

Record 2nd of 2

ATTORNEY DOCKET NO. N&R DOCKET NO. 19108.3000

PAGE 1 OF 2

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FORM PTO-1594
1-31-92

OPR/FINANCE



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

101018902

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof.

ATTORNEY DOCKET NO.: 19108.3000

<p>1. Name of conveying party(ies):</p> <p>SED International, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation -- State: Delaware <input type="checkbox"/> Other</p> <p>Additional name of conveying party:</p> <p><input checked="" type="checkbox"/> YES <input type="checkbox"/> NO</p> <p>SED International Merger Corporation a corporation of Georgia</p>	<p>2. Name and address of receiving party(ies):</p> <p>SED International, Inc.</p> <p>Internal Address:</p> <p>Street Address: 4916 N. Royal Atlanta Dr.</p> <p>City: Tucker</p> <p>State: Georgia</p> <p>Zip: 30085-5044</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation -- State: Georgia <input type="checkbox"/> Other</p> <p>If Assignee is not domiciled in the United States, a domestic representative designation is attached:</p> <p><input type="checkbox"/> YES <input type="checkbox"/> NO</p> <p>Additional name(s) and address(es) attached?</p> <p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
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3. Nature of conveyance:		
Assignment	<input checked="" type="checkbox"/>	Merger
Security Agreement	<input checked="" type="checkbox"/>	Change of Name
		Other

Execution Date: November 10, 1998

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
Additional numbers attached? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>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</p>	<p>6. Total number of applications and registrations involved:</p> <p>Two</p>
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REEL: 1888 FRAME: 0308

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

Enclosed

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 _____: 6

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

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90971402
CONTROL NUMBER : K840204
DATE INC/AUTH/FILED : 11/03/1998
JURISDICTION : GEORGIA
PRINT DATE : 04/07/1999
FORM NUMBER : 215

NEEDLE & ROSENBERG, P.C.
ATTN: MAIJA J. CAREY
127 PEACHTREE ST NE STE 1200 CNDLER BLDG
ATLANTA GA 30303-1811

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

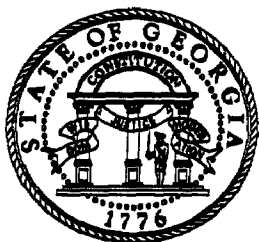
SED INTERNATIONAL, INC. A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



CATHY COX
SECRETARY OF STATE



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

DOCKET NUMBER : 983160104
CONTROL NUMBER: 9840204
EFFECTIVE DATE: 11/10/1998
REFERENCE : 0045
PRINT DATE : 11/12/1998
FORM NUMBER : 412

CAROL I. MCEWEN
LONG, ALDRIDGE & NORMAN, LLP
303 PEACHTREE ST., STE. 5300
ATLANTA, GA 30308

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 the said filing.

Surviving Entity:

SED INTERNATIONAL MERGER CORP., a Georgia corporation

Changing its name to:

SED INTERNATIONAL, INC.

Nonsurviving Entity/Entities:

SED INTERNATIONAL, INC., a Delaware corporation



Lewis A. Massey

Lewis A. Massey
Secretary of State

TRADEMARK

REEL: 1888 FRAME: 0311

983160104

**CERTIFICATE OF MERGER
OF
SED INTERNATIONAL, INC. 86 51469
WITH AND INTO
SED INTERNATIONAL MERGER CORP. 9840204**

Pursuant to Section 14-2-1105 of the Georgia Business Corporation Code, the undersigned corporation does hereby certify, as follows:

I.

The name and state of incorporation of each entity which is merging is as follows:

<u>Name</u>	<u>State of Incorporation/Organization</u>
SED International, Inc.	Delaware
SED International Merger Corp.	Georgia

II.

Pursuant to an Agreement and Plan of Merger (the "Plan of Merger"), SED International, Inc., a Delaware corporation, will merge with and into SED International Merger Corp., a Georgia corporation (the "Merger"). SED International Merger Corp. will be the surviving entity in the Merger (hereinafter sometimes referred to as the "Surviving Company").

III.

The Articles of Incorporation of SED International Merger Corp. shall continue in full force and effect as the Articles of Incorporation of the Surviving Company, amended only to change the name of the Surviving Company to SED International, Inc.

IV.

An executed copy of the Plan of Merger is on file at the principal place of business of the Surviving Company, which will be 4916 North Royal Atlanta Drive, Tucker, Georgia 30085. A copy of the Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any shareholder of any corporation that is a party to the merger.

V.

The Merger was duly approved by the sole stockholder of SED International, Inc. and the sole shareholder of SED International Merger Corp.


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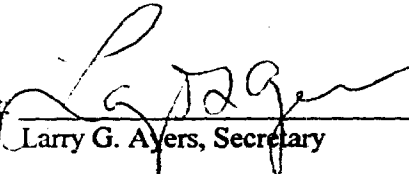
VI.

The request for publication of a Notice of Filing of the Certificate of Merger and payment therefor will be made as required by Section 14-2-1105.1 of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger on November 10, 1998.

SED INTERNATIONAL MERGER CORP.

By: 
Name: Ray D. Risner
Title: President and Chief Operating Officer

Attest: 
Larry G. Ayers, Secretary

SECRETARY OF STATE
NOV 10 4 21 PM '98
BOSTON