

07-10-2000

FORM PTO-1594

U.S. DEPARTMENT OF COMMERCE

(Rev. 6-93)

RECO



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Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

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OPR/FINANCE

To the Assistant Commissioner for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party:

Metalsource Corporation, The

MR. U.G.D

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Ohio, 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: March 20, 1987

2. Name and address of receiving party(ies)

Name: Alco Standard Corporation

Internal Address:

Street Address: 825 Duportail Road

City: Wayne State: Pennsylvania ZIP: 19037

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Ohio, 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. 229,183

Additional numbers attached? Yes No

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

Name: Frederick B. Ziesenheim

Internal Address: Webb Ziesenheim Logsdon

Orkin & Hanson, P.C.

Street Address: 700 Koppers Building

436 Seventh Avenue

City: Pittsburgh State: PA ZIP: 15219-1818

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

8. Deposit account number:

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

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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.

Frederick B. Ziesenheim

Frederick B. Ziesenheim

June 6, 2000

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document

12

Mail documents to be recorded with required cover sheet information to: U.S. Patent and Trademark Office, Office of Public Records Crystal Gateway 4, Room 335, Washington, D.C. 20231

TRADEMARK REEL: 002097 FRAME: 0891

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show a Certificate of MERGER of THE METALSOURCE CORPORATION, an Ohio corporation, Charter No. 458138, having its principal location in Cleveland, County of Cuyahoga, and incorporated on September 20, 1974, and REYNOLDS PRODUCTS, INC., an Illinois corporation not qualified to do business in the State of Ohio, and NIECO CORPORATION, a California corporation not qualified to do business in the State of Ohio, and BIG DRUM, INC., an Ohio corporation, Charter No. 551164, having its principal location in Columbus, County of Franklin, and incorporated on March 10, 1980, and ALCO FOODSERVICE EQUIPMENT COMPANY, a Florida corporation, having qualified to do business within the State of Ohio on May 29, 1973, under License No. 439966, into ALCO STANDARD CORPORATION, the survivor of said Merger, with an effective date of April 1, 1987, filed on March 23, 1987, recorded on Roll G128, Frame 1364 of the Records of Incorporation.

WITNESS my hand and official seal

at Columbus, Ohio on

March 9, 2000

A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

J. Kenneth Blackwell
Secretary of State





Department of State

The State of Ohio

Sherrod Brown
Secretary of State

230707

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: MER TIC

of.

ALCO STANDARD CORPORATION

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 6128 at Frame 1366 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 23RD day of MARCH,
A.D. 1957.



Sherrod Brown
Sherrod Brown
Secretary of State

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ALCO ST-OR

CERTIFICATE OF MERGER

3/20/87
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EAT: 4/1/87

ALCO STANDARD CORPORATION ("ALCO"), a corporation organized and existing under the laws of the State of Ohio, THE METALSOURCE CORPORATION ("METALSOURCE"), an Ohio corporation incorporated on September 20, 1974; REYNOLDS PRODUCTS, INC. ("REYNOLDS"), an Illinois corporation incorporated June 25, 1962; NIECO CORPORATION ("NIECO"), a California corporation incorporated January 20, 1975; BIG DRUM, INC. ("BIG DRUM"), an Ohio corporation incorporated March 10, 1980; and ALCO FOODSERVICE EQUIPMENT COMPANY ("FOODSERVICE"), a Florida corporation incorporated on May 18, 1973 hereby certify that:

FIRST: The following wholly-owned subsidiaries of ALCO shall be merged into ALCO effective April 1, 1987: METALSOURCE, NIECO, REYNOLDS, BIG DRUM, and FOODSERVICE.

SECOND: The Agreement of Merger, dated March 20, 1987, a copy of which is attached, has been duly approved by the sole shareholder and approved and adopted by unanimous written consent and for a special meeting of the respective board of directors of each constituent merging corporation and by unanimous written consent of the Executive Committee of the board of directors of ALCO.

THIRD: The surviving corporation shall be ALCO, an Ohio corporation.

FOURTH: The Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of ALCO.

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FIFTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation at 925 Duportail Road, Wayne, PA 19087.

SIXTH: A copy of the Agreement of Merger will be furnished by ALCO, on request and without cost, to any stockholder of METALSOURCE, REYNOLDS, NIECO, BIG DRUM or FOODSERVICE.

We further declare under penalty of perjury under the laws of the States of Ohio, Illinois, California, and Florida that the matters set forth in this Certificate are true and correct to the best of our own knowledge.

Executed at Valley Forge, PA on March 20, 1987.

ALCO STANDARD CORPORATION

ATTEST:

David O. Meachen
David O. Meachen
Assistant Secretary

(SEAL)

By:

Thomas J. McCann, Jr.
Thomas J. McCann, Jr.
Vice President

THE METALSOURCE CORPORATION

ATTEST:

David O. Meachen
David O. Meachen
Assistant Secretary

(SEAL)

By:

Thomas J. McCann, Jr.
Thomas J. McCann, Jr.
Vice President

ATTEST:

David O. Meachen
David O. Meachen
Assistant Secretary

(SEAL)

REYNOLDS PRODUCTS, INC.

By: Thomas J. McCann, Jr.
Thomas J. McCann, Jr.
Vice President

ATTEST:

David O. Meachen
David O. Meachen
Assistant Secretary

(SEAL)

NIECO CORPORATION

By: Thomas J. McCann, Jr.
Thomas J. McCann, Jr.
Vice President

ATTEST:

David O. Meachen
David O. Meachen
Assistant Secretary

(SEAL)

BIG DRUM, INC.

By: Thomas J. McCann, Jr.
Thomas J. McCann, Jr.
Vice President

ATTEST:

David O. Meachen
David O. Meachen
Assistant Secretary

(SEAL)

ALCO FOODSERVICE EQUIPMENT COMPANY

By: Thomas J. McCann, Jr.
Thomas J. McCann, Jr.
Vice President

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AGREEMENT OF MERGER
MERGING
THE METALSOURCE CORPORATION,
REYNOLDS PRODUCTS, INC.,
NIECO CORPORATION, BIG DRUM, INC.,
AND ALCO FOODSERVICE EQUIPMENT COMPANY
INTO ALCO STANDARD CORPORATION

Pursuant to applicable provisions of the Ohio, California, Illinois and Florida General Corporation Laws, the undersigned corporations hereby execute the following Agreement of Merger for the purpose of merging THE METALSOURCE CORPORATION, REYNOLDS PRODUCTS, INC., NIECO CORPORATION, BIG DRUM, INC., and ALCO FOODSERVICE EQUIPMENT COMPANY into ALCO STANDARD CORPORATION.

ONE. THE METALSOURCE CORPORATION ("METALSOURCE"), an Ohio corporation; REYNOLDS PRODUCTS, INC. ("REYNOLDS"), an Illinois corporation; NIECO CORPORATION ("NIECO"), a California corporation; BIG DRUM, INC. ("BIG DRUM"), an Ohio corporation; and ALCO FOODSERVICE EQUIPMENT COMPANY ("FOODSERVICE"), a Florida corporation shall be merged into ALCO STANDARD CORPORATION ("ALCO"), an Ohio corporation. ALCO shall survive the merger and assume the liabilities of METALSOURCE, REYNOLDS, NIECO, BIG DRUM and FOODSERVICE. The separate corporate existence of METALSOURCE, REYNOLDS, NIECO, BIG DRUM and FOODSERVICE shall cease.

TWO. ALCO has 22,042,202 outstanding shares of common stock, no par value.

THREE. METALSOURCE has 1,000 outstanding shares of common stock, \$1.00 par value, all of which are owned by ALCO. REYNOLDS has 103-1/4 outstanding shares of common stock, no par value, 660 shares of preferred stock, \$100.00 par value, and 1,468 shares of

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preferred stock, \$1.00 par value, all of which are owned by ALCO. NIECO has 1,000 outstanding shares of common stock, \$1.00 par value, all of which are owned by ALCO. BIG DRUM has 1,000 shares of common stock, no par value, all of which are owned by ALCO. FOODSERVICE has 1,000 outstanding shares of common stock, \$1.00 par value, all of which are owned by ALCO. The shares of stock of METALSOURCE, REYNOLDS, NIECO, BIG DRUM and FOODSERVICE shall be cancelled and extinguished as a result of the merger and shall not be converted into any shares of stock or other securities or obligations of ALCO.

FOUR. The effective date of the merger shall be April 1, 1987.

FIVE. The name of the surviving corporation shall be ALCO STANDARD CORPORATION.

SIX. The articles of incorporation of ALCO shall be the articles of incorporation of the corporation surviving the merger.

SEVEN. The code of regulations of ALCO shall be the code of regulations of the corporation surviving the merger.

EIGHT. The directors and officers of ALCO shall be the directors and officers of the corporation surviving the merger and shall be the directors and officers of the corporation surviving the merger until their successors are elected.

NINE. The surviving corporation shall be governed by the laws of the State of Ohio, and may be served with process in the State of Ohio. Its agent to accept service of process is CT

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Corporation System. The address to which a copy of such process shall be mailed is 815 Superior Avenue, Cleveland, OH 44114.

TEN. All provisions of the laws of the States of California, Illinois, Florida, and Ohio applicable to the merger have been complied with

ELEVEN. The board of directors of each corporation, by resolution, has approved this Agreement of Merger. The Agreement of Merger was adopted by the sole shareholder of each merging corporation.

IN WITNESS WHEREOF, THE METALSOURCE CORPORATION, REYNOLDS PRODUCTS, INC., NIECO CORPORATION, BIG DRUM, INC., ALCO FOODSERVICE EQUIPMENT COMPANY and ALCO STANDARD CORPORATION, by their respective officers, hereunto duly authorized, have caused this Agreement of Merger to be executed this 20th day of March, 1987.

ATTEST:

David O. Meachen
David O. Meachen
Assistant Secretary

(SEAL)

ALCO STANDARD CORPORATION

By: Thomas J. McCann, Jr.
Thomas J. McCann, Jr.
Vice President

ATTEST:

David O. Meachen
David O. Meachen
Assistant Secretary

(SEAL)

THE METALSOURCE CORPORATION

By: Thomas J. McCann, Jr.
Thomas J. McCann, Jr.
Vice President

ATTEST:

David O. Meachen
David O. Meachen
Assistant Secretary

(SEAL)

REYNOLDS PRODUCTS, INC.

By: Thomas J. McCann, Jr.
Thomas J. McCann, Jr.
Vice President

ATTEST:

David O. Meachen
David O. Meachen
Assistant Secretary

(SEAL)

NIECO CORPORATION

By: Thomas J. McCann, Jr.
Thomas J. McCann, Jr.
Vice President

ATTEST:

David O. Meachen
David O. Meachen
Assistant Secretary

(SEAL)

BIG DRUM, INC.

By: Thomas J. McCann, Jr.
Thomas J. McCann, Jr.
Vice President

ATTEST:

David O. Meachen
David O. Meachen
Assistant Secretary

(SEAL)

ALCO FOODSERVICE EQUIPMENT COMPANY

By: Thomas J. McCann, Jr.
Thomas J. McCann, Jr.
Vice President

COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF CHESTER :

The foregoing instrument was acknowledged before me this 25th day of March, 1987 by David O. Meachen, Assistant Secretary of ALCO STANDARD CORPORATION, on behalf of said corporation.

(SEAL)

My commission expires _____
MILDRED W. HAMIL, NOTARY PUBLIC
VALLEY FORGE, CHESTER COUNTY, PA
MY COMMISSION EXPIRES APRIL 2, 1990
Mildred W. Hamil
Notary Public

COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF CHESTER :

The foregoing instrument was acknowledged before me this 25th day of March, 1987 by David C. Meachen, Assistant Secretary of THE METALSOURCE CORPORATION, on behalf of said corporation.

(SEAL)

My commission expires _____
MILDRED W. HAMIL, NOTARY PUBLIC
VALLEY FORGE, CHESTER COUNTY, PA
MY COMMISSION EXPIRES APRIL 2, 1990
Mildred W. Hamil
Notary Public

COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF CHESTER :

The foregoing instrument was acknowledged before me this 25th day of March, 1987 by David O. Meachen, Assistant Secretary of REYNOLDS PRODUCTS, INC., on behalf of said corporation.

(SEAL)

My commission expires _____
MILDRED W. HAMIL, NOTARY PUBLIC
VALLEY FORGE, CHESTER COUNTY, PA
MY COMMISSION EXPIRES APRIL 2, 1990
Mildred W. Hamil
Notary Public

COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF CHESTER :

The foregoing instrument was acknowledged before me this 20th day of March, 1987 by David O. Meachen, Assistant Secretary of NIECO CORPORATION, on behalf of said corporation.

(SEAL)

My commission expires _____
WILLIAM W. HAMIL, NOTARY PUBLIC
VALLEY FORGE, CHESTER COUNTY, PA
MY COMMISSION EXPIRES APRIL 2, 1993
William W. Hamil
Notary Public

COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF CHESTER :

The foregoing instrument was acknowledged before me this 20th day of March, 1987 by David O. Meachen, Assistant Secretary of BIG DRUM, INC., on behalf of said corporation.

(SEAL)

My commission expires _____
WILLIAM W. HAMIL, NOTARY PUBLIC
VALLEY FORGE, CHESTER COUNTY, PA
MY COMMISSION EXPIRES APRIL 2, 1993
William W. Hamil
Notary Public

COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF CHESTER :

The foregoing instrument was acknowledged before me this 20th day of March, 1987 by David O. Meachen, Assistant Secretary of ALCO FOODSERVICE EQUIPMENT COMPANY, on behalf of said corporation.

(SEAL)

My commission expires _____
WILLIAM W. HAMIL, NOTARY PUBLIC
VALLEY FORGE, CHESTER COUNTY, PA
MY COMMISSION EXPIRES APRIL 2, 1993
William W. Hamil
Notary Public