

TUCKER, FLYER & LEWIS

1615 L Street, N.W.  
 Washington, D.C. 20036  
 (202) 452-8600

12-07-1998



100916120

*RE 11-19-98*

<p>1. NAME OF CONVEYING PARTY:</p> <p>Coffee Butler Acquisition Corp.                  a Delaware corporation,</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>Andrews Office Supply &amp; Equipment Co.                  a District of Columbia corporation                  8400 Ardwick Admore Road                  Landover, Maryland 20785</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment  <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Interest  <input type="checkbox"/> Change of Name  <input checked="" type="checkbox"/> Other <b>Corrected Cover Sheet</b></p> <p>3A EXECUTION DATE: April 24, 1998                  3B EFFECTIVE DATE: April 24, 1998</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY:</p> <p>Yes: ___ No: <u>X</u></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>Yes: ___ No: <u>X</u></p>
<p>4A TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached?</p>	<p>4B. TRADEMARK REGISTRATION NO(S).:</p> <p>1,888,980 – THE OFFICE BUTLER</p> <p>Additional numbers attached? 12</p>
<p>Henry W. Leeds, Esq.                  Tucker, Flyer &amp; Lewis                  Suite 400                  1615 L Street, N.W.                  Washington, D.C. 20036</p>	
<p>6 TOTAL NUMBER OF TITLES 13</p> <p>7 TOTAL FEE: \$340.00 -- Checks Enclosed</p> <p>8 CHARGE ADDITIONAL FEES TO: DEPOSIT                  ACCOUNT NO. 20-1582</p> <p>Our Ref: 59160.309</p>	<p>9. The undersigned declares to the best of his knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p><i>Henry W. Leeds</i>                  _____                  Henry W. Leeds                  Date: November 18, 1998</p> <p style="text-align: right;">Page 1 of 9</p>

I hereby certify that the foregoing assignment was deposited with the U.S. Postal Services, by First Class Mail, postage prepaid, addressed to Box: Assignments/Fee, The Assistant Commissioner of Trademarks, U.S. Patent and Trademark Office, 2900 Crystal Drive, Arlington, VA 22202-3513, this 18th day of November 1998.


*Andrew H. Engel*  
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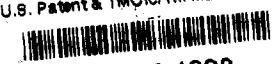
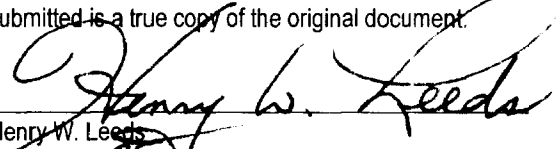
SCHEDULE A

COFFEE BUTLER ACQUISITION CORP.

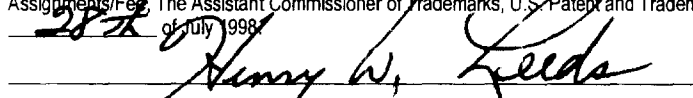
<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
THE OFFICE BUTLER	1,888,980	April 11, 1995
COFFEE BUTLER Design	1,884,128	March 14, 1995
COFFEE BUTLER	1,664,493	November 12, 1991
QH & Design	1,627,435	December 11, 1990
QUALITY HOUSE	1,626,174	December 4, 1990
QUALITY HOUSE & Design	1,626,172	December 4, 1990
COFFEE BUTLER	1,623,882	November 20, 1990
BUTLER Design	1,622,754	November 13, 1990
SUNDIAL	1,615,092	September 25, 1990
VIP BLEND	1,280,064	May 29, 1984
THE BUTLER'S CHOICE	1,280,063	May 29, 1984
Butler Design	1,199,153	June 22, 1982
COFFEE BUTLER SERVICES	1,014,439	June 24, 1975

TUCKER, FLYER & LEWIS  
 1615 L Street, N.W.  
 Washington, D.C. 20036  
 (202) 452-8600

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1 NAME OF CONVEYING PARTY:  Coffee Butler Acquisition Corp. a Delaware corporation,	2. NAME AND ADDRESS OF RECEIVING PARTY:  Andrews Office Supply & Equipment Co. a District of Columbia corporation
3. NATURE OF CONVEYANCE:  <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Interest <input type="checkbox"/> Change of Name <input type="checkbox"/> Other   11-19-1998 <small>U.S. Patent &amp; TMOtc/TM Mail Rcpt Dt #26</small>  3A EXECUTION DATE: April 24, 1998 3B EFFECTIVE DATE: April 24, 1998	2A. ASSIGNEE A FOREIGN ENTITY: Yes: ___ No: <u>X</u>  2B. DOMESTIC REPRESENTATIVE DESIGNAT Yes: ___ No: <u>X</u>  <small>U.S. Patent &amp; TMOtc/TM Mail Rcpt Dt #61</small>  07-30-1998
4A TRADEMARK APPLICATION NOS.:  Additional numbers attached?	4B. TRADEMARK REGISTRATION NO(S):  1,888,980 – THE OFFICE BUTLER  Additional numbers attached? 12
Henry W. Leeds, Esq. Tucker, Flyer & Lewis Suite 400 1615 L Street, N.W. Washington, D.C. 20036	
6 TOTAL NUMBER OF TITLES 13  7 TOTAL FEE \$340.00 – Checks Enclosed  8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 20-1582  Our Ref: 59160.309	9. The undersigned declares to the best of his knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.   Henry W. Leeds Date: July 28, 1998 Page 1 of 9

I hereby certify that the foregoing assignment was deposited with the U.S. Postal Services, by First Class Mail, postage prepaid, addressed to Box: Assignments/Fee, The Assistant Commissioner of Trademarks, U.S. Patent and Trademark Office, 2900 Crystal Drive, Arlington, VA 22202-3513, this 28th of July 1998.



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State of Delaware  
Office of the Secretary of State

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PAGE 1

SCHEDULE B

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 AGREEMENT OF MERGER, WHICH MERGES:

"COFFEE BUTLER ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "ANDREWS OFFICE SUPPLY AND EQUIPMENT COMPANY" UNDER THE NAME OF "ANDREWS OFFICE SUPPLY AND EQUIPMENT COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DISTRICT OF COLUMBIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF APRIL, A.D. 1998, AT 2 O'CLOCK P.M.

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

  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2505802 8100M

AUTHENTICATION:

9045263

981155295

DATE:

04-24-98

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TO: DELAWARE DEPT. OF STATE

**AGREEMENT OF MERGER**

**AGREEMENT OF MERGER**, dated this 16th day of March, 1998, pursuant to Section 252 of the General Corporation Law of Delaware, between **ANDREWS OFFICE SUPPLY AND EQUIPMENT COMPANY**, a District of Columbia corporation (hereinafter referred to as "Surviving Corporation"), and **COFFEE BUTLER ACQUISITION CORP.**, a Delaware corporation (hereinafter referred to as "Merging 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:** Andrews Office Supply and Equipment Company hereby merges into itself the Merging Corporation and the Merging Corporation shall be and hereby is merged into and with Andrews Office Supply and Equipment Company, which shall be the Surviving Corporation.

**SECOND:** The Certificate of Incorporation of the Surviving Corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the merger.

**THIRD:** The manner of converting the outstanding shares of the capital stock of the constituent corporations shall be as follows:

Since all of the issued and outstanding shares of the Surviving Corporation, and all of the issued and outstanding shares of the Merging Corporation are owned by U.S. Office Products Company, a Delaware corporation, on the effective date of the merger all of the issued and outstanding shares of capital stock of the Merging Corporation shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.

**FOURTH:** A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

**FIFTH:** (a) This merger shall become effective on April 24, 1998.

(b) 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 Merging Corporation 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 Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation. The Merging Corporation hereby agrees 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 Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

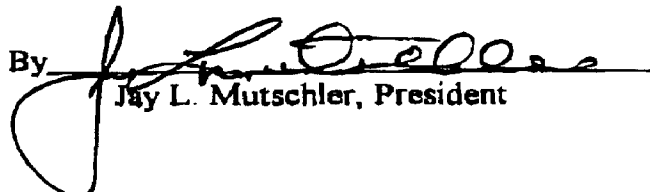
(c) The Surviving Corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Merging Corporation as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 1025 Thomas Jefferson Street N.W., Suite 600 East, Washington, DC 20007 until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to said Andrews Office Supply and Equipment Company at the above address.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations, on this 10th day of April, 1998.

COFFEE BUTLER ACQUISITION CORP.  
a Delaware corporation

By   
H. Steve Swink, President

ANDREWS OFFICE SUPPLY AND  
EQUIPMENT COMPANY, a District of  
Columbia corporation

By   
Jay L. Mutschler, President

I, Mark D. Director, Secretary of Coffee Butler Acquisition Corp., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Andrews Office Supply and Equipment Company, a District of Columbia corporation, was duly adopted pursuant to Section 228 of the General Corporation Law of Delaware, by the unanimous written consent of the sole stockholder holding 10 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the sole stockholder of said Coffee Butler Acquisition Corp. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 10th of April, 1998.

  
Mark D. Director, Secretary

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GOVERNMENT OF THE DISTRICT OF COLUMBIA  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and accordingly, this **CERTIFICATE of MERGER** is hereby issued to

COFFEE BUTLER ACQUISITION CORP.  
(DE CORP.)

Merged Into  
ANDREWS OFFICE SUPPLY AND EQUIPMENT COMPANY  
(DC CORP.)

as of April 24th, 1998 .

W. David Watts  
Director

Patricia A. Montgomery  
Administrator  
Business Regulation Administration

*William L. Ables, Jr.*  
William L. Ables, Jr.  
Act. Asst. Superintendent of Corporations  
Corporations Division

Marion Barry, Jr.  
Mayor



**ARTICLES OF MERGER OF  
DOMESTIC AND FOREIGN CORPORATIONS**

**TO:** Department of Consumer and Regulatory Affairs  
Corporation Division  
Washington, D.C. 20001

Pursuant to the provisions of Title 29, Chapter 9 of the Code of Laws of the District of Columbia, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

**FIRST:** The names of the undersigned corporations and the States, including the District of Columbia, under the laws of which they are respectively organized are:

<u>Name of Corporations</u>	<u>State</u>
Andrews Office Supply and Equipment Company	District of Columbia
Coffee Butler Acquisition Corp.	Delaware

**SECOND:** The laws of the State under which the foreign corporation is organized permit such merger.

**THIRD:** The name of the surviving corporation is Andrews Office Supply and Equipment Company.

**FOURTH:** The following plan of merger was advised by the board of directors and approved by the shareholders of the undersigned Domestic Corporation in the manner prescribed by such Domestic Corporation's Articles of Incorporation and by the Code of Laws of the District of Columbia, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

**PLAN OF MERGER**

(a) Andrews Office Supply and Equipment Company hereby merges into itself Coffee Butler Acquisition Corp. and said Coffee Butler Acquisition Corp. shall be and hereby is merged into Andrews Office Supply and Equipment Company, which shall be the surviving corporation.

(b) The Articles of Incorporation of Andrews Office Supply and Equipment Company, as heretofore amended and as in effect on the date of the merger provided for in this Plan of

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Merger, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

(c) The manner of converting the outstanding shares of the capital stock of the corporations party to the merger shall be as follows:


Since all of the issued and outstanding shares of Andrews Office Supply and Equipment Company, the surviving corporation, and all of the issued and outstanding shares of Coffee Butler Acquisition Corp., the merging corporation, are owned by U.S. Office Products Company, a Delaware corporation, on the effective date of the merger all of the issued and outstanding shares of Coffee Butler Acquisition Corp., the merging corporation, shall be cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

(d) The merger shall be effective on April 24, 1998.

**FIFTH:** The merger received an affirmative vote of the holders of at least 2/3rds of the outstanding shares entitled to vote.

Date. April 10, 1998

ANDREWS OFFICE SUPPLY AND EQUIPMENT COMPANY

By   
Jay L. Mutschler, President

COFFEE BUTLER ACQUISITION CORP.

By   
H. Steve Swink, President

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