

06-08-2001



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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
- Merger 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

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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)

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="1,897,853"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.

Jacqueline M. O'Brien 085056-285064
Name of Person Signing

Jacqueline M. O'Brien
Signature

June 1, 2001
Date Signed

CERTIFICATE OF MERGER
OF
PREMIER INDUSTRIAL CORPORATION
INTO
FAC DELAWARE CORP.
(Pursuant to Section 252 of
the General Corporation Law of the State of Delaware)

* * * * *

The undersigned does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Premier Industrial Corporation	Ohio
FAC Delaware Corp.	Delaware

SECOND: An Agreement and Plan of Merger (the "Agreement") dated as of January 23, 1996, among Farnell Electronics PLC, an English public limited company, FAC Delaware Corp. and Premier Industrial Corporation has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is FAC Delaware Corp.

FOURTH: The certificate of incorporation of FAC Delaware Corp. shall be the certificate of incorporation of the surviving corporation, except that the following amendment to the certificate of incorporation of the surviving corporation is to be effected by the merger: The name of the surviving corporation, FAC Delaware Corp., shall be changed to "Premier Farnell Corp."; therefore the first article of the certificate of incorporation of the surviving corporation shall read "FIRST: The name of the corporation is "Premier Farnell Corp."."

FIFTH: The executed Agreement is on file at the principal place of business of the surviving corporation at 4500 Euclid Avenue, P.O. Box 94884, Cleveland, Ohio 44101-4884.

SIXTH: A copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Premier Industrial Corporation is 101,500,000 shares, consisting of 1,500,000 shares of Serial Preferred Stock of the par value of \$1 each and 100,000,000 shares of Common Stock without par value.

EIGHTH: This Certificate of Merger shall be effective upon filing.

09 APR 1996 16:57 FROM F ELL ELECTRONICS PLC TO

IN WITNESS WHEREOF, the undersigned has caused
this instrument to be duly executed by its authorized
officers.

Dated: April 11, 1996

FAC Delaware Corp.

By *A.C.F.*
Name: Andrew C Fisher
Title: Vice President

Attest:

K.J.M.
Kenneth J. Mullen
Secretary

CERTIFICATION

The attached Certificate from the Office of the Secretary of State of the State of Delaware certifies that PREMIER INDUSTRIAL CORPORATION, a corporation of the State of Ohio, has merged into a surviving corporation that is named PREMIER FARNELL CORP., a corporation of the State of Delaware.

I hereby certify that the attached Certificate is a true and exact copy of the original.

STATE OF OHIO)
) ss.
COUNTY OF GEAUGA)

Jacqueline M. O'Brien
Notary Public

Date: *June 1, 2001*

My Commission Expires:

JACQUELINE M. O'BRIEN
NOTARY PUBLIC • STATE OF OHIO
My Commission Expires Aug 26, 2004

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:

"PREMIER INDUSTRIAL CORPORATION", A OHIO CORPORATION, WITH AND INTO "FAC DELAWARE CORP." UNDER THE NAME OF "PREMIER FARNELL CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF APRIL, A.D. 1996, AT 9:37 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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RECORDED: 06/04/2001

AUTHENTICATION:

DATE:

8953758

03-05-98

TRADEMARK

REEL: 002310 FRAME: 0684