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06-07-1999

COVER SHEET  
K S ONLY

OMB No. 0651-0011 (exp. 4/94)



Atty Docket No. 178795 & 178796

101025296

To the Assistant Commissioner of Patents and Trademarks, send the attached original documents or copy thereof.

1. Name of conveying party(ies): MP 6-7-99  
 Pameco Corporation

Individuals(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

Additional names(s) of conveying party(ies) attached  Yes  No

2. Name and address of receiving party(ies)  
 Name: New Pameco Georgia Corporation

Internal Address: \_\_\_\_\_

Street Address: 1000 Center Place

City: Norcross State: GA Zip: 30093

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Georgia  
 Other \_\_\_\_\_

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

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

3. Nature of conveyance: 28

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: June 3, 1997

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

A. Trademark Application No.(s)  
TM

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)  
1,709,886; 1,709,632

ASSIGNMENT DIVISION  
 JUN 7 1999  
 RECEIVED

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

Name: Christopher J. Kellner

Internal Address: Kilpatrick Stockton LLP  
Suite 2800

Street Address: 1100 Peachtree Street  
Atlanta, GA 30309-4530

6. Total number of applications and registrations involved:  2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account  
 The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number: \_\_\_\_\_

06/08/1999 DCOATES 00000043 1709886

01 FC:481  
02 FC:482

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.*

Christopher J. Kellner      June 4, 1999  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document:  3

Secretary of State  
Corporations Division  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 971550030  
CONTROL NUMBER: 9710621  
EFFECTIVE DATE: 06/03/1997  
REFERENCE : 0045  
PRINT DATE : 06/04/1997  
FORM NUMBER : 412

TAMMY D. THOMAS  
KILPATRICK STOCKTON LLP  
1100 PEACHTREE ST., STE. 2800  
ATLANTA, GA 30309-4530

**CERTIFICATE OF MERGER AND NAME CHANGE**

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

**Surviving Entity:**

NEW PAMECO GEORGIA CORPORATION, a Georgia corporation

**Changing its name to:**

PAMECO CORPORATION

**Nonsurviving Entity/Entities:**

PAMECO CORPORATION, a Delaware corporation



*Lewis A. Massey*

Lewis A. Massey  
Secretary of State

**TRADEMARK**

**REEL: 1874 FRAME: 0597**

**CERTIFICATE OF MERGER**

**OF**

**PAMECO CORPORATION  
(a Delaware corporation)**

**WITH AND INTO**

**NEW PAMECO GEORGIA CORPORATION  
(a Georgia corporation)**

Pameco Corporation, a Delaware corporation and the non-surviving corporation in the merger, and New Pameco Georgia Corporation, a Georgia corporation and the surviving corporation in the merger, hereby certify that:

**I.**

The name and state of incorporation of each constituent corporation which is merging are:

(a) Pameco Corporation, a business corporation under the laws of the State of Delaware ("Old Pameco"); and

(b) New Pameco Georgia Corporation, a business corporation under the laws of the State of Georgia ("New Pameco").

**II.**

The surviving corporation is New Pameco Georgia Corporation, a business corporation of the State of Georgia, whose name shall be changed to Pameco Corporation upon consummation of the merger pursuant to the terms of the Agreement and Plan of Merger.

**III.**

The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations which is a party to the merger in accordance with the provisions of Section 14-2-1103 of the Georgia Business Corporation Code and Section 252(c) of the General Corporation Law of the State of Delaware.

**IV.**

The merger was duly approved by the stockholders of each of the constituent corporations which is a party to the merger.

V.

The merger shall become effective at 4:00 p.m., Atlanta, Georgia time on Tuesday, June 3, 1997.

VI.

The Articles of Incorporation of New Pameco shall be the Articles of Incorporation of the surviving corporation except that Article I thereof, relating to the name of the surviving corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

"I.

The name of the Corporation is Pameco Corporation."

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the Georgia Business Corporation Code.

VII.

The executed Agreement and Plan of Merger is on file at the principal place of business of New Pameco at 1000 Center Place, Norcross, Georgia 30309.

VIII.

A copy of the Agreement and Plan of Merger will be furnished by New Pameco, on request and without cost, to any stockholder of either constituent corporation.

IX.

New Pameco hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of Old Pameco, as well as for enforcement of any obligation of New Pameco arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and New Pameco hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of such process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State to Pameco Corporation at the following address:

1000 Center Place  
Norcross, Georgia 30093

X.

The surviving corporation hereby undertakes to make the request for publication of a notice of filing of this Certificate of Merger (and the amendment to the Articles of Incorporation contained therein changing the name of the surviving corporation) and payment therefor in accordance with Sections 14-2-1006.1 and 14-2-1105.1(b) of the Georgia Business Corporation Code.

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SECRETARY OF STATE  
JUN 3 3 40 PM '97  
BSR (1)

IN WITNESS WHEREOF, the parties have executed this Certificate of Merger as of this 30th day of May, 1997.

**PAMECO CORPORATION,**  
a Delaware corporation

By: Mary M McCulley  
Name: Mary M McCulley  
Title: Treasurer

**NEW PAMECO GEORGIA CORPORATION,**  
a Georgia corporation

By: Mary M McCulley  
Name: Mary M McCulley  
Title: Treasurer

SECRETARY OF STATE  
JUN 3 3 40 PM '97  
BSR (1)