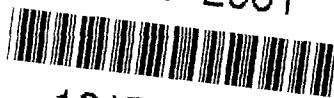


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06-15-2001



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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

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

6501

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
Effective Date
Month Day Year
12/31/2000
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
12/08/2000

Name Service Experts, Inc.

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Service Experts Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2140 Lake Park Blvd.

Address (line 2) _____

Address (line 3) Richardson Texas/Dallas County 75080
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

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.)

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

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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="1,979,318"/>	<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.

W. Kirk McCord

5-30-01

Name of Person Signing

Signature

Date Signed

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SERVICE EXPERTS, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "SERVICE EXPERTS INC.", THE FIFTEENTH DAY OF DECEMBER, A.D. 2000, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 5 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1035034

2605305 8320

010138283

DATE: 03-21-01

TRADEMARK
REEL: 002314 FRAME: 0913

CERTIFICATE OF MERGER

Merging

Lennox Retail Inc.
(a Delaware Corporation)

With and Into

Service Experts, Inc.
(a Delaware Corporation)

Pursuant to Section 251 of the Delaware General Corporation Law, Service Experts, Inc., a Delaware corporation does hereby certify that:

1. The names of the constituent corporations and the states under which they are respectively incorporated are:

NAME OF CORPORATION

STATE

Lennox Retail Inc.

Delaware

Service Experts, Inc.

Delaware

2. A Plan and Agreement of Merger (the "Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 251 of the Delaware General Corporation Law.
3. The name of the surviving corporation in the merger is Service Experts, Inc., which shall hereinwith be changed to Service Experts Inc.
4. Effective upon the filing of this Certificate of Merger, Service Experts, Inc. shall modify its corporate name by amending its Amended and Restated Certificate of Incorporation to delete the First Article in its entirety and replace it with the following:

"FIRST: The name of the corporation is Service Experts Inc. (the "Corporation")."

Such Amended and Restated Certificate of Incorporation, as amended, shall be the Amended and Restated Certificate of Incorporation of the surviving corporation.

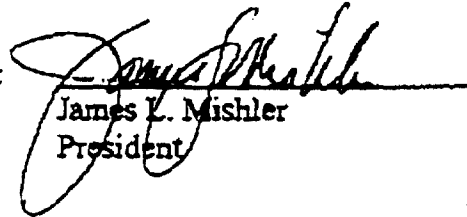
5. The Agreement is on file at the office of the surviving corporation at 2140 Lake Park Blvd., Richardson, TX 75080.
6. The Agreement will be furnished by the surviving corporation, upon request and without cost, to any stockholder of either constituent corporation.

7. This Certificate of Merger shall become effective on December 31, 2000 at 5:00 p.m. (CST).

IN WITNESS WHEREOF, Service Experts, Inc. has caused this Certificate of Merger to be executed on its behalf on December 8, 2000.

SERVICE EXPERTS, INC.

By:



James L. Mishler
President

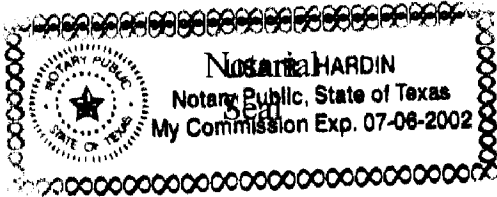
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STATE OF TEXAS)
)
COUNTY OF DALLAS)

CERTIFICATION OF TRUE AND CORRECT COPY

I, Lisa R. Hardin, a Notary Public in and for the State of Texas, United States of America, have examined the original Certificate of Merger, changing its name from "Service Experts, Inc." to "Service Experts Inc." dated the 31st day of December 2000, and hereby certify that the photocopy attached hereto is a true and correct copy of the original.

DATED this 30th day of May, 2001.



Lisa R. Hardin

Lisa R. Hardin, Notary Public for the
State of Texas, United States of America