

Record 1st of 2

ATTORNEY DOCKET NO. N&R DOCKET NO. 19108.3000

04-26-1999

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FORM PTO-1594
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OPR/FINANCE

DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof.

ATTORNEY DOCKET NO.: 19108.3000

1. Name of conveying party(ies):
SOUTHERN ELECTRONICS DISTRIBUTORS, INC.

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation -- State: Delaware
 Other

Additional names of conveying party(ies) attached?
 YES NO

2. Name and address of receiving party(ies):
SED International, Inc.

Internal Address:

Street Address: 4916 N. Royal Atlanta Dr.
City: Tucker
State: Georgia
Zip: 30085-5044

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation -- State: Delaware
 Other

If Assignee is not domiciled in the United States, a domestic representative designation is attached:
 YES NO

Additional name(s) and address(es) attached?
 YES NO

3. Nature of conveyance:		
Assignment	Merger	Other
Security Agreement	<input checked="" type="checkbox"/> Change of Name	

Execution Date: May 7, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): APPLICATION NO.	B. Trademark Registration No.(s): REGISTRATION NOS. 2,022,017 and 2,022,018
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Additional numbers attached? YES NO

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

William H. Needle, Esq.
NEEDLE & ROSENBERG, P.C.
Suite 1200, The Candler Building
127 Peachtree Street, N.E.
Atlanta, Georgia 30303-1811
(404) 688-0770

6. Total number of applications and registrations involved:
Two

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

\$40.00 1ST MARK PER DOCUMENT/\$25.00 EXTRA MARKS

Enclosed

OPR/FINANCE

Authorized to be charged to Deposit Account.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629
=====

(Attach duplicate copy of this form if paying by deposit account)

9. 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.

William H. Needle
William H. Needle

4-15-99
Date

Total Number of Pages Including Cover Sheet, Attachments, and Documents: 4

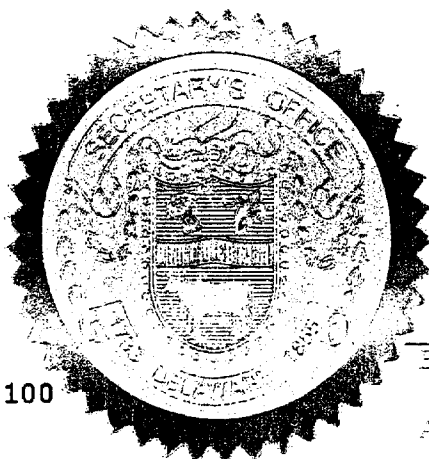
I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: BOX ASSIGNMENT, Assistant Commissioner for Patents, Washington, D.C.20231, on this 15th day of April, 1999.

William H. Needle
William H. Needle

4-15-99
Date

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 "SOUTHERN ELECTRONICS DISTRIBUTORS, INC.", CHANGING ITS NAME FROM "SOUTHERN ELECTRONICS DISTRIBUTORS, INC." TO "SED INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

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981231809

AUTHENTICATION:

07-07-98

DATE:

TRADEMARK
REEL: 1888 FRAME: 0302

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION,
AS AMENDED, OF
SOUTHERN ELECTRONICS DISTRIBUTORS, INC.**

I.

CORPORATE NAME

The name of the corporation is Southern Electronics Distributors, Inc.

II.

AMENDMENT

The Certificate of Incorporation of Southern Electronics Distributors, Inc. is amended by deleting Article First in its entirety and replacing therefor:

"FIRST: The name of the corporation is SED International, Inc."

All other provisions of the Certificate of Incorporation, as amended, shall remain unchanged.

III.

ADOPTION OF AMENDMENT

This Amendment to the Certificate of Incorporation was approved by the Board of Directors at a meeting held on May 7, 1997, and by written consent of the sole stockholder of the Corporation dated May 7, 1997, pursuant to the requirements of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be duly executed by its authorized officer as of the 7th day of May, 1997.

**SOUTHERN ELECTRONICS
DISTRIBUTORS, INC.**

By: 
Ray D. Risner
President and Chief Operating Officer

SZ-347255.1