

05-29-1998



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SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

PREMIER INDUSTRIAL CORPORATION

- Individual(s)
- General Partnership
- Corporation-State Ohio
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: PREMIER FARNELL CORP.

Internal Address: P.O. Box 94884

Street Address: 4500 Euclid Avenue

City: Cleveland State: Ohio ZIP: 44103

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 11, 1996

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,768,529 (May 4, 1993)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: JACQUELINE M. O'BRIEN

Internal Address: JONES, DAY, REAVIS & POGUE

North Point

Street Address: 901 Lakeside Avenue

City: Cleveland State: Ohio ZIP: 44114

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

if under payment or over payment

8. Deposit account number:

10-1202

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jacqueline M. O'Brien
Name of Person Signing

Jacqueline M O'Brien
Signature

5/1/98
Date

Total number of pages including cover sheet, attachments, and document: 6

CERTIFICATION

The attached Certificate from the Office of the Secretary of State of the State of Delaware certifies that PREMIER INDUSTRIAL CORPORATION, a corporation of the State of Ohio, has merged into a surviving corporation that is named PREMIER FARNELL CORP., a corporation of the State of Delaware.

I hereby certify that the attached Certificate is a true and exact copy of the original.

STATE OF OHIO)
) ss.
COUNTY OF CUYAHOGA)


Jacqueline M. O'Brien - Notary Public

Date: April 30, 1998

My Commission Expires:

JACQUELINE M. O'BRIEN
~~Notary Public, State of Ohio, Cuy. Cty.~~
My Commission Expires Aug. 2, 1999

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PREMIER INDUSTRIAL CORPORATION", A OHIO CORPORATION,
WITH AND INTO "FAC DELAWARE CORP." UNDER THE NAME OF
"PREMIER FARNELL CORP.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE ELEVENTH DAY OF APRIL, A.D. 1996, AT 9:37
O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2582903 8100M

981084494

AUTHENTICATION:

8953758

DATE:

TRADEMARK 03-05-98

REEL: 1731 FRAME: 0537

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:37 AM 04/11/1996
960104277 - 2582903

CERTIFICATE OF MERGER

OF

PREMIER INDUSTRIAL CORPORATION

INTO

FAC DELAWARE CORP.

**(Pursuant to Section 252 of
the General Corporation Law of the State of Delaware)**

* * * * *

The undersigned does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations is as follows:

<u>NAME</u>	<u>State of Incorporation</u>
Premier Industrial Corporation	Ohio
FAC Delaware Corp.	Delaware

SECOND: An Agreement and Plan of Merger (the "Agreement") dated as of January 23, 1996, among Farnell Electronics PLC, an English public limited company, FAC Delaware Corp. and Premier Industrial Corporation has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is FAC Delaware Corp.

TRADEMARK

SIXTH: The certificate of incorporation of FAC Delaware Corp. shall be the certificate of incorporation of the surviving corporation, except that the following amendment to the certificate of incorporation of the surviving corporation is to be affected by the merger: The name of the surviving corporation, FAC Delaware Corp., shall be changed to "Premier Farnell Corp."; therefore the first article of the certificate of incorporation of the surviving corporation shall read "FIRST: The name of the corporation is "Premier Farnell Corp."."

SEVENTH: The executed Agreement is on file at the principal place of business of the surviving corporation at 4300 Euclid Avenue, P.O. Box 94884, Cleveland, Ohio 44101-4884.

EIGHTH: A copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

NINTH: The authorized capital stock of Premier Industrial Corporation is 181,500,000 shares, consisting of 1,500,000 shares of Serial Preferred Stock of the par value of \$1 each and 180,000,000 shares of Common Stock without par value.

TENTH: This Certificate of Merger shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has caused
this instrument to be duly executed by its authorized
officers.

Dated: April 11, 1998

TAC Defense Corp.

By A. Fisher
Name: Andrew C. Fisher
Title: Vice President

Witness:

[Signature]
Name: [Illegible]
Title: Secretary

04/10/98 WED 10:26 (TEL/EX NO 5721) 0802