

06-20-2000



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5/31/00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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
Effective Date
Month Day Year
- Change of Name
- Other

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)
City State/Country Zip Code
- 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

06/19/2000 JSHADAZZ 00000151 1574245

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
25.00 GP

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

TRADEMARK
REEL: 002089 FRAME: 0446

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)

2 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" value="1574245"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1574247"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

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.

Elizabeth Ann Morgan, Esq.

Name of Person Signing



Signature

May 30, 2000

Date Signed

CERTIFICATE OF INCORPORATION**OF****CONSOURCE INDEPENDENT FOODSERVICE COMPANIES, INC.**

FIRST: The name of this corporation shall be ComSource Independent Foodservice Companies, Inc.

SECOND: Its registered office in the State of Delaware is to be located at 229 South State Street, in the City of Dover, County of Kent. The registered agent in charge thereof is THE PRENTICE-HALL CORPORATION SYSTEM, INC., 229 South State Street, Dover, Delaware.

THIRD: The nature, objects, and purposes of the business to be transacted, promoted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

1. To purchase, import, export, distribute, warehouse, sell or handle, process, produce, pack, manufacture, ship and advertise, or cause to be packed, processed, manufactured or produced, under the corporation's labels and trademarks or otherwise, to and for Stockholder-Members and Associate Members, - food commodities and food products of all kinds, whether packaged, canned, fresh, preserved, frozen or in any other state, supplies, utensils, paper products, plastic products, appliances, equipment, wares and kindred and related merchandise used in foodservice establishments.

2. To otherwise purchase, acquire, hold, own, sell, pledge, encumber, mortgage, dispose of or generally deal in any merchandise, products or property of any kind whatsoever, whether real, personal, or mixed or intangible.

3. To render services to its Stockholder-Members and Associate Members by utilizing their united efforts for the efficient and economical advertising, purchase, distribution and handling of products sold or distributed through their business establishments for the benefit of Stockholder-Members and Associate Members and to effect all possible economies with reference thereto.

4. To act as principal or agent in carrying out the above purposes and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is One Thousand (1,000), without par value. All such shares are of one class and are designated as Common Stock.

Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further call, assessment, or payment thereon.

Shares of Common Stock shall be issued only to foodservice distributors who apply for membership in and are accepted by the Board of Directors of the Corporation for stockholder-membership in the Corporation ("Stockholder-Members"). Only one share of Common Stock shall be issued to each Stockholder-Member.

Each Stockholder-Member holding a share of Common Stock shall be entitled to 2 votes plus the additional votes reflected by the Stockholder-Member's patronage with the corporation, measured by annual assessable purchases at the end of the most recent calendar year prior to any vote, per the following schedule:

| | <u>Assessable Purchases (\$)</u> | <u>Additional Votes</u> |
|----|--|-----------------------------|
| \$ | 0 to 1,999,999.99 | 1.0 |
| | 2,000,000.00 to 4,999,999.99 | 2.0 |
| | 5,000,000.00 to 9,999,999.99 | 3.0 |
| | 10,000,000.00 to 19,999,999.99 | 5.0 |
| | 20,000,000.00 to 24,999,999.99 | 10.0 |
| | 25,000,000.00 to 34,999,999.99 | 15.0 |
| | 35,000,000.00 to 49,999,999.99 | 20.0 |
| | 50,000,000.00 and over | 23.0 |

Assessable purchases are hereby defined as purchases by Stockholder-Members from the corporation's designated suppliers and charged with assessments due the corporation from the Stockholder-Member. The assessable purchases shall be determined from the monthly assessment statements of the corporation (or its predecessors) to the Stockholder-Member in the calendar year immediately preceding the date of a vote. The Board of Directors of the corporation by resolution is empowered to adjust annually the number of votes per share and the schedule of additional votes to the extent and only to the extent that assures 1) in 1988 and 1989 the total votes of Stockholder-Members licensed to purchase Nifda label products shall be equal to the total votes of Stockholder-Members licensed to purchase North American label products; 2) those Stockholder-Members having assessable

purchases greater than the average assessable purchases of all Stockholder-Members shall have a majority of votes; 3) no Stockholder-Member shall be entitled to 5% or more of the outstanding votes of the corporation; 4) for each voting bracket where any Stockholder-Member included in that bracket has assessable purchases higher than the average assessable purchases of all Stockholder-Members, the proportion of votes of the Stockholder-Members of such bracket to total votes held by all Stockholder-Members will not exceed by 5 percentage points the proportion of assessable purchases of the Stockholder-Members of that bracket to total assessable purchases of all Stockholder-Members; and that for each bracket where any Stockholder-Member included in that bracket has assessable purchases less than the average assessable purchases of all Stockholder-Members, the proportion of assessable purchases of the Stockholder-Members of such bracket to total assessable purchases of all Stockholder-Members will not exceed by 5 percentage points the proportion of votes held by the Stockholder-Members of such bracket to total votes held by all Stockholder-Members.

The above schedule shall disregard the assessable purchases of Associate Members who are entitled to purchase merchandise and services from the corporation, but do not own any Common Stock and do not have any voting rights.

The designations and the powers, preferences, rights, and the qualifications, limitations, or restrictions on the Common Stock of the corporation are as follows:

1. No dividends shall be declared on the shares of Common Stock issued by the corporation. No fractional shares shall be issued.

2. Ownership of the shares of Common Stock is limited to foodservice distributors having applied for membership in and been accepted for membership in the corporation and no certificate representing shares of Common Stock shall be pledged, mortgaged, hypothecated, sold, assigned, or transferred except to the corporation, or as otherwise may be permitted by the bylaws of the corporation.

3. The corporation has a first lien upon any shares of its capital stock held by any stockholder for the amount of any indebtedness owing to the corporation by the holder thereof.

4. The corporation is obligated to purchase all shares of Common Stock held by or for a Stockholder-Member upon the termination of membership in the corporation by either the Stockholder-Member or by the corporation. A Stockholder-Member, and its successors and assigns,

is obligated to sell all shares of Common Stock held by or for it upon termination of the Stockholder-Member's membership in the corporation by either the Stockholder-Member or by the corporation. The price to be paid by the corporation for Common Stock purchased by it shall be as established in the bylaws of the corporation.

5. No Stockholder-Member of the corporation shall, by reason of holding shares of any capital stock of the corporation, have any preemptive or preferential right to purchase or subscribe to any shares of capital stock of the corporation, now or hereafter to be authorized or issued.

FIFTH: The property, business and affairs of the corporation shall be managed by the officers of the corporation under the direction of a Board of Directors which shall have such obligations, powers and authority as are established by the laws of the State of Delaware, this Certificate of Incorporation and the bylaws of the corporation. The qualifications, term of office, method of election and other criteria governing the Board of Directors shall be as set forth in the laws of the State of Delaware and the bylaws of the corporation.

No director of this corporation shall be liable for monetary damages to this corporation or its Stockholder-Members for a breach of fiduciary duty as a director that takes place after the effective date of this Certificate of Incorporation unless it is alleged and proven that such breach of fiduciary duty involved (a) a breach of the director's duty of loyalty to the corporation or its stockholders, (b) an act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, (c) a violation of Section 174 of the Delaware General Corporation Law relating to unlawful dividends, unlawful stock purchases or redemptions, or (d) a transaction from which a director derived an improper personal benefit.

SIXTH: No contract or other transaction between the corporation and any other corporation and no other act of the corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director of the corporation individually or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the corporation who is also a director or officer of

such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

SEVENTH: The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the statutes of Delaware, and all rights and powers conferred on directors and Stockholder-Members herein are granted subject to this reservation.

EIGHTH: Meetings of Stockholder-Members may be held outside the State of Delaware. Elections of directors need not be by written ballot but may be as specified in the by-laws of the corporation.

WE, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and we have accordingly hereunto set our respective hands and seals.

**NORTH AMERICAN
FOODSERVICE COMPANIES, INC.**

NIFDA, INC.

By *Donald H. ...*

By *Shannon E. ...*

Its *President*

Its *President*

Attest: *Howard Biggs*

Attest: *David ...*

Title: *Secretary*

Title: *Assistant Secretary*

Seal:

Seal:

Date: NOVEMBER 11, 1987


Date: November 11, 1987

SECRETARY'S CERTIFICATE

I, the undersigned, Assistant Secretary of Nifda, Inc., a Delaware corporation, hereby certifies that the following is a true and correct extract from the minutes of the meeting of the Board of Directors of the Corporation held on November 11, 1987, pursuant to notice of time, place and purpose:

"Following a discussion relating to them, a motion was made, seconded and unanimously carried approving, both in the form attached to the minutes of this meeting, the Agreement and Plan of Reorganization, and the Agreement of Consolidation, both relating to the consolidation of Nifda, Inc. and North American Foodservice Companies, Inc., effective January 1, 1988, into a new Delaware corporation, ComSource Independent Foodservice Companies, Inc., pursuant to Section 251 of the Delaware General Corporation Law, and authorizing the officers of Nifda, Inc. to take all necessary actions to effectuate and otherwise carry out the transactions contemplated by these agreements."

Dated this 21st day of December, 1987.



Daniel Wolfgram

3000

SECRETARY'S CERTIFICATE

The undersigned, Assistant Secretary of Nifda, Inc., a Delaware corporation, hereby certifies that the following is a true and correct extract from the minutes of the meeting of the Board of Directors of the Corporation held on November 11, 1987, pursuant to notice of time, place and purpose:

"Following a discussion relating to them, a motion was made, seconded and unanimously carried approving, both in the form attached to the minutes of this meeting, the Agreement and Plan of Reorganization, and the Agreement of Consolidation, both relating to the consolidation of Nifda, Inc. and North American Foodservice Companies, Inc., effective January 1, 1988, into a new Delaware corporation, ComSource Independent Foodservice Companies, Inc., pursuant to Section 251 of the Delaware General Corporation Law, and authorizing the officers of Nifda, Inc. to take all necessary actions to effectuate and otherwise carry out the transactions contemplated by these agreements."

Dated this 21st day of December, 1987.



Daniel Wolfram

8800C

SECRETARY'S CERTIFICATE

The undersigned, Assistant Secretary of Nifda, Inc., a Delaware corporation, hereby certifies that the following is a true and correct extract from the minutes of the meeting of the Board of Directors of the Corporation held on November 11, 1987, pursuant to notice of time, place and purpose:

"Following a discussion relating to them, a motion was made, seconded and unanimously carried approving, both in the form attached to the minutes of this meeting, the Agreement and Plan of Reorganization, and the Agreement of Consolidation, both relating to the consolidation of Nifda, Inc. and North American Foodservice Companies, Inc., effective January 1, 1988, into a new Delaware corporation, ComSource Independent Foodservice Companies, Inc., pursuant to Section 251 of the Delaware General Corporation Law, and authorizing the officers of Nifda, Inc. to take all necessary actions to effectuate and otherwise carry out the transactions contemplated by these agreements."

Dated this 21st day of December, 1987.



Daniel Wolfram

8800c

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "EMCO/COMSOURCE, INC.", CHANGING ITS NAME FROM "EMCO/COMSOURCE, INC." TO "UNIPRO FOODSERVICE, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2147567 8100

DATE: 8705611

971349611

10-16-97

TRADEMARK
REEL: 002089 FRAME: 0456

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
EMCO/COMSOURCE, INC.

EMCO/ComSource, Inc. (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Delaware Law") does hereby certify that the Amended and Restated Certificate of Incorporation of the Corporation has been amended pursuant to Section 242 of the Delaware General Corporation Law as follows:

1. The amendment to the Corporation's Amended and Restated Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 of the Delaware Law and has been consented to in writing by the stockholders, and written notice has been given, in accordance with Section 228 of the Delaware Law.
2. Article First of the Corporation's Amended and Restated Certificate of Incorporation is amended to read in its entirety as follows:

"FIRST: The name of this Corporation shall be UNIPRO FOODSERVICE, INC. (the "Corporation")."

IN WITNESS WHEREOF, the Corporate has caused this Certificate, which amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation to change the corporate name of the Corporation, to be executed by Alan R. Plassche, its authorized officer, this 15th day of October, 1997.

The undersigned officer of the Corporation hereby acknowledges that the foregoing Certificate is his act and deed and the act and deed of the Corporation, and that the facts stated therein are true, on this 15th day of October, 1997.

EMCO/COMSOURCE, INC.

By: Alan R. Plassche
Name: Alan R. Plassche
Title: Chief Executive Officer

Attest: Donna K. Campbell
Name: Donna K. Campbell
Title: Assistant Secretary

PORATE SEAL

LAURCDOCS\ATL\150337\1

CORPORATE ACKNOWLEDGEMENT

STATE OF GEORGIA }

} SS

COUNTY OF FULTON }

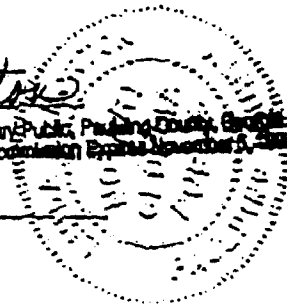
Be it remembered that on this 15th day of October, 1997, personally appeared before me, the subscriber, a Notary Public in and for the County and State aforesaid, Alan R. Plassche, Chief Executive Officer of EMCQ/ComSource, Inc., a Delaware corporation (the "Corporation"), on whose behalf the foregoing Certificate of Amendment of Amended and Restated Certificate of Incorporation was executed, known to me personally to be such and acknowledged such instrument to be his act and deed, and the act and deed of said Corporation, and that the facts stated therein are true; and the signature of the said Chief Executive Officer is in his own proper handwriting; and the seal affixed thereto is the common or corporate seal of the said Corporation.

Given under my hand and seal of office, the day and year aforesaid.

Linda J. Norton
Notary Public

Notary Public, Paulding County, Georgia
My Commission Expires November 3, 2000

My Commission Expires: _____



..ODMCA\PCDOCS\ATL\150371



CERTIFICATE OF MERGER

of
EMCO FOODSERVICE SYSTEMS, INC.,
a Delaware corporation

WITH AND INTO

COMSOURCE INDEPENDENT FOODSERVICE
COMPANIES, INC.,
a Delaware corporation

Pursuant to Section 251(c) of the Delaware General Corporation Law, COMSOURCE INDEPENDENT FOODSERVICE COMPANIES, INC., a Delaware corporation (this "Corporation") adopts the following Certificate of Merger and does hereby certify and state that:

1. The name and state of incorporation of each of the constituent corporations of the Merger (as hereinafter defined) as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|---|-------------------------------|
| ComSource Independent Foodservice Companies, Inc. | Delaware |
| EMCO Foodservice Systems, Inc. | Delaware |

2. An Agreement and Plan of Merger by and between EMCO Foodservice Systems, Inc. ("EMCO") and this Corporation (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of this Corporation and EMCO in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

3. This Corporation shall be the surviving corporation of the merger of EMCO with and into this Corporation (the "Merger").

4. Upon the effectiveness of the Merger, the Certificate of Incorporation of this Corporation shall be amended and restated in its entirety to read as set forth in Exhibit A hereto, which provides for, among other things, the name change of this Corporation, as the surviving corporation, to "EMCO/ComSource, Inc."

5. The executed Merger Agreement is on file at the following office of this Corporation:

280 Interstate North Parkway
Suite 400
Atlanta, Georgia 30339

6. A copy of the executed Merger Agreement will be provided by this Corporation, on request and without cost to any stockholder of this Corporation or EMCO.

7. The Merger shall be effective as of 5:00 p.m. Eastern Time on August 31, 1997.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Merger to be signed by Alan R. Plassche, its authorized officer, this 27th day of August, 1997.

COMSOURCE INDEPENDENT FOODSERVICE
COMPANIES, INC.

BY: Alan R. Plassche
Name: Alan R. Plassche
Title: President

ATTEST:

BY: Donna K. Campbell
Name: Donna K. Campbell
Title: Assistant Secretary

[CORPORATE SEAL]

02261949 .051

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:

'EMCO FOODSERVICE SYSTEMS, INC.', A DELAWARE CORPORATION, WITH AND INTO 'COMSOURCE INDEPENDENT FOODSERVICE COMPANIES, INC.' UNDER THE NAME OF 'EMCO/COMSOURCE, INC.', A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 1997, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

3631754

2147567 8100M

971291960

AUTHENTICATION:

09-02-97

DATE:

NO. 0551

2:48PM SEP 2 1997