

MRD 11/24/99



To the Honorable Commissioner

101211862

attached original documents or copy thereof.

1. Name of conveying party(ies):
ProSource Services Corporation

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 21, 1998

2. Name and address of receiving party(ies):
 Name: ProSource, Inc.
 Internal Address: _____
 Street Address: 1500 San Remo Avenue
 City: Coral Gables State: Florida ZIP: 33146

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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark registration No.(s)
 1,912,799

Additional numbers attached? Yes No

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 for additional fees

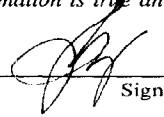
8. Deposit account number: 13-0019

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

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Joan L. Long
 Internal Address: Mayer, Brown & Platt
 Street Address: P.O. Box 2828
 City: Chicago State: IL ZIP: 60690-2828

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.

Joan L. Long  11/29/99
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

11/30/1999 TTOM11 00000199 1912799
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Do not detach this portion

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

Public burden reporting for this sample sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington D.C. 20503.

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 OWNERSHIP, WHICH MERGES:

"PROSOURCE SERVICES CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "PROSOURCE, INC." UNDER THE NAME OF "PROSOURCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1998, AT 10:15 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2297501 8100M
991399727

AUTHENTICATION: 9987206
DATE: 09-23-99

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PROSOURCE SERVICES CORPORATION,
a Delaware corporation

INTO

PROSOURCE, INC.,
a Delaware corporation

PROSOURCE, INC. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "GCL"), acting pursuant to Section 253 of the GCL:

DOES HEREBY CERTIFY:

FIRST: That the Corporation is incorporated pursuant to the GCL.

SECOND: That the Corporation owns all of the outstanding stock of each class of the capital stock of **PROSOURCE SERVICES CORPORATION**, a Delaware corporation (the "Subsidiary").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on December 4, 1998, determined to merge into itself the Subsidiary:

RESOLVED, that the Corporation merge (the "Merger"), and it hereby does merge, into itself the Subsidiary, and assumes all of the Subsidiary's obligations; and

FURTHER RESOLVED, that any officers of the Corporation shall be, and each of them acting individually without the other hereby is, severally authorized, empowered and directed to execute a Certificate of Ownership and Merger pursuant to the provisions of the General Corporation Law of the State of Delaware setting forth a copy of the resolutions to merge the Subsidiary and assume the Subsidiary's obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy to be recorded in the office of the recorder of the county in the State of Delaware in which the registered office of the Corporation and the Subsidiary is located, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or appropriate to effect the Merger, provided, however, that at any time prior to the effectiveness of the Merger, the Board of Directors of the Corporation may abandon the Merger, and

FURTHER RESOLVED, that the Merger shall become effective at 12:01 a.m. Wilmington, Delaware time on December 27, 1998.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:15 AM 12/22/1998
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NO.539

DIV OF CORPS - TECH SUPPORT - CT WILM

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IT WITNESS WHEREOF, the Corporation has caused this certificate to be executed by its officer indicated below, on this 15th day of December, 1998.

PROSOURCE, INC.

By: *Kevin J. Rogan*
Name: Kevin J. Rogan
Title: Vice President

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09/23/99