

4-1699

REC

04-23-1999



101019530

To the Commissioner of Patents and Trademarks: Please record this document as or copy thereof.

1. Name of conveying party(ies):  
  
Automotive Northern Warehouse Inc.  
  
 Individuals  Association  
 General Partnership  Limited Partnership  
 Corporation—State of Minnesota  
 Other:  
  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
  
Uni-Select USA Inc.  
2525 North Fairview Avenue  
St. Paul, Minnesota 55113  
  
 Individual(s) citizenship  Association  
 General Partnership  Limited Partnership  
 Corporation—State of Minnesota  
 Other:  
  
If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes  No  
(Designations must be separate document from Assignment)  
  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other:  
  
Execution Date: August 31, 1998

Individual(s) citizenship  Association  
 General Partnership  Limited Partnership  
 Corporation—State of Minnesota  
 Other:  
  
If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes  No  
(Designations must be separate document from Assignment)  
  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or trademark number(s):  
  
A. Trademark Application No.(s)  
  
75/021,077 and 75/512,775

B. Trademark Reg. No.(s)  
  
1,210,085; 2,085,853 and 2,091,128  
  
Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Scott W. Johnston  
Address: Merchant, Gould, Smith, Edell,  
Welter & Schmidt, P.A.  
3100 Norwest Center  
90 South Seventh Street  
Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 5  
  
7. Total fee (37 CFR 3.41): \$140.00  
 Enclosed  
 Authorized to be charged to deposit account  
  
8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Scott W. Johnston  
Name of Person Signing

Signature

April 13, 1999  
Date

04/22/1999 DNGUYEN 00000284 1210085  
01 FC:481 40.00 OP  
02 FC:482 100.00 OP

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

1K-728

281115

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AUTOMOTIVE NORTHERN WAREHOUSE INC.**

The undersigned, Brian Little, Secretary of Automotive Northern Warehouse Inc., a Minnesota corporation (the "Corporation"), hereby certifies that:

- (i) The name of the Corporation is Automotive Northern Warehouse Inc.;
- (ii) The Corporation's Restated Articles of Incorporation have been Amended and Restated to read in their entirety as follows:

**"ARTICLE I**

The name of this Corporation is Uni-Select USA Inc.

**ARTICLE II**

The registered office of this Corporation is located at 2525 N. Fairview Avenue, St. Paul, Minnesota 55113.

**ARTICLE III**

The aggregate number of shares that the Corporation has authority to issue is 12,500,000. The shares shall be classified in two classes, consisting of 2,500,000 shares of Preferred Stock of the par value of \$.01 per share and 10,000,000 shares of Common Stock of the par value of \$.01 per share. The Board of Directors is authorized to establish one or more series of Preferred Stock, setting forth the designation of each such series, and fixing the relative rights and preferences of each such series.

**ARTICLE IV**

No shareholder of this Corporation shall have any cumulative voting rights.

**ARTICLE V**

No shareholder of this Corporation shall have any preemptive rights by virtue of Section 302A.413 of the Minnesota Statutes (or any similar provisions of future law) to subscribe for, purchase or acquire (i) any shares of the Corporation of any class or series, whether unissued or now or hereafter authorized, or (ii) any obligations or other securities

088246

convertible into or exchangeable for (or that carry any other right to acquire) any such shares, securities or obligations, or (iii) any other rights to purchase any such shares, securities or obligations. The Corporation shall have the power, however, in its discretion to grant such rights by agreement or other instrument to any person or persons (whether or not they are shareholders).

ARTICLE VI

Any action required or permitted to be taken at a meeting of the Board of Directors of this Corporation not needing approval by the shareholders under Minnesota Statutes, Chapter 302A, may be taken by written action signed by the number of directors that would be required to take such action at a meeting of the Board of Directors at which all directors are present.

ARTICLE VII

No director of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this Article shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 302A.559 or 80A.23 of the Minnesota Statutes, (iv) for any transaction from which the director derived an improper personal benefit or (v) for any act or omission occurring prior to the effective date of this Article. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal."

(iii) The foregoing amendment and restatement has been adopted pursuant to Chapter 302A of the Minnesota Statutes.

IN WITNESS WHEREOF, I have subscribed my name this 31st day of August, 1998.

Brian S. O. Little  
Secretary

M1:0381173.01

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
AUG 31 1998  
*Jean Anderson Howe*  
Secretary of State