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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

PREMIER INDUSTRIAL CORPORATION

2. Name and address of receiving party(ies)

Name: PREMIER FARNELL CORP.

Internal Address: P.O. Box 94884

Street Address: 4500 Euclid Avenue

City: Cleveland State: Ohio ZIP: 44103

- Individual(s) citizenship
- 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
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

- Individual(s)
- General Partnership
- Corporation-State Ohio
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 11, 1996

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,787,268 of August 10, 1993
Mark: MCM GOLDLINE

Additional numbers attached? Yes No

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

Name: JACQUELINE M. O'BRIEN

Internal Address: JONES, DAY, REAVIS & POGUE
North Point

Street Address: 901 Lakeside Avenue

City: Cleveland State: Ohio ZIP: 44114

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

if under payment or over payment

8. Deposit account number:

10-1202

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

6/11/1999 NTHAI1 00000196 1787268

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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.

Jacqueline M. O'Brien
Name of Person Signing

Jacqueline M. O'Brien
Signature

June 7, 1999
Date

085056-285047

Total number of pages including cover sheet, attachments, and document: 7

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 MERGER, WHICH MERGES:

"PREMIER INDUSTRIAL CORPORATION", A OHIO CORPORATION, WITH AND INTO "FAC DELAWARE CORP." UNDER THE NAME OF "PREMIER FARNELL CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF APRIL, A.D. 1996, AT 9:37 O'CLOCK A.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2582903 8100M

DATE: 8953758

981084494

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REEL: 001913 FRAME: 0828

CERTIFICATE OF MERGER

OF

PREMIER INDUSTRIAL CORPORATION

INTO

FAC DELAWARE CORP.

(Pursuant to Section 252 of
the General Corporation Law of the State of Delaware)

* * * * *

The undersigned does hereby certify that:

FIRST: The name and state of incorporation of
each of the constituent corporations is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Premier Industrial Corporation	Ohio
FAC Delaware Corp.	Delaware

SECOND: An Agreement and Plan of Merger (the
"Agreement") dated as of January 23, 1996, among Farnell
Electronics PLC, an English public limited company, FAC
Delaware Corp. and Premier Industrial Corporation has been
approved, adopted, certified, executed and acknowledged by
each of the constituent corporations in accordance with the
requirements of Section 252(c) of the General Corporation
Law of the State of Delaware.

THIRD: The name of the surviving corporation is
FAC Delaware Corp.

FOURTH: The certificate of incorporation of FAC Delaware Corp. shall be the certificate of incorporation of the surviving corporation, except that the following amendment to the certificate of incorporation of the surviving corporation is to be effected by the merger: The name of the surviving corporation, FAC Delaware Corp., shall be changed to "Premier Farnell Corp."; therefore the first article of the certificate of incorporation of the surviving corporation shall read "FIRST: The name of the corporation is "Premier Farnell Corp."."

FIFTH: The executed Agreement is on file at the principal place of business of the surviving corporation at 4500 Euclid Avenue, P.O. Box 94884, Cleveland, Ohio 44101-4884.

SIXTH: A copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Premier Industrial Corporation is 101,500,000 shares, consisting of 1,500,000 shares of Serial Preferred Stock of the par value of \$1 each and 100,000,000 shares of Common Stock without par value.

EIGHTH: This Certificate of Merger shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has caused
this instrument to be duly executed by its authorized
officers.

Dated: April 11, 1996

FAC Delaware Corp.

By A. Fisher
Name: Andrew C Fisher
Title: Vice President

Attest:

Kenneth J. Mullan
Kenneth J. Mullan
Secretary

CERTIFICATION

The attached Certificate from the Office of the Secretary of State of the State of Delaware certifies that PREMIER INDUSTRIAL CORPORATION, a corporation of the State of Ohio, has merged into a surviving corporation that is named PREMIER FARNELL CORP., a corporation of the State of Delaware.

I hereby certify that the attached Certificate is a true and exact copy of the original.

STATE OF OHIO)
) ss.
COUNTY OF CUYAHOGA)

Jacqueline M O'Brien

Jacqueline M. O'Brien - Notary Public

Date: *June 7, 1999*

My Commission Expires:

JACQUELINE M. O'BRIEN
~~Notary Public, State of Ohio, Cuy. Cty.~~
My Commission Expires Aug. 2, 1999