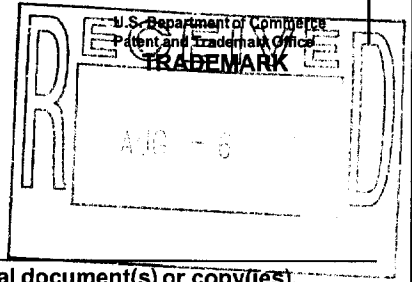


08-11-1999



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



MPD  
8-6-99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger  Change of Name
  - Other
- Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

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FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

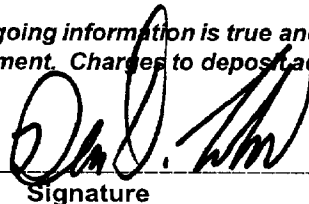
No

**Statement and Signature**

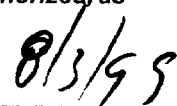
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Ben D. Tobor

Name of Person Signing



Signature



Date Signed

State of Delaware

PAGE 1

Office of the Secretary of State

FILED

JUN 13 96 3 11 23 4

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:

"LEWIS SUPPLY (DELAWARE), INC.", A DELAWARE CORPORATION, WITH AND INTO "SAFETYMASTER CORPORATION" UNDER THE NAME OF "STRATEGIC SUPPLY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF MAY, A.D. 1996, AT 1:30 O'CLOCK P.M.

WYOMING  
SECRETARY OF STATE

96 JUN 13 AM 5:54

RECEIVED



*Edward J. Freel*

Edward J. Freel, Secretary of State

2231076 8100M

960169217

AUTHENTICATION:

7980763

DATE:

06-11-96

**CERTIFICATE OF MERGER  
SAFETYMASTER CORPORATION  
AND  
LEWIS SUPPLY (DELAWARE), INC.**

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware ("General Corporation Law"), SafetyMaster Corporation, a corporation organized and existing under and by virtue of the General Corporation Law, certifies the following:

1. **Constituent Corporations.** Lewis Supply (Delaware), Inc., a corporation organized under the laws of the State of Delaware, with its principal office located at 704 N. Fairfield, Amarillo, Texas 79107 ("Lewis"), will, pursuant to an Agreement of Merger dated May 24, 1996 ("Agreement"), be merged into SafetyMaster Corporation, a corporation organized under the laws of the State of Delaware, with its principal office located at 12 Garden Avenue, Billings, Montana ("SafetyMaster").

2. **Approval of Agreement.** The Agreement has been approved, adopted, certified, executed and acknowledged by SafetyMaster and Lewis in accordance with Section 251 of the General Corporation Law.

3. **Surviving Corporation.** SafetyMaster shall be the surviving corporation and, in accordance with paragraph 4 hereof, concurrently with the merger shall change its name to Strategic Supply, Inc. The address of Strategic Supply, Inc.'s principal office shall be 704 N. Fairfield, Amarillo, Texas 79107.

4. **Amendment of Certificate of Incorporation.** Concurrently with the merger the Certificate of Incorporation of SafetyMaster shall be amended to reflect the change of SafetyMaster's name to Strategic Supply, Inc., hereinafter "Strategic Supply." No other amendments to the Certificate of Incorporation will be made, and the Certificate of Incorporation, as amended, shall be the Certificate of Incorporation.

5. **Executed Agreement.** The executed Agreement is on file at Strategic Supply's principal office, located at 704 N. Fairfield, Amarillo, Texas 79107..

6. **Copies of Agreement.** Lewis and SafetyMaster are both wholly-owned subsidiaries of Strategic Distributions, Inc., a Delaware corporation, which has received a copy of the Agreement.

7. **Effective Date.** The effective date of the merger is June 1, 1996.

SafetyMaster has caused this Certificate to be signed by its Chairman and attested by its Secretary this 24~~th~~ day of May, 1996, pursuant to Section 103 of the General Corporation Law.

SafetyMaster Corporation, a  
Delaware corporation

By: [Signature]  
Its: Chairman

ATTEST:

By: [Signature]  
Its: ASSISTANT SECRETARY

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