

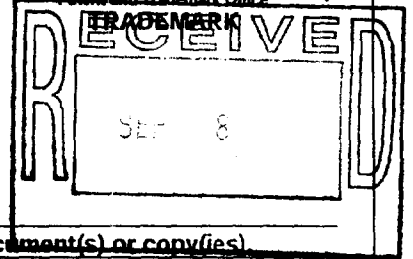
03-08-1999

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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U.S. Department of Commerce
Patent and Trademark Office



RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

09/16/1998 DMBUYEN 00000300 1645094

01 FC:481 40.00 DP
02 FC:482 125.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1865 FRAME: 0118

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1645094"/>	<input type="text" value="1670958"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1671617"/>	<input type="text" value="1643132"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2161879"/>	<input type="text" value="1737927"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Mary Ellen Morris

Name of Person Signing

Mary Ellen Morris
Signature

September 2, 1998
Date Signed

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 AMENDMENT OF "ABCO DEALERS, INC.", CHANGING ITS NAME FROM "ABCO DEALERS, INC." TO "NATIONAL DISTRIBUTION AND CONTRACTING, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF AUGUST, A.D. 1998, AT 10 O'CLOCK A.M.

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



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

Edward J. Freel, Secretary of State

0466424 8100

981325203

AUTHENTICATION:

DATE:

9262270

TRADEMARK
REEL: 1865 FRAME: 0120

**CERTIFICATE OF AMENDMENT TO
RESTATED CERTIFICATE OF INCORPORATION**

ABCO Dealers, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

- 1. That the Corporation has amended its Restated Certificate of Incorporation as follows:

Article FIRST of the Restated Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

FIRST: The name of the Corporation (hereinafter called the "Corporation") is National Distribution and Contracting, Inc.

The following is added to the end of Article FOURTH, Section D of the Restated Certificate of Incorporation:

In addition, and notwithstanding any other provision of this Restated Certificate of Incorporation, as amended, (i) in the event that any stock in the Corporation owned by any stockholder of the Corporation is acquired by any person or entity that is already a stockholder of the Corporation (an "Existing Stockholder") or by any other person or entity controlled, directly or indirectly, by any such Existing Stockholder or (ii) in the event any stockholder of the Corporation is acquired (by merger, stock purchase, share exchange or otherwise) by any Existing Stockholder or by any entity controlled directly or indirectly by any such Existing Stockholder or by any person or entity that controls directly or indirectly any stockholder of the Corporation or (iii) in the event any other acquisition or other event occurs so that any person or entity owns directly or indirectly more than twenty-five (25) shares of stock of the Corporation or controls directly or indirectly the voting of more than twenty-five (25) shares of stock of the Corporation, then in any of such events, the stock owned or controlled directly or indirectly by such person or entity, other than twenty-five (25) shares, shall not be entitled to be voted at a meeting of stockholders of the Corporation and shall not be counted in determining a quorum for taking action at a meeting of stockholders. For purposes of this Article 4.D., and without limitation, a stockholder or other person or entity shall be deemed to own or control directly or indirectly another person or entity if by virtue of direct or indirect ownership, representation on the governing body of such person or entity, contract, or otherwise, it does in fact control the business, decisions and/or other conduct or acts of such

person or entity or has the ability to control the business, decisions and/or other conduct or acts of such person or entity, whether such ability is exercised or not. For purposes of this Article 4.D., and without limitation, a stockholder or other person or entity shall be deemed to own or control the voting of, directly or indirectly, shares of stock of the Corporation if by virtue of direct or indirect ownership, representation on the governing body of the owner of the shares, contract or otherwise, it does or would in fact determine how such shares are voted or has the ability to determine how such shares would be voted whether such ability is exercised or not. The intent of this Article 4.D. is that no stockholder or other person or entity shall have the ability to vote or control the voting, directly or indirectly, of more than twenty-five (25) shares of stock of the Corporation and this Article 4.D. shall be construed liberally to carry out such intent.

Article EIGHTH of the Restated Certificate of Incorporation is deleted in its entirety and replaced with the following:

EIGHTH: The Corporation reserves the right, by vote of the holders of two-thirds ($\frac{2}{3}$) of its outstanding shares entitled to be voted, to amend, change, repeal any provision contained in this Certificate in the manner now or hereafter prescribed by statute.

2. Said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, as amended.

IN WITNESS WHEREOF, the said ABCO Dealers, Inc. has caused this Certificate to be signed by Michael B. McAfee, its treasurer and duly authorized officer to sign this Certificate, this 18th day of August, 1998.

ABCO DEALERS, INC.

By: Michael B. McAfee
Michael B. McAfee, Treasurer