



101192264

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

1. Name of conveying party(ies):

New Pameco Georgia Corporation

MRD
12-14-99

- Individuals(s)
- General Partnership
- Other
- Association
- Limited Partnership

X Corporation-State Georgia

Additional names(s) of conveying party(ies) attached Yes X No

3. Nature of conveyance:

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

Execution Date: June 3, 1997

2. Name and address of receiving party(ies)

Name: Pameco Corporation

Internal Address:

Street Address: 1000 Center Place

City: Norcross State: GA Zip: 30093

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- X Corporation-State Georgia
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A

Additional names(s) & address(es) attached? Yes X No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,037,945; 1,869,910; 1,880,827; 1,869,909;
1,856,081; 1,789,662

Additional numbers attached? Yes X No

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

Name: William H. Brewster

Internal Address: Kilpatrick Stockton LLP
Suite 2800

Street Address: 1100 Peachtree Street

City: Atlanta State: GA Zip: 30309-4530

6. Total number of applications and registrations involved 6

7. Total fee (37 CFR 3.41).....\$ 165.00

X Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

12/14/1999 DCUATES 00000031 2037945

01 FC:481 10.00 OF
02 FC:482 125.00 OF

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.

Christopher J. Kellner
Name of Person Signing

December 13, 1999
Date

Total number of pages including cover sheet, attachments, and document: 6

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

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TAMMY D. THOMAS
KILPATRICK STOCKTON LLP
1100 PEACHTREE ST., STE. 2800
ATLANTA, GA 30309-4530

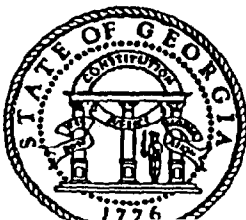
CERTIFICATE OF MERGER AND NAME CHANGE

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 said filing.

Surviving Entity:
NEW PAMECO GEORGIA CORPORATION, a Georgia corporation

Changing its name to:
PAMECO CORPORATION

Nonsurviving Entity/Entities:
PAMECO CORPORATION, a Delaware corporation



Lewis A. Massey

Lewis A. Massey

TRADEMARK
REEL: 001967 FRAME: 0874

CERTIFICATE OF MERGER

OF

PAMECO CORPORATION
(a Delaware corporation)

WITH AND INTO

NEW PAMECO GEORGIA CORPORATION
(a Georgia corporation)

Pameco Corporation, a Delaware corporation and the non-surviving corporation in the merger, and New Pameco Georgia Corporation, a Georgia corporation and the surviving corporation in the merger, hereby certify that:

I.

The name and state of incorporation of each constituent corporation which is merging are:

(a) Pameco Corporation, a business corporation under the laws of the State of Delaware ("Old Pameco"); and

(b) New Pameco Georgia Corporation, a business corporation under the laws of the State of Georgia ("New Pameco").

II.

The surviving corporation is New Pameco Georgia Corporation, a business corporation of the State of Georgia, whose name shall be changed to Pameco Corporation upon consummation of the merger pursuant to the terms of the Agreement and Plan of Merger.

III.

The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations which is a party to the merger in accordance with the provisions of Section 14-2-1103 of the Georgia Business Corporation Code and Section 252(c) of the General Corporation Law of the State of Delaware.

IV.

The merger was duly approved by the stockholders of each of the constituent corporations which is a party to the merger.

V.

The merger shall become effective at 4:00 p.m., Atlanta, Georgia time on Tuesday, June 3, 1997.

VI.

The Articles of Incorporation of New Pameco shall be the Articles of Incorporation of the surviving corporation except that Article I thereof, relating to the name of the surviving corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

"I.

The name of the Corporation is Pameco Corporation."

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the Georgia Business Corporation Code.

VII.

The executed Agreement and Plan of Merger is on file at the principal place of business of New Pameco at 1000 Center Place, Norcross, Georgia 30309.

VIII.

A copy of the Agreement and Plan of Merger will be furnished by New Pameco, on request and without cost, to any stockholder of either constituent corporation.

IX.

New Pameco hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of Old Pameco, as well as for enforcement of any obligation of New Pameco arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and New Pameco hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of such process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State to Pameco Corporation at the following address:

1000 Center Place
Norcross, Georgia 30093

X.

The surviving corporation hereby undertakes to make the request for publication of a notice of filing of this Certificate of Merger (and the amendment to the Articles of Incorporation contained therein changing the name of the surviving corporation) and payment therefor in accordance with Sections 14-2-1006.1 and 14-2-1105.1(b) of the Georgia Business Corporation Code.

[Remainder of Page Intentionally Left Blank]

SECRETARY OF STATE
JUN 3 3 40 PM '97
BSR (1)

IN WITNESS WHEREOF, the parties have executed this Certificate of Merger as of this 30th day of May, 1997.

PAMECO CORPORATION,
a Delaware corporation

By: Mary M McLulley
Name: Mary M McLulley
Title: Treasurer

NEW PAMECO GEORGIA CORPORATION,
a Georgia corporation

By: Mary M McLulley
Name: Mary M McLulley
Title: Treasurer

SECRETARY OF STATE
JUN 3 3 40 PM '97
BSR (1)