

9-10-98
Tab settings >>>

09-29-1998



100840583

To the Honorable Commis

1. Name of conveying party

Crest Uniform Co. Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 7/4/1998

S ONLY

Record the attached original documents or copy thereof

Name and address of receiving party(ies):

Name: Aramark Uniform Services, Inc.

Internal Address:

Street Address: 115 North First Street

City: Burbank State: CA ZIP: 91502

- ☐ 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

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

A. Trademark Application No.(s)

see attached schedule

B. Trademark registration No.(s)

see attached schedule

Additional numbers attached? ☒ Yes ☐ No

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

Name: Milton Springut, Esq.

Internal Address: Kalow, Springut & Bressler

Street Address: 488 Madison Avenue

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$ 340.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

11-0171

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

09/28/1998 DNGUYEN 00000248 752169

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
300.00 DP

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.

Name of Person Signing

Signature

Date

Total number of pages (including cover sheet)

REEL: 1792 FRAME: 0903

Crest Uniform Company

Registration No.

752,169	788,771
1,102,776	1,581,660
1,587,946	736,169
1,267,269	1,733,257
1,733,258	1,935,254

Application No.

75/421,071	75/347,137
75/428,131	

State of Delaware
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:

"CREST UNIFORM CO., INC.", A DELAWARE CORPORATION,

"WEARGUARD CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "ARAMARK UNIFORM SERVICES, INC." UNDER THE NAME OF "ARAMARK UNIFORM SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1998, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FOURTH DAY OF JULY, A.D. 1998.

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



Edward J. Freel, Secretary of State

0822770 8100M

981255969

AUTHENTICATION:

9173138

DATE:

07-01-98

TRADEMARK
REEL: 1792 FRAME: 0905

**CERTIFICATE OF MERGER
OF
CREST UNIFORM CO., INC. AND WEARGUARD CORPORATION
INTO
ARAMARK UNIFORM SERVICES, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

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

<u>Name</u>	<u>State of Incorporation</u>
Crest Uniform Co., Inc.	Delaware
WearGuard Corporation	Delaware
ARAMARK Uniform Services, Inc.	Delaware

SECOND: That an Agreement of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That ARAMARK Uniform Services, Inc. is the name of the Surviving Corporation.

FOURTH: That there will be no changes to the Restated Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is 115 North First Street, Burbank, CA 91502.

SIXTH: That a copy of the Agreement of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall be effective as of July 4, 1998.

Dated: June 18, 1998

ARAMARK UNIFORM SERVICES, INC.

By:


Michael O'Hara, Vice President

ATTEST:

By:


Priscilla M. Bodnar, Assistant Secretary

102710

TOTAL P.02
TOTAL P.03

TRADEMARK
REEL: 1792 FRAME: 0906

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated as of the 18th day of June 1998, pursuant to Section 251 of the General Corporation Law of the State of Delaware, among **Crest Uniform Co., Inc.** and **WearGuard Corporation**, both Delaware corporations, and **ARAMARK Uniform Services, Inc.**, a Delaware corporation.

WITNESSETH THAT:

WHEREAS, the constituent corporations desire to merge into a single corporation;

NOW THEREFORE, the corporations, parties to this agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: ARAMARK Uniform Services, Inc., (the "Surviving Corporation") hereby merges into itself Crest Uniform Co., Inc. and WearGuard Corporation (the "Merged Corporations") and the Merged Corporations hereby are merged into the Surviving Corporation.

SECOND: There will be no changes to the Restated Certificate of Incorporation of the Surviving Corporation.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the Surviving Corporation shall be as follows:

Each share of common stock of Crest Uniform Co., Inc. and WearGuard Corporation which shall be outstanding on the effective date of this merger will be cancelled.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders or until their successors shall have been elected and qualified.

(c) This merger shall become effective as of July 4, 1998.

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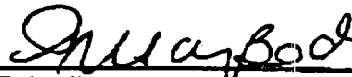
(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporations shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporations shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporations, respectively. The Merged Corporations hereby agree from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the Merged Corporations and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporations or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the board of directors of any constituent corporation at any time prior to the date of filing the merger with the Secretary of State. This agreement may be amended by the board of directors of the constituent corporations at any time prior to the date of filing the agreement with the Secretary of State, provided that an amendment made subsequent to the adoption of the agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchanged for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the certificate of incorporation of the Surviving Corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors and stockholders have caused these presents to be executed by the Vice President and attested by the Assistant Secretary of each party hereto as the respective act, deed and agreement of each of the corporations on this 18th day of June, 1998.


Attest:

ARAMARK UNIFORM SERVICES, INC.



Priscilla M. Bodnar
Assistant Secretary

By:



Michael O'Hara
Vice President

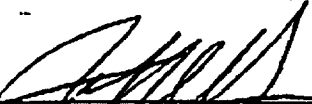
Attest:

CREST UNIFORM CO., INC.



Priscilla M. Bodnar
Assistant Secretary

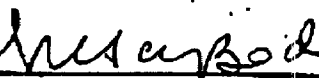
By:



Michael O'Hara
Vice President

Attest:

WEARGUARD CORPORATION



Priscilla M. Bodnar
Assistant Secretary

By:



Michael O'Hara
Vice President

WEARGUARD CORPORATION**Unanimous Consent of Directors in Lieu of Meeting**

June 16, 1998

The undersigned, being all of the directors of the above-named corporation (the "Corporation"), do hereby consent in writing to the following resolutions intending that such resolutions shall have the same force and effect as if duly adopted at a meeting of the board of directors of the Corporation duly called and held in accordance with law and the By-laws of the Corporation.

RESOLVED, that effective as of July 4, 1998, all assets of every kind and description, including inventory, accounts receivable, accounts payable, trademarks, copyrights and fixed assets, and all liabilities of the Corporation's business known as "E.T. Wright Executive Shoes" are hereby transferred to E.T. Wright Corporation, a Delaware corporation, and wholly-owned subsidiary of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this unanimous consent as of the day and year first written above.


Barbara A. Ausfell


L. F. Sutherland

Filed with the minutes of the proceedings of the Board as of the day and year first written above.


Priscilla M. Bodnar
Assistant Secretary