



REC TRA

08-01-2000

07-05-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #11



101419580

To U.S. Patent and Trademark Office Commissioner of Patents and Trademarks 3 original documents or copy thereof.

1. Name of conveying party(ies):
 Sullivan Acquisition LLC
 4850 East 49th Street
 Cuyahoga Heights, Ohio 44125

Individual(s) _____ Association _____
 General Partnership _____ Limited Partnership _____
 Corporation-State _____
 Other Ohio Limited Liability Company

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

2. Name and address of receiving party(ies):
 Name: ProCare Automotive Service Solutions LLC
 Internal Address: _____
 Street Address: 4850 East 49th Street
 City: Cuyahoga Heights, State: OH ZIP: 44125

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Ohio Limited Liability Company

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

Execution Date: October 1, 1999

If assignee is not domiciled in the United States, a domestic designation is _____ Yes _____ No
 (Designations must be a separate document from
 Additional name(s) & address(es) _____ Yes _____ No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,304,136

Additional numbers _____ Yes _____ No

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

Name: Susan E. Clady
Benesch, Friedlander, Coplan & Aronoff LLP
 Internal Address: _____

 Street Address: 2300 BP Tower
200 Public Square
 City: Cleveland State: OH ZIP: 44114

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:
02-2051
 (Attach duplicate copy of this page if paying by deposit account)

01 FC:481 40.00 DP 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.

Susan E. Clady _____ 7-3-2000
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and 3



RECEIVED

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form LAM (July 1994)

OCT 1 1999

Approved _____
Date _____
Fee \$ 10

J. KENNETH BLACKWELL
SECRETARY OF STATE

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF A
LIMITED LIABILITY COMPANY**

The undersigned, being a member, manager or authorized representative of
Sullivan Acquisition LLC, an Ohio limited
(name of limited liability company)

liability company, organized on the 15th day of July, 19 99, does hereby certify that the undersigned is duly authorized to execute this certificate, and hereby certifies that the Articles of Organization of the above-named limited liability company have been amended as follows:

AMENDMENT

Article(s) First and Third _____ is/are

hereby amended as follows:

FIRST: The name of the limited liability company shall be ProCare Automotive Service Solutions LLC.

THIRD: The principal place of business of the limited liability company shall be: 320 Soundview Road, Guilford, Connecticut 06437. Persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company to the address set forth in this Third Article.

(If insufficient space for amendment, please attach a separate sheet)

IN WITNESS WHEREOF, the undersigned has executed this certificate this _____ day of
October, 19 99.

Sullivan Acquisition LLC
(name of limited liability company)

By: [Signature]
Its: Duly Authorized Member, Manager or Representative



[Ohio Revised Code Section 1705.08(C)(1)]

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/14/1999	199927800858	LAM AMEND/ARTICLES-ORGANIZATION/DOM LIMITED LIAB. C	10.00	10.00	0.00	0.00	0.00
		TOTAL	10.00	10.00	0.00	0.00	0.00

Return To:
 BENESCH, FRIEDLANDER, COPLAN & E
 ATTN L KEESOR
 88 E BROAD ST STE 900
 COLUMBUS, OH 43216-0000

-----cut along the dotted line-----



The State of Ohio
 *Certificate* 

Secretary of State - J. Kenneth Blackwell

1088332

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for PROCARE
 AUTOMOTIVE SERVICE SOLUTIONS LLC and that said business records show the filing and recording of:*

Document(s)
 AMEND/ARTICLES-ORGANIZATION/DOM LIMITED LIAB. CO

Document No(s):
 199927800858

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

Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 1st day of
 October, A.D. 1999



J. Kenneth Blackwell
 J. Kenneth Blackwell
 Secretary of State