

11-17-2000

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Docket No.: 70444.006

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U.S. Patent & TMO/TM Mail Rcpt Dt. #1

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

NOTIFICATION FORM COVER SHEET
TRADEMARKS ONLY

To: Commissioner of Patents and Trademarks. Please record the attached original document(s) or copy(ies) thereof.

Submission Type:
• New

10 16 00

Conveyance Type:
• Merger

Conveying Party/Parties:

Execution Date: 11 2 1999
Month Day Year

Name: Parts Now!, Inc.

• Corporation

Citizenship/State of Incorporation/Organization: WISCONSIN

• No further conveying parties are involved.

Receiving Party/Parties:

Name: PNA Acquisition, Inc.

Address: 231 S. La Salle St., Chicago, IL 60697

• Corporation

Citizenship/State of Incorporation/Organization: DELAWARE

Application or trademark number(s):

A. Trademark Application No.(s):
(Include filing date)

B. Registration No.(s)
(Include issue date)

- 2,008,696, issued October 15, 1996
- 2,048,442, issued March 25, 1997
- 2,149,494, issued April 7, 1998
- 2,149,495, issued April 7, 1998
- 2,187,477, issued September 8, 1998
- 2,189,115, issued September 15, 1998
- 2,189,116, issued September 15, 1998
- 2,189,117, issued September 15, 1998
- 2,235,165, issued March 23, 1999
- 2,254,188, issued June 15, 1999

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

Craig A. Fieschko
Intellectual Property Department
DEWITT ROSS & STEVENS S.C.
Firstar Financial Centre
8000 Excelsior Drive, Suite 401
Madison, WI 53717-1914

Total number of application and trademarks involved: 10

Total fee (37 CFR 3.41).....\$ 265.00

- Check enclosed
- The Commissioner is authorized to charge or credit deposit account 18-2055 in the event of deficiency or overpayment

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.

Craig A. Fieschko, Reg. No. 39, 668
Name of Person Signing

Craig A. Fieschko
Signature

13 Oct 2000
Date

Total number of pages including cover sheet: 5

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 MERGER, WHICH MERGES:
"PARTS NOW INCORPORATED", A WISCONSIN CORPORATION,
WITH AND INTO "PNA ACQUISITION, INC." UNDER THE NAME OF "PNA ACQUISITION, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF NOVEMBER, A.D. 1999, AT 1:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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991464859

AUTHENTICATION: 0059058

DATE: 11-02-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:30 PM 11/02/1999
991464859 - 3104031

CERTIFICATE OF MERGER

OF

PARTS NOW INCORPORATED
(a Wisconsin corporation)

WITH AND INTO

PNA ACQUISITION, INC.
(a Delaware corporation)

.....
*In accordance with the provisions of §252 of the
General Corporation Law of the State of Delaware*
.....

PNA Acquisition, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), desiring to merge Parts Now Incorporated, a Wisconsin corporation ("Parts Now"), with and into itself, pursuant to the provisions of §252 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: The name and state of incorporation of each constituent corporation of the merger (the "Merger") are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
PNA Acquisition, Inc.	Delaware
Parts Now Incorporated	Wisconsin

SECOND: A Merger Agreement has been approved, adopted, certified, executed and acknowledged by each constituent corporation, in accordance with the requirements of §252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the Merger is PNC Acquisition, Inc. (the "Surviving Corporation"). The Certificate of Incorporation of the Corporation

as in effect at the effective time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, the Merger Agreement may be amended or terminated and abandoned by the Boards of Directors of the constituent corporations at any time prior to the date of filing the Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation, 231 South LaSalle Street, MC:1L1-231-12-20, Chicago, IL 60697, attention: Matthew Clary, and a copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of any constituent corporation.

SIXTH: The Merger shall be effective immediately upon filing.

* * * * *

TUE 16:00 FAX

TUE 17:17 FAX

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IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger of the constituent corporations, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger this 2nd day of November, 1999.

PNA Acquisition, Inc.,
a Delaware corporation

By: /s/ Daniel Olszewski
Daniel Olszewski
President

pen.10.169

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