

THIRD RECORDING

01-16-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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

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

1. Name of conveying party(ies): Tristate Electrical & Electronics Supply Company, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/31/2002

2. Name and address of receiving party(ies)

Name: HNA HOLDCO, INC. Internal Address: Attn: General Counsel Street Address: 11680 Great Oaks Way City: Alpharetta State: GA Zip: 30022

- 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. B. Trademark Registration No. 2220162, 2254759

Additional number(s) attached Yes No

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

Name: Maria T. Hauser, Paralegal Internal Address: Hagemeyer North America, Inc.

Street Address: 11680 Great Oaks Way

City: Alpharetta State: GA Zip: 30022

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Jeffrey S. Rosenberg, Asst. Secretary

Name of Person Signing 00000084 2220162

Handwritten signature

Signature

01-08-03

Date

01/15/2003 DBYRNE

Total number of pages including cover sheet, attachments, and document: 10

01 FC:8521 02 FC:8522

40.00 DP 25.00 DP

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

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:

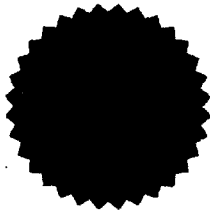
"CAMERON & BARKLEY COMPANY", A DELAWARE CORPORATION,

"TRISTATE ELECTRICAL & ELECTRONICS SUPPLY COMPANY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HNA HOLDCO, INC." UNDER THE NAME OF "HAGEMEYER NORTH AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2002, AT 10:03 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3547446 8100M

AUTHENTICATION: 2160041

020780945

DATE: 12-19-02

CERTIFICATE OF OWNERSHIP AND MERGER

of

TRISTATE ELECTRICAL & ELECTRONICS SUPPLY COMPANY, INC.
a Delaware corporation

and

CAMERON & BARKLEY COMPANY
a Delaware Corporation

into

HNA HOLDCO, INC.
a Delaware corporation

Pursuant to the provisions of Section 253 of the General Corporation Law of Delaware, as amended (the "Act"), the undersigned corporation hereby executes and submits the following Certificate of Ownership and Merger:

1. The names of the merging corporations are Tristate Electrical & Electronics Supply Company, Inc., a Delaware corporation ("Tristate"); Cameron & Barkley Company, a Delaware corporation ("CamBar"; CamBar together with Tristate collectively referred hereinafter as the "Merged Corporations"); and HNA Holdco, Inc., a Delaware corporation (the "Surviving Corporation").
2. Immediately prior to the merger, the Surviving Corporation owns 100% of all issued and outstanding equity interests in each of the Merged Corporations.
3. The merger of the Merged Corporations into the Surviving Corporation shall be effectuated in accordance with the terms and conditions of that certain Plan of Merger among the Merged Corporations and the Surviving Corporation dated as of December 16, 2002 (the "Plan of Merger") set forth on Exhibit 1 attached hereto, pursuant to which each of the Merged Corporations is to be merged into the Surviving Corporation, which shall be the surviving corporation in the merger and shall continue its corporate existence under and in accordance with the laws of the State of Delaware.
4. The Certificate of Incorporation of the Surviving Corporation has been amended by the Plan of Merger to change the present corporate name of the Surviving Corporation to "Hagemeyer North America, Inc.". Except for this amendment, the Certificate of Incorporation of the Surviving Corporation as now in force and effect shall continue to be the Certificate of Incorporation of the Surviving Corporation.

ATI-2018518v3

5. The following resolution setting forth the approval and adoption of the Plan of Merger and of the change of corporate name of the Surviving Corporation has been duly adopted by the Board of Directors of the Surviving Corporation:
- "NOW, THEREFORE, BE IT RESOLVED, that the merger is hereby approved;**
- FURTHER RESOLVED, that the Plan of Merger is approved and adopted in substantially the form attached hereto as Exhibit 1; and**
- FURTHER RESOLVED, the corporate name of the Company be changed to "Hagemeyer North America, Inc. effective upon the effective date of the merger."**
6. The Exhibit 1 referenced in the foregoing resolution is the same as Exhibit 1 attached hereto and mentioned above.
7. The foregoing resolution of the Board of Directors of the Surviving Corporation was duly adopted in accordance with all applicable provisions of the Act on December 16, 2002.
8. The Plan of Merger was duly approved by the Board of Directors of each of the Merged Corporations in accordance with all applicable provisions of the Act on December 16, 2002.
9. **THE MERGER AND THE CHANGE OF NAME PROVIDED FOR IN THE PLAN OF MERGER SHALL BE EFFECTIVE ON DECEMBER 31, 2002 AT 11:59 PM.**

[Signatures will follow on next page]

[Signatures to Certificate of Ownership and Merger of Tristate Electrical & Electronics Supply Company, Inc. and Cameron & Barkley Company into HNA Holdco, Inc.]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer as of this 16th day of December, 2002.


HNA HOLDCO, INC.


By: Jeffrey S. Rosenberg, Assistant Secretary

STATE OF GEORGIA

COUNTY OF FULTON

This instrument was acknowledged before me on this 16th day of December, 2002, by Jeffrey S. Rosenberg as Assistant Secretary of HNA Holdco, Inc., who acknowledged that the foregoing Certificate of Ownership and Merger is the act and deed of HNA Holdco, Inc. and that the facts stated therein are true.


NOTARY PUBLIC

Name: Maria T. Hauser
(NOTARY SEAL)



Commission Expires: _____

EXHIBIT 1

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") made this 16th day of December, 2002, by and among HNA Holdco, Inc., a Delaware corporation ("Parent"), Tristate Electrical & Electronics Supply Company, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent ("Tristate"), and Cameron & Barkley Company, a Delaware corporation and a wholly-owned subsidiary of Parent ("CamBar; CamBar together with Tristate collectively referred hereinafter as the "Subsidiaries"), provides for the merger of each of the Subsidiaries into Parent, with Parent being the surviving corporation of the merger.

WITNESSETH:

WHEREAS, each of Parent and the Subsidiaries desire to effect the mergers of the Subsidiaries with and into Parent with Parent surviving and continuing to exist thereafter, in accordance with and subject to the terms and conditions hereinafter set forth (the "Mergers"); and

WHEREAS, the Board of Directors of Parent has determined that the Mergers, as provided in this Plan of Merger, are in the best interests of Parent.

NOW, THEREFORE, the Board of Directors of Parent and each of the Subsidiaries hereby approve the following Plan of Merger:

ARTICLE ONE

MERGERS

1.1 Effective as of the 31st day of December, 2002 at 11:59 PM (the "Effective Time"), each of the Subsidiaries shall be merged into Parent and Parent shall be the surviving corporation in each such Merger. The Mergers shall in all respects have the effect as provided in the General Corporate Law of Delaware, as amended (the "Delaware Act"), and this Plan of Merger.

1.2 Parent shall continue its corporate existence as the surviving corporation of the Mergers under the laws of the State of Delaware.

1.3 Without limiting the foregoing, on and after the Effective Time, the separate existence of each of the Subsidiaries shall cease, and in accordance with the terms of this Plan of Merger, Parent shall possess all the rights, obligations, privileges, immunities and franchises, of a public or private nature, possessed by each of the Subsidiaries and Parent immediately prior to the Mergers; and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to any of the Subsidiaries or Parent shall be taken and deemed to be transferred to and vested in Parent without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall thereafter

effectively be the property of Parent as they were of any of the Subsidiaries or Parent immediately prior to the Merger; and the title to any real estate, whether by deed or otherwise, vested in each of the Subsidiaries, shall not revert or be in any way impaired by reason of the Merger. From and after the Effective Time, Parent shall be responsible and liable for all of the liabilities and obligations of each of the Subsidiaries. Any claim existing or action or proceeding pending by or against any of the Subsidiaries or Parent may be prosecuted as if the Merger had not taken place, or Parent may be substituted in its place. Neither the rights of creditors nor any liens upon property of any of the Subsidiaries or Parent shall be impaired by the Merger.

1.4 Parent shall take all such action as shall be necessary, appropriate or desirable in order to effectuate the Merger, including, without limitation, the making, execution of and delivery of any and all documents prescribed by the laws of the State of Delaware and any other applicable laws.

ARTICLE TWO

TERMS OF TRANSACTION

Upon the Effective Time:

- (a) all shares of the capital stock of each of the Subsidiaries that are owned by them as treasury stock, if any, shall be cancelled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor;
- (b) each issued and outstanding share of the capital stock of each of the Subsidiaries existing immediately before the merger shall no longer be outstanding and shall automatically be cancelled and retired and cease to exist; and
- (c) as a result of subsections (a) and (b) of this Article Two, Parent shall continue as a wholly owned subsidiary of Hagemeyer North America, Inc., a Delaware corporation, who shall be the sole shareholder of Parent immediately prior to the Effective Time and shall continue as the sole shareholder of Parent thereafter (the "Stockholder"). At the Effective Time, the corporate name of the Stockholder shall be changed to Hagemeyer P.P.S. Ltd.

ARTICLE THREE

CHANGE OF CORPORATE NAME OF PARENT

At the Effective Time, the current corporate name of Parent shall be changed to "Hagemeyer North America, Inc."

ARTICLE FOUR

CERTIFICATE OF INCORPORATION

At the Effective Time, the Certificate of Incorporation of Parent as amended by this Plan of Merger pursuant to Article Three hereof shall be the Certificate of Incorporation of Parent as

the surviving corporation in the Merger, until such time as the Certificate of Incorporation shall be thereafter altered, amended or repealed in accordance with the Delaware Act.

ARTICLE FIVE

BYLAWS

At the Effective Time, the Bylaws of Parent as in effect immediately prior to the Effective Time shall be the Bylaws of Parent as the surviving corporation in the Merger, until such time as such Bylaws are thereafter altered, amended or repealed in accordance with the Delaware Act.

ARTICLE SIX

DIRECTORS AND OFFICERS

At the Effective Time, and until their successors are duly elected or appointed and have qualified in accordance with the Delaware Act and Parent's Certificate of Incorporation and Bylaws, or until their earlier death, resignation or removal, the directors of Parent immediately prior to the Effective Time shall remain the directors of Parent and the officers of Parent immediately prior to the Effective Time shall remain the officers of Parent.

ARTICLE SEVEN

EFFECTIVENESS OF MERGER

7.1 A Certificate of Ownership and Merger shall be filed and recorded in the office of the Secretary of State of the State of Delaware in accordance with the Delaware Act.

7.2 The Merger shall become effective on December 31, 2002 at 11:59 PM, which is the date and time set forth in such certificate.

ARTICLE EIGHT

TERMINATION

At any time prior to the Effective Time, the Board of Directors of Parent may terminate and abandon this Plan of Merger without further action of the sole shareholder of Parent.

ARTICLE NINE

AMENDMENTS

Prior to the Effective Time, the Board of Directors of Parent may amend, modify and supplement this Plan of Merger in such manner as it may deem appropriate.

ARTICLE TEN

AUTHORIZATION

The appropriate officers of Parent and each of the Subsidiaries are each authorized, empowered and directed to perform any and all acts, 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.

ARTICLE ELEVEN

BOARD OF DIRECTORS' APPROVAL

11.1 The Merger was duly approved by the Board of Directors of Parent as provided in Section § 253 and all other applicable sections of the Delaware Act.

11.2 The Merger was duly approved by the Board of Directors of Tristate as provided in Section § 253 and all other applicable sections of the Delaware Act.

11.3 The Merger was duly approved by the Board of Directors of CamBar as provided in Section § 253 and all other applicable sections of the Delaware Act.

ARTICLE TWELVE

NOTICES

All notices, requests, claims, demands and other communications under this Plan of Merger shall be in writing and shall be deemed given if delivered personally, telecopied (which is confirmed) or sent by overnight courier (providing proof of delivery) to the parties as follows:

If to Parent or any of the Subsidiaries:

Hageneyer North America, Inc.
11680 Great Oaks Way
Alpharetta, Georgia 30022
Attn: Jeffrey S. Rosenberg, General Counsel

ARTICLE THIRTEEN

MISCELLANEOUS

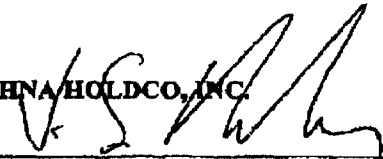
Except as otherwise provided in this Plan of Merger, nothing contained herein is intended, nor shall be construed, to confer upon or give any person, firm or corporation, other than Parent and its respective shareholders, any rights or remedies under or by reason of this Plan of Merger.

[Signatures appear on following page]

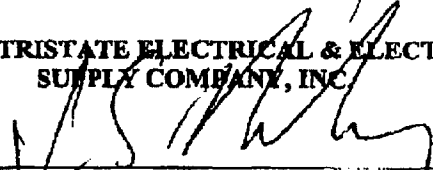
[Signature Page of Plan of Merger]

IN WITNESS WHEREOF, the Parent and each of the Subsidiaries have caused this Plan of Merger to be executed on its behalf by their duly authorized officers, as of the date first above written.

HNA HOLDCO, INC.


By: Jeffrey S. Rosenberg
Assistant Secretary

**TRISTATE ELECTRICAL & ELECTRONICS
SUPPLY COMPANY, INC.**


By: Jeffrey S. Rosenberg
Assistant Secretary

CAMERON & BARKLEY COMPANY


By: Jeffrey S. Rosenberg
Assistant Secretary