

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Bekins Company

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: March 30, 1994

2. Name and address of receiving party(ies)

Name: Bekins Holding Company

Internal

Address: _____

Street Address: 330 South Manheim Road

City: Hillside State: IL Zip: 60162

- 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
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 76/081,515; 76/142,712

B. Trademark Registration No.(s) 618,004; 659,670; 1,281,891; 1,497,103; 1,200,685

Additional number(s) attached Yes No

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

Name: M. John Carson

Internal Address: Fulbright & Jaworski L.L.P.

Street Address: 865 S. Figueroa, 29th Floor

City: Los Angeles State: CA Zip: 90017-2571

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41).....\$ 315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0337

DO NOT USE THIS SPACE

9. Signature.

M. John Carson

Name of Person Signing


Signature

April 24, 2003

Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

Additional Registration Nos. for Recordation Cover Sheet

2,427,605

2,446,550

2,455,005

2,550,600

2,584,285

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 RESTATED CERTIFICATE OF "BEKINS HOLDING COMPANY", CHANGING ITS NAME FROM "BEKINS HOLDING COMPANY" TO "THE BEKINS COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 1994, AT 9 O'CLOCK A.M.



2110726 8100
971206130

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 8526067
06-24-97

DATE:

TRADEMARK
REEL: 002640 FRAME: 0285

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/27/1994
944117845 - 2110726

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

BEKINS HOLDING COMPANY

TO THE SECRETARY OF STATE OF THE STATE OF DELAWARE:

Pursuant to Sections 245 and 242 of the Delaware General Corporation Law, the undersigned corporation adopts the following Amended and Restated Certificate of Incorporation:

FIRST

NAME

The name of the corporation is The Bekins Company (the "Corporation"), which was originally incorporated in the State of Delaware under the name of Bekins Holding Company on December 11, 1986.

SECOND

ADDRESS OF REGISTERED OFFICE

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD

SHARES

A. The total number of shares of Common Stock which the Corporation shall have authority to issue is 25,000,000. All shares shall have a par value of \$.01 per share.

B. Each holder of shares of Common Stock shall have one vote for each such share. The shareholders of the Corporation shall have no right to cumulate their votes in the election of directors or for any other purpose.

C. The shareholders of the Corporation shall be entitled to receive the net assets of the Corporation upon dissolution.

FOURTH

CORPORATE PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FIFTH

DIRECTORS

A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

B. The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the Bylaws of the Corporation.

C. The number of directors shall be the number specified in or fixed in accordance with the Bylaws. The board of directors shall have the power to fix or change the number of directors unless the shareholders, in amending or repealing the Bylaws, provide expressly that the board of directors shall not amend or repeal the Bylaw establishing the number of directors.

D. Directors may be removed by the shareholders without cause, as set forth in the Bylaws.

E. In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the General Corporation Law of Delaware, this Amended and Restated Certificate of Incorporation, and by any Bylaws adopted by the stockholders; provided, however, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

F. Meetings of the stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

G. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of

any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of §291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of §279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this corporation.

SIXTH

NON-LIABILITY AND INDEMNIFICATION

A. A director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for a transaction from which the director derived an improper personal benefit, or (iv) under Section 174 of the Delaware General Corporation Law (or any similar provision of any subsequent law enacted in Delaware). If the law of the Corporation's state of incorporation is hereafter changed to permit further elimination or limitation of the liability of directors for monetary damages to the Corporation or its shareholders, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent then permitted.

B. Each individual who is or was a director of the Corporation (and the heirs, executors, personal representatives or administrators of such individual) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise ("Indemnatee"), shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred

in this Article, the Indemnitee shall also be entitled to have paid directly by the Corporation the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in this Article shall be a contract right.

C. The Corporation shall provide indemnification to the officers of the Corporation to the extent authorized by applicable law.

D. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the articles of incorporation or Bylaws of the Corporation, agreement, vote of shareholders or disinterested directors, or otherwise.

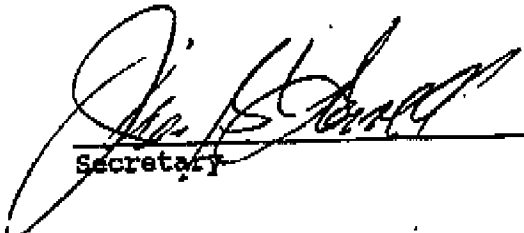
E. Any repeal or amendment of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer existing at the time of such repeal or amendment.

SEVENTH

NO PREEMPTIVE RIGHTS

No holder of any shares of the Common Stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of Common Stock of the Corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

Executed By: 
Executive Vice President

ATTEST: 
Secretary