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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

FORM PTO-1595  
1-31-92



To the Director of Patents and Trademarks. Ple.

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opy thereof.

1. Name of Conveying Parties:

Cantel, Inc., and NES Shoring Acquisition, Inc.

- Individual(s)                       Association
- General partnership               Limited Partnership
- Corporation- Oregon
- Other

Additional name(s) of conveying party(ies) attached?  YES  NO

2. Name and address of receiving party:

Name: NES Shoring Acquisition, Inc.

Internal Address: c/o National Equipment Services, Inc.

Street Address: 1603 Orrington Avenue, Suite 1600

City Evanston State IL ZIP 60201

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

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

3. Nature of Conveyance:

- Assignment                               Merger
- Security Agreement                       Change of Name
- Other Plan of Merger

Execution Date: June 29, 2000

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

A. Trademark Application No.

B. Trademark Registration No.

712,439

Additional numbers attached?  Yes  No

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

Name: Arthur L. Whinston  
Klarquist Sparkman Campbell Leigh & Whinston, LLP

Internal Address:

One World Trade Center, Suite 1600

Street Address:

121 SW Salmon Street

Portland, Oregon 97204-2988

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. § 3.41): \$40.00

Enclosed

Any deficiency/overpayment is authorized to be charged to deposit account number 02-4550.

DO NOT USE THIS SPACE

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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.

Arthur L. Whinston

December 13, 2000

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 5

PLAN OF MERGER

OF

CANTEL, INC.

INTO

NES SHORING ACQUISITION, INC.

PLAN OF MERGER approved on June 29, 2000 by Cantel, Inc., a business corporation of the State of Oregon, and by resolution adopted by its Board of Directors on said date, and approved on June 29, 2000 by NES Shoring Acquisition, Inc., a business corporation organized under the laws of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

1. Cantel, Inc. and NES Shoring Acquisition, Inc. shall, pursuant to the provisions of the Oregon Business Corporation Act and of the laws of the jurisdiction of organization of NES Shoring Acquisition, Inc., be merged with and into a single corporation, to wit, NES Shoring Acquisition, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Cantel, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time and date in accordance with the provisions of the Oregon Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation as in force and effect at the effective time and date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.

3. The bylaws of the surviving corporation as in force and effect at the effective time and date of the merger will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of said surviving corporation.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be canceled. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued at the effective date and time of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the Oregon Business Corporation Act and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization.

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7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation in the manner prescribed by the provisions of the Oregon Business Corporation Act and by the shareholders of the surviving corporation in compliance with the laws of the jurisdiction of its organization, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Oregon and by the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the merger shall be June 30, 2000.

Oregon Merger - Domestic into Foreign  
Corporation 12/96 - 3

RECORDED: 12/18/2000

TRADEMARK  
REEL: 002206 FRAME: 0778