

12-16-2002



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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 12-13-02
- 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)

- 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

12/16/2002 GT0N11 00000029 75153002

FOR OFFICE USE ONLY

01 FC:8521 40.00 DP
02 FC:8522 275.00 DP

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

TRADEMARK
REEL: 2633 FRAME: 0741

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) / 2,317,422/

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

NOTE: 1/2 of Ck.#15207

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.

Arthur G. Yeager

Name of Person Signing

Arthur G. Yeager

Signature

12/05/2002

Date Signed

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**J.A. SEXAUER, INC.,
TRAYCO OF S.C., INC.,
BARNETT INC.,
U.S. LOCK CORPORATION,**

INTO

WILMAR INDUSTRIES, INC.

IT IS HEREBY certified that:

1. Wilmar Industries, Inc. (the "Corporation") is a business corporation of the State of New Jersey.
2. The Corporation is the owner of all of the outstanding shares of the stock of J.A. Sexauer, Inc. ("Sexauer"), Trayco of S.C., Inc. ("Trayco"), Barnett Inc. ("Barnett") and U.S. Lock Corporation ("US Lock") (collectively, the "Subsidiaries"), which are business corporations of the State of Delaware.
3. On December 20, 2000, the Board of Directors of the Corporation adopted the following resolutions to merge the Subsidiaries into the Corporation:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Corporation and the Subsidiaries, which are wholly-owned subsidiaries of the Corporation, be merged on the following terms and conditions (the "Merger"):

- (a) The Corporation shall continue to be incorporated and duly organized under the laws of the State of New Jersey. The Subsidiaries shall be the merged corporations and their separate existence shall thereupon cease.
- (b) The effective date of the Merger (the "Effective Time") shall be December 29, 2000.
- (c) The issued shares of the Subsidiaries shall not be converted in any manner, but each said share which is issued as of the Effective Time shall be surrendered and extinguished.
- (d) At the Effective Time, the Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Corporation, as the surviving corporation, until thereafter restated or amended in accordance with applicable law.

(e) The By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall from and after the Effective Time become and remain the By-laws of the Corporation, as the surviving corporation, until thereafter amended or restated as provided therein.

(f) The officers and directors of the Corporation in office on the Effective Time shall remain in the same capacities as officers and directors of the Corporation, as the surviving corporation, until their successors have been duly elected and qualified.

(g) Upon the Merger becoming effective, the Corporation, as the surviving corporation, shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of each of the Subsidiaries and the Corporation.

(h) The executed Agreement of Merger is on file at an office of Wilmar, the address of which is as follows: 303 Harper Drive, Moorestown, New Jersey 08057.

(i) A copy of the aforesaid Agreement of Merger will be furnished by Wilmar, on written request and without cost, to any shareholder of any of the Subsidiaries.

(j) The Corporation shall agree that it may be served with process in Delaware in any proceeding for enforcement of any obligation of any of the Subsidiaries, as well as for enforcement of any obligation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the General Corporation Law of the State of Delaware, and shall irrevocably appoint the Secretary of State as its agent to accept service of process in any such suit or other proceedings. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon the Secretary of State is: 303 Harper Drive, Moorestown, NJ 08057.

(k) Any officer of the Corporation shall be, and each of them hereby is, authorized to execute, and the Secretary or Assistant Secretary of the Corporation is hereby authorized to attest to the execution of, a Certificate of Ownership and Merger of the Corporation and the Subsidiaries, and any officer of the Corporation shall be, and each of them hereby is, authorized to cause the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware.

(l) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the Merger may be amended, and the Merger may be terminated and abandoned, to the fullest extent permitted by law, by the Board of Directors of the Corporation at any time prior to the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

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RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation or its subsidiaries, to take any action (including, without limitation, the payment of expenses) and to execute (by manual or facsimile signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary or appropriate to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification, extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof.

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Executed on December 12, 2000

WILMAR INDUSTRIES, INC.

By:


Name: William Sanford

Title: Senior V.P. and CPO

Doc# NY5, 23761.8

TRADEMARK
REEL: 2633 FRAME: 0746

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BARNETT INC.", A DELAWARE CORPORATION,

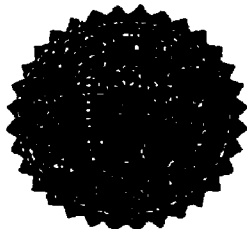
"J. A. SEXAUER, INC.", A DELAWARE CORPORATION,

"TRAYCO OF S.C., INC.", A DELAWARE CORPORATION,

"U.S. LOCK CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "WILMAR INDUSTRIES, INC." UNDER THE NAME OF "WILMAR INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2000, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2031533

020631803

DATE: 10-11-02

RECORDED: 12/13/2002

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REEL: 2633 FRAME: 0747