
source=A-897 Exhibit D#page2.tif	
source=A-897 Exhibit D#page3.tif	
source=A-897 Exhibit D#page4.tif	
source=A-897 Exhibit D#page5.tif	
source=A-897 Exhibit D#page6.tif	
source=A-897 Exhibit D#page7.tif	

Secretary of State Division of Business Services 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, Tennessee 37243

TO: CFS 8161 HWY 100, 172 NASHVILLE, TN 37221

RE: NON-QUALIFIED CORPORATION ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

FROM: CAPITAL FILING SERVICE (CFS) 8161 HIGHWAY 100 NASHVILLE, TN 37221-0000

ON DATE: 03/27/06

RECEIVED:

FEES \$100.00

\$0.00

TOTAL PAYMENT RECEIVED:

\$100.00

RECEIPT NUMBER: 00003904194 ACCOUNT NUMBER: 00101230

RILEY C. DARNELL SECRETARY OF STATE



ARTICLES OF MERGER

RECEILED

OF

2006 HAR 24 PM 12: 23

FI-SHOCK, INC.

INTO

RUEY BARRELL SECRETARY OF STATE

WOODSTREAM CORPORATION

Pursuant to the provisions of Section 48-21-105 of the Tennessee Business Corporation Act (the "Act") governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger.

FIRST: Fi-Shock, Inc., a Tennessee corporation ("Merger Sub") is a wholly-owned subsidiary of Woodstream Corporation, a Pennsylvania corporation ("Woodstream").

SECOND: The number of outstanding shares of Merger Sub is 1,000 shares of Common Stock, \$.01 par value per share, all of which are of one class, and all of which are owned by Woodstream.

THIRD: The Plan of Merger for merging Merger Sub with and into Woodstream, the surviving corporation in the merger, is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").

FOURTH: The Plan of Merger was unanimously approved by the Board of Directors of Woodstream and Merger Sub.

FIFTH: Approval of the Plan of Merger by the shareholders of Woodstream is not required under the Act.

SIXTH: Approval of the Plan of Merger by the shareholders of Merger Sub is not required under the Act.

SEVENTH: Woodstream waived the mailing of a copy of the Plan of Merger.

EIGHTH: The Business Corporation Law of 1988 of the Commonwealth of Pennsylvania permits a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation incorporated in Pennsylvania; and the merger of Merger Sub with and into Woodstream is in compliance with the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

NINTH: These Articles of Merger and Plan of Merger shall be effective at 7:00 p.m on March 31, 2006.

IN WITNESS WHEREOF, Woodstream and Merger Sub have executed these Articles of Merger and caused same to be duly delivered on its behalf on March 20, 2006.

WOODSTREAM CORPORATION

By:

Name: Harry E. Whaley

Title: President

FI-SHOCK, INC.

By:

Name: Harry B. Whaley

Title: President

TRADEMARK

REEL: 003326 FRAME: 0651

Exhibit A

PLAN OF MERGER

- 1. Woodstream Corporation, a Pennsylvania corporation ("<u>Woodstream</u>"), is the parent corporation and the owner of all of the issued and outstanding shares of Fi-Shock, Inc., a Tennessee corporation ("<u>Merger Sub</u>"). Woodstream hereby merges Merger Sub into Woodstream pursuant to the provisions of the Tennessee Business Corporation Act ("<u>TBCA</u>") and pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania ("<u>PBCL</u>").
- 2. The separate existence of Merger Sub shall cease at 7:00 p.m. on March 31, 2006 pursuant to the provisions of the TBCA; and Woodstream shall continue its existence as the surviving corporation pursuant to the provisions of the PBCL.
- 3. The issued and outstanding shares of Merger Sub shall not be converted in any manner, but each said share which is issued and outstanding at the effective time and date of the merger shall be surrendered and extinguished.
- 4. The Board of Directors and the proper officers of Woodstream and Merger Sub are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

573. 873

Entity #: 394699 Date Filed: 03/24/2006 Effective Date: 03/31/2006 Pedro A. Cortés Secretary of the Commonwealth

DSCB:15-1926/5926/8547-2

	Articles/Certifical	e of Merger		
:	Domestic Business Domestic Nonprofi Limited Partnership	Corporation (§ 192	26) 26)	
Corporation Service	Company T	Docum name a the left	ent will be rett nd #ddrexs you	arned to the I enter to
\$150 plus \$40 additional for each Party in additional to two				
In compliance with the requirement signed, desiring to effect a merger, her	s of the applicable provi	sions (relating to ar	ticles of merg	er or consolidation), the
1. The name of the corporation/limited Woodstream Corporation	d partnership surviving t	he merger is:		
2. Chack and complete one of the full. The surviving corporation/limited	margina and the first	C business/nonnenf		
The surviving corporation/limited the (a) address of its current regist provider and the county of venue conform to the records of the Depa (a) Number and Street	partnership is a domesti tered office in this Comm	c business/nonprofit nonwealth or (b) na cby authorized to c State PA	it corporation me of its com orrest the foll Zip 17543	Owing information to County
The surviving corporation/limited the (a) address of its current regist provider and the county of venue conform to the recounty of the Depa (a) Number and Street 69 North Locust Street (b) Name of Commercial Register	partnership is a domesti tered office in this Comm is (the Department is her urtment): City Lititz	oby authorized to c	orrect the foll Zip	owing information to
17.1 The surviving corporation/limited the (a) address of its current regist provider and the county of venue conform to the records of the Depa (a) Number and Street 69 North Locust Street	partnership is a domesticered office in this Commis (the Department is her artment): City Lititz ed Office Provider partnership is a qualified ader the laws of	state PA foreign business/n and the	Zip 17543 onprofit corpo (a) address of	County Lancaster County Lancaster County pration /limited fts current registered
The surviving corporation/limited the (a) address of its current regist provider and the county of venue conform to the records of the Depa (a) Number and Street 69 North Locuet Street (b) Name of Commercial Registers (b) Name of Commercial Registers (c) The surviving corporation/limited partnership incorporated/formed us office in this Commonwealth or (b) Department is hereby authorized to (a) Number and Street	partnership is a domesticered office in this Commits (the Department is hereful the Department is a qualified ander the laws of the Department is a contract the following in City	state PA foreign business/n and the registered office p	Zip 17543 onprofit corpc (a) address of rovider and the recording to the	County County
The surviving corporation/limited the (a) address of its current regist provider and the county of venue conform to the records of the Depa (a) Number and Street 69 North Locuet Stroct (b) Name of Commercial Registered to the Surviving corporation/limited partnership incorporated/formed us office in this Commonwealth or (b) Department is hereby authorized to (a) Number and Street (b) Name of Commercial Registered (b) Name of Commercial Registered (c) The surviving corporation/limited partnership incorporated/formed unlianced to the surviving corporation/limited partnership incorporated/formed unlianced formed unlianced of such domicillary jurisdiction laws of such domicillary jurisdiction conformed unlianced partnership incorporated/formed unlianced partnership incorporated	partnership is a domesticered office in this Commis (the Department is her artment): City Lititz ed Office Provider partnership is a qualified noder the laws of) name of its commercia occurrent the following in City d Office Provider artmership is a nonqualified arthership is a nonqualified occurrent the following in City	foreign business/n and the registered office p formation to confine State	Zip 17543 onprofit corpe (a) address of router and the recore Zip conprofit corperate to the recore Zip	County
The surviving corporation/limited the (a) address of its current regist provider and the county of venue conform to the records of the Depa (a) Number and Street (b) Name of Commercial Registers of the surviving corporation/limited partnership incorporated/formed us office in this Commonwealth or (b) Department is hereby authorized to (a) Number and Street (b) Name of Commercial Registere (b) Name of Commercial Registere	partnership is a domesticered office in this Commis (the Department is her artment): City Lititz ed Office Provider partnership is a qualified noder the laws of) name of its commercia occurrent the following in City d Office Provider artmership is a nonqualified arthership is a nonqualified occurrent the following in City	foreign business/n and the registered office p formation to confine State	onprofit corpc (a) address of rovider and the recording to the recording t	County County Lancaster County Described // Imited its current registered are county of venue is (the rots of the Department): County County
The surviving corporation/limited the (a) address of its current regist provider and the county of venue conform to the records of the Depa (a) Number and Street 69 North Locuet Street (b) Name of Commercial Registers (b) Name of Commercial Registers (c) The surviving corporation/limited partnership incorporated/formed us office in this Commonwealth or (b) Department is hereby authorized to (a) Number and Street (b) Name of Commercial Registere (c) The surviving corporation/limited p partnership incorporated/formed unclaws of such domicillary jurisdiction laws of such domicillary jurisdiction	partnership is a domesticered office in this Commis (the Department is here is the Department is here. City Lititz ed Office Provider partnership is a qualified ander the laws of its commercia to correct the following in City d Office Provider eartnership is a nonqualified the laws of the laws	foreign business/n foreign business/n and the registered office p formation to coulds State State Common	onprofit corpo (a) address of rovider and the recording to the recording t	County Lancaster County County Detailed / limited its current registered se county of venue is (the reds of the Department): County County County County County

3. The name and the address of	the maintain of the second	_			
The name and the address of provider and the county of verqualified foreign business/non-	anue of each other domesti	Commonwealth or na	me of its comm	croial registered office	•
Iollows:		partnership which is a	party to the plan	n of merger are as	
Name Registered O	ffice Address Com	nercial Registered Offi	ce Provider	County	
	fer, LLC C	o Corporat	ion Sevi	<u> Dice Ca.</u> Dau	ebin
Fi-Shock, In	ic., a Tenn	essee co	Poration	Not and	<u>C. I.</u>
<u>Delhi Manufactu</u>		ion a Delo		Not que	7
olibri Holding Co.	coration I	relaware co	Ca.	Not 944	7
4. Check, and if appropriate com	nlete one of the following	EIROPI CO	· /·	INPA	
The plan of merger shall be e	rrective upon filing these	Articles/Certificate of N	Merger in the Da	epartment of State.	
The plan of merger shall be e	ffective on: March 31, 20				
	Date	Hou			
. The manner in which the	£				
- The marmer of which the plan o	of merger was adopted by	each domestic corporati	on/limited parts	nership is as follows:	7
**					
Name		Manmer of Adoption	<u>.</u>		
Name Woodstream Corporation	Adopted by the ac	Marmer of Adoption	<u>.</u>		
Name Woodstream Corporation	Adopted by the ac	Marmer of Adoption	<u>.</u>		-
Name	Adopted by the ac	Marmer of Adoption	<u>.</u>		-
Name Woodstream Corporation	Adopted by the ac	Marmer of Adoption	<u>.</u>		-
Name Woodstream Corporation corporation pursuant to 15	Adopted by the ac 5 Pa.C.S. §1924(b)(Manner of Adoption tion of the board (2).	of the direct		-
Name Noodstream Corporation corporation pursuant to 15 Strike out this paragraph if no fee	Adopted by the ac	Manner of Adoption tion of the board (2).	of the direct	ors of the	-
Name Noodstream Corporation corporation pursuant to 15 Strike out this paragraph if no for The plan was authorized, adopted corporation/limited partnership (Adopted by the act Pa.C.S. §1924(b)(:	Marmer of Adoption tion of the board (2). partnership is a party in may be, by the foreign	of the direct.	ors of the	-
Name Noodstream Corporation corporation pursuant to 15 Strike out this paragraph if no for The plan was authorized, adopted corporation/limited partnership (Adopted by the act Pa.C.S. §1924(b)(:	Marmer of Adoption tion of the board (2). partnership is a party in may be, by the foreign	of the direct.	ors of the	-
Name Noodstream Corporation corporation pursuant to 15 Strike out this paragraph if no for The plan was authorized, adopted corporation/limited partnership (Adopted by the act Pa.C.S. §1924(b)(:	Marmer of Adoption tion of the board (2). partnership is a party in may be, by the foreign	of the direct.	ors of the	
Name Voodstream Corporation orporation pursuant to 15 Strike out this paragraph if no for The plan was authorized, adopted corporation/limited partnership (the plan in accordance with the leteration)	Adopted by the act Pa.C.S. §1924(b)(in preign corporation/limited of or approved, as the case or each of the foreign business of the jurisdiction in very second of the preign business of the jurisdiction in very second of the preign business of the jurisdiction in very second of the preign business of the jurisdiction in very second of the preign business of the jurisdiction in very second of the preign business of the jurisdiction in very second of the preign business of the jurisdiction in very second of the preign business of the jurisdiction in very second of the preign business of the jurisdiction in very second of the preign business of the jurisdiction in very second of the preign business of the jurisdiction in very second of the preign business of the jurisdiction in very second of the preign business of th	Marmer of Adoption tion of the board (2). partnership is a party in may be, by the foreign	of the direct.	ors of the	
Name Noodstream Corporation corporation pursuant to 15 Strike out this paragraph if no for The plan was authorized, adopted corporation/limited partnership (the plan in accordance with the land Check, and if appropriate complete.	Adopted by the act Pa.C.S. §1924(b)(in preign corporation/limited dor approved, as the case for each of the foreign business of the jurisdiction in value, one of the following:	Manner of Adoption tion of the board (2). 2). partnership is a party in may be, by the foreign ness/nonprofit corporated which it is incorporated.	of the direct. to the merger. business/nonprecions/limited par	ors of the	-
Name Voodstream Corporation orporation pursuant to 15 Strike out this paragraph if no for The plan was authorized, adopted corporation/limited partnership (the plan in accordance with the land Check, and if appropriate complete Check, and if appropriate complete	Adopted by the act Pa.C.S. §1924(b)(in preign corporation/limited dor approved, as the case for each of the foreign business of the jurisdiction in value, one of the following:	Manner of Adoption tion of the board (2). 2). partnership is a party in may be, by the foreign ness/nonprofit corporated which it is incorporated.	of the direct. to the merger. business/nonprecions/limited par	ors of the	-
Name Noodstream Corporation orporation pursuant to 15 Strike out this paragraph if no for The plan was authorized, adopted corporation/limited partnership (the plan in accordance with the language of the plan of merger is set forth in the plan of merger is se	Adopted by the action of the following: ate, one of the following: in full in Exhibit A attache	Manner of Adoption tion of the board (2). partnership is a party may be, by the foreign ness/nonprofit corporated which it is incorporated different and made a part of the partnership is a party of the foreign ness/nonprofit corporated which it is incorporated different and made a partnership is a partnership	of the direct	ofit rtnerships) party to	
Name Noodstream Corporation orporation pursuant to 15 Strike out this paragraph if no for The plan was authorized, adopted corporation/limited partnership (the plan in accordance with the land the plan of merger is set forth in Pursuant to 15 Pa.C.S. § 1901/8 if any, of the plan of merger that	Adopted by the act of Pa.C.S. §1924(b)(in preign corporation/limited do or approved, as the case for each of the foreign busing away of the jurisdiction in value, one of the following: in full in Exhibit A attached in §8547(b) (relating to omission of the following).	Manner of Adoption tion of the board (2). partnership is a party may be, by the foreign ness/nonprofit corporated which it is incorporated different and made a passion of certain provision	of the direct	ofit rtnerships) party to	
Name Noodstream Corporation corporation pursuant to 15 Strike out this paragraph if no for The plan was authorized, adopted corporation/limited partnership (the plan in accordance with the la Check, and if appropriate comple The plan of merger is set forth it Pursuant to 15 Pa.C.S. § 1901/§ if any, of the plan of merger that Incorporation/Certificate of Limited	Adopted by the act of Pa.C.S. §1924(b)(in preign corporation/limited of or approved, as the case for each of the foreign busing away of the jurisdiction in value, one of the following: in full in Exhibit A attached in \$547(b) (relating to omission amend or constitute the open and the preign	Manner of Adoption tion of the board (2). partnership is a party in may be, by the foreign ness/nonprofit corporated which it is incorporated different and made a passion of certain provision perative provisions of the tion of the ti	of the direct	ofit rtnerships) party to ans) the provisions,	
Name Noodstream Corporation corporation pursuant to 15 Strike out this paragraph if no for The plan was authorized, adopted corporation/limited partnership (the plan in accordance with the le Check, and if appropriate comple The plan of merger is set forth it Pursuant to 15 Pa.C.S. § 1901/§ if any, of the plan of merger that Incorporation/Certificate of Limi subsequent to the effective date.	Adopted by the act of Pa.C.S. §1924(b)(in preign corporation/limited of or approved, as the case or each of the foreign busing away of the jurisdiction in variety, one of the following: in full in Exhibit A attached in \$547(b) (relating to omistic amend or constitute the opited Partnership of the surrock the integral of the surrock that is the case of the surrock that is the surr	Manner of Adoption tion of the board (2). partnership is a party (2) may be, by the foreign ness/nonprofit corporated (2) thich it is incorporated (3) d hereto and made a passion of certain provision perative provisions of the civing corporation/limit	of the direct	ofit rtnerships) party to ans) the provisions, as in effect	
Name Noodstream Corporation corporation pursuant to 15 Strike out this paragraph if no for The plan was authorized, adopted corporation/limited partnership (the plan in accordance with the le Check, and if appropriate comple The plan of merger is set forth it Pursuant to 15 Pa.C.S. § 1901/§ if any, of the plan of merger that Incorporation/Certificate of Limi subsequent to the effective date.	Adopted by the act of Pa.C.S. §1924(b)(in preign corporation/limited of or approved, as the case or each of the foreign busing away of the jurisdiction in variety, one of the following: in full in Exhibit A attached in \$547(b) (relating to omistic amend or constitute the opited Partnership of the surrock the integral of the surrock that is the case of the surrock that is the surr	Manner of Adoption tion of the board (2). partnership is a party (2) may be, by the foreign ness/nonprofit corporated (2) thich it is incorporated (3) d hereto and made a passion of certain provision perative provisions of the civing corporation/limit	of the direct	ofit rtnerships) party to ans) the provisions, as in effect	
Name Noodstream Corporation Corporation pursuant to 15 Strike out this paragraph if no for The plan was authorized, adopted corporation/limited partnership (the plan in accordance with the la Check, and if appropriate comple The plan of merger is set forth it Pursuant to 15 Pa.C.S. § 1901/§ if any, of the plan of merger that	Adopted by the act of Pa.C.S. §1924(b)(in preign corporation/limited of or approved, as the case or each of the foreign busing away of the jurisdiction in variety, one of the following: in full in Exhibit A attached in \$547(b) (relating to omistic amend or constitute the opited Partnership of the surrock the integral of the surrock that is the case of the surrock that is the surr	Manner of Adoption tion of the board (2). partnership is a party (2) may be, by the foreign ness/nonprofit corporated (2) thich it is incorporated (3) d hereto and made a passion of certain provision perative provisions of the civing corporation/limit	of the direct	ofit rtnerships) party to ans) the provisions, as in effect	

DSCB: 15-1926/5926/8547-3

IN TECTI CO. T.
IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these
Articles/Certificate of Merger to be signed by a duly
authorized officer thereof this
20th day of March
2006
Woodstroom
Woodstream Corporation
Name of Corporation/Limited Partnership
1 A S 1 -
Signature
i i
President
Title
Fi-Shock, Inc.
Name of Corporation/Limited Partnership
- ASC
Signature
President President
Title

DSCB: 15-1926/5926/8547-3

21	
IN TEST	IMONY WHEREOF, the undersigned
- VOI DOLALI	OII/IIM(ICCI northership has account to
ו איז ווניזמאַ (CIUIICAIS Of Merger to be signed by
adulorize	d officer thereof this
20th	day of March
2006	:
	
Delhi M	anufacturing Corporation
N	ame of Corporation/Limited Partnership
	461
1	
1	Signature
	President
	Title
j	
Woodstre	eam Safer, LLC
Na	me of Corporation/Limited Parmership
1V	45
	Signature
	President
	Title
L	

DSCB: 15-1926/5926/8547-3

	NI TRANSPORT
	IN TESTIMONY WHEREOF, the undersigned
	corporation/limited partnership has caused these
	Articles/Certificate of Merger to be signed by a duly authorized officer thereof this
	officer thereof this
	20th day of March
	2006
	Colibri Holding Corporation
	Name of Corporation/Limited Partnership
-1	
	Signature
1	President
İ	Tirle
1	
1	
ı	
l	Name of Corporation/Limited Partnership
l	_
ı	
ı	Signature
ŀ	
	Title

PLAN OF MERGER

PLAN OF MERGER approved on March 20, 2006 by Woodstream Corporation, a business corporation incorporated under the laws of the Commonwealth of Pennsylvania (the "Parent Corporation"), and by resolution adopted by its Board of Directors and sole shareholder on said date.

- The Parent Corporation is the owner of all of the issued and outstanding shares of stock of Delhi Manufacturing Corporation ("<u>Delhi</u>"), which is a business corporation of the State of Delaware.
- The Parent Corporation is the owner of all of the issued and outstanding shares of stock of Colibri Holding Corporation ("Colibri"), which is a business corporation of the State of Delaware.
- 3. The Parent Corporation is the owner of all of the issued and outstanding membership interests of Woodstream Safer, LLC ("LLC"), which is a limited liability company of the State of Delaware.
- 4. The Parent Corporation is the owner of all of the issued and outstanding membership interests of Fi-Shock, Inc. ("Fi-Shock"), which is a business corporation of the State of Tennessee.
- 5. Each of Delhi and Colibri shall, pursuant to Section 1921 of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania ("PBCL") and pursuant to Section 253 of the Delaware General Corporation Law ("DGCL"), be merged into the Parent Corporation, which shall be the surviving corporation upon the effective date and time of the merger in the Commonwealth of Pennsylvania, and which shall continue to exist as said surviving corporation pursuant to the provisions of the PBCL. The separate existence of each of Delhi, and Colibri, which are wholly-owned subsidiaries of the Parent Corporation, shall cease upon the effective date and time of the merger in accordance with the provisions of the DGCL.
- 6. LLC shall, pursuant to Section 1921 of the PBCL and pursuant to Section 18-209 of the Delaware Limited Liability Company Act ("DLLCA"), be merged into the Parent Corporation, which shall be the surviving corporation upon the effective date and time of the merger in the Commonwealth of Pennsylvania, and which shall continue to exist as said surviving corporation pursuant to the provisions of the PBCL. The separate existence of LLC, which is a wholly-owned subsidiary of the Parent Corporation, shall cease upon the effective date and time of the merger in accordance with the provisions of the DLLCA.
- 7. Fi-Shock shall, pursuant to Section 1921 of the PBCL and pursuant to Section 48-21-105 of the Tennessee Business Corporation Act ("TBCL"), be merged into the Parent Corporation, which shall be the surviving corporation upon the effective date and time of the merger in the Commonwealth of Pennsylvania, and which shall continue to exist as said surviving corporation pursuant to the provisions of the PBCL. The separate existence of Fi-Shock which is a

wholly-owned subsidiary of the Corporation, shall cease upon the effective date and time of the merger in accordance with the provisions of the TBCL.

- 6. The Articles of Incorporation of the Parent Corporation upon the effective date and time of the merger in the Commonwealth of Pennsylvania shall be the Articles of Incorporation of said Purent Corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the PBCL.
- 7. The issued and outstanding shares of each of Delhi, Colibri, and Fi-Shock and the issued and outstanding membership interests of LLC, shall not be converted or exchanged in any manner and each said share or membership interest which is issued and outstanding as of the effective date and time of the merger shall be surrendered and extinguished. The issued and outstanding shares of the Parent Corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding as of the effective date and time of the merger shall continue to represent one issued share of the Parent Corporation.
- 8. This Plan of Merger has been duly approved and adopted on behalf of the Parent Corporation in accordance with the provisions of the PBCL, by Delhi, Colibri and LLC in accordance with the provisions of the DGCL and DLLCA, as applicable, and by Fi-Shock pursuant to the provisions of the TBCL, and the merger of each of Delhi, Colibri, LLC and Fi-Shock into the Parent Corporation has been fully authorized in accordance with the provisions of the PBCL, DLLCA or TBCL, as applicable.
- 9. Any officer of the Parent Corporation and any officer of each of Delhi, Colibri, LLC and Fi-Shock is hereby authorized to execute the Articles or Certificates of Merger on behalf of said corporations, respectively, in conformity with the provisions of the PBCL, DGCL, DLLCA and TBCL; and the proper officers of the Parent Corporation and of each of Delhi, Colibri, LLC and Fi-Shock, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents prescribed by the PBCL, DGCL, DLLCA and TBCL or which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the mergers herein provided for.
- 10. The effective date and time of this Plan of Merger and of the merger herein provided. for shall be 7:00 p.m. on March 31, 2006.

TRADEMARK

REEL: 003326 FRAME: 0659