



01-25-1999
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #34

1,565-371

FRU

RECORDATION FORM COVER SHEET
Trademarks

02-10-1999



100963065

1. Name of conveying party: EMCO/ComSource, Inc., a Delaware corporation

2. Name and address of receiving party:

UniPro Foodservice, Inc., a Delaware corporation
2500 Cumberland Parkway
Atlanta, Georgia 30339

1-25-99

3. Nature of conveyance and execution date: Certificate of Change of Name, effective as of October 15, 1997.

4. Trademark Registration & Application Numbers:

54 Trademark Registration Numbers as follows:

2,112,597	2,155,891	1,631,625	1,933,404	1,742,905	1,734,118	1,665,868
1,634,185	1,636,188	1,015,375	1,513,189	1,634,239	1,634,057	1,646,740
1,423,084	1,002,868	1,751,672	0,986,068	1,545,768	1,475,561	1,641,391
2,170,361	1,923,285	1,321,038	1,590,108	0,987,167	0,997,109	1,210,808
1,426,171	1,423,050	1,244,692	1,251,247	1,582,802	1,550,486	1,165,730
1,239,594	1,253,915	1,165,710	1,182,341	1,227,715	1,249,160	0,842,961
1,194,921	1,192,833	1,326,213	1,102,843	1,161,215	1,187,939	0,707,256
0,895,200	1,575,911	1,179,409	0,710,022	0,838,954		

8 Trademark Application Numbers as follows:

75/501,708 75/501,189 75/501,188 75/501,186 75/501,179 75/301,740 75/250,940
75/250,933

5. Mail correspondence concerning document to:

Edmund B. Burke, Esq.
Powell, Goldstein, Frazer & Murphy LLP
191 Peachtree Street
Atlanta, GA 30303

6. Total number of applications/ registrations involved: Sixty-two (62)

1565E

7. Total fee (37 CFR 3.41), enclosed: \$1,565.00. 8. Deposit account number: N/A

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.

Edmund B. Burke

25 Jan 1999
Date

Total Number of Pages for This Cover Sheet: One (1)

TRADEMARK
REEL: 1856 FRAME: 0237

02/09/1999 JUNITLINS 00000045 152557
40.00 US
1565.00 US

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "EMCO/COMSOURCE, INC.", CHANGING ITS NAME FROM "EMCO/COMSOURCE, INC." TO "UNIPRO FOODSERVICE, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2147567 8100

DATE: 8705611

971349611

10-16-97

REEL: 1856 FRAME: 0238

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
EMCO/COMSOURCE, INC.

EMCO/ComSource, Inc. (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Delaware Law") does hereby certify that the Amended and Restated Certificate of Incorporation of the Corporation has been amended pursuant to Section 242 of the Delaware General Corporation Law as follows:

1. The amendment to the Corporation's Amended and Restated Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 of the Delaware Law and has been consented to in writing by the stockholders, and written notice has been given, in accordance with Section 228 of the Delaware Law.
2. Article First of the Corporation's Amended and Restated Certificate of Incorporation is amended to read in its entirety as follows:

"FIRST: The name of this Corporation shall be UNIPRO FOODSERVICE, INC. (the "Corporation")."

IN WITNESS WHEREOF, the Corporate has caused this Certificate, which amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation to change the corporate name of the Corporation, to be executed by Alan R. Plassche, its authorized officer, this 15th day of October, 1997.

The undersigned officer of the Corporation hereby acknowledges that the foregoing Certificate is his act and deed and the act and deed of the Corporation, and that the facts stated therein are true, on this 15th day of October, 1997.

EMCO/COMSOURCE, INC.

By: Alan R. Plassche
Name: Alan R. Plassche
Title: Chief Executive Officer

Attest: Donna K. Campbell
Name: Donna K. Campbell
Title: Assistant Secretary

CORPORATE SEAL

::ODMA\PCDOCS\ATL\150337\1

CORPORATE ACKNOWLEDGEMENT

STATE OF GEORGIA }

} SS

COUNTY OF FULTON }

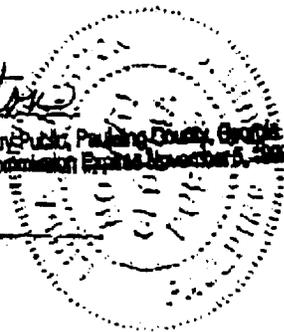
Be it remembered that on this 15th day of October, 1997, personally appeared before me, the subscriber, a Notary Public in and for the County and State aforesaid, Alan R. Plassche, Chief Executive Officer of EMCQ/ComSource, Inc., a Delaware corporation (the "Corporation"), on whose behalf the foregoing Certificate of Amendment of Amended and Restated Certificate of Incorporation was executed, known to me personally to be such and acknowledged such instrument to be his act and deed, and the act and deed of said Corporation, and that the facts stated therein are true; and the signature of the said Chief Executive Officer is in his own proper handwriting; and the seal affixed thereto is the common or corporate seal of the said Corporation.

Given under my hand and seal of office, the day and year aforesaid.

Linda J. Norton
Notary Public

Notary Public, Paulding County, Georgia
My Commission Expires November 5, 2000

My Commission Expires: _____



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