

Atty Docket No. **W001-T04059US**

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):
White Cap Industries II, Inc.

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

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

2. Name and address of receiving party(ies)
Name: White Cap Construction Supply, Inc.
Internal Address: _____
Address: _____
Street Address: 3120 Airway Ave.
City: Costa Mesa State: CA Zip: 92626

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 12/02/2004

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

 Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1,478,065

 Additional number(s) attached Yes No

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

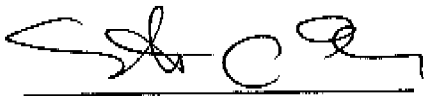
 Street Address: SoCal IP Law Group
310 N Westlake Blvd Ste 120
 City: Westlake Vill State: CA Zip: 91362

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
501524

DO NOT USE THIS SPACE

9. Signature.
 Steven C Sereboff  3-23-2004
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

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

OP \$40.00 1478065

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:35 PM 03/01/2004
FILED 07:07 PM 03/01/2004
SRV 040156300 - 2946914 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WHITE CAP INDUSTRIES II, INC.**

White Cap Industries II, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

~~RESOLVED, that the Certificate of Incorporation of the Corporation be, and hereby is,~~
amended by changing Article 1 thereof, so that, as amended, said Article shall be and read as follows:

The name of the corporation is:

WHITE CAP CONSTRUCTION SUPPLY, INC.

2. That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

3. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said White Cap Industries II, Inc. has caused this certificate to be signed by Matthew P. Thullen, its Secretary, this 12th day of February, 2004.

By /s/ Matthew P. Thullen
Matthew P. Thullen, Secretary

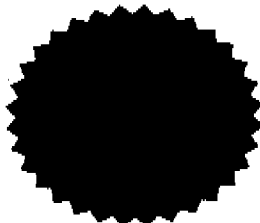
Delaware

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 AMENDMENT OF "WHITE CAP INDUSTRIES II, INC.", CHANGING ITS NAME FROM "WHITE CAP INDUSTRIES II, INC." TO "WHITE CAP CONSTRUCTION SUPPLY, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2004, AT 7:07 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

AUTHENTICATION: 2962670

2946914 8100

040156300

DATE: 03-02-04

TRADEMARK

RECORDED: 03/24/2004

REEL: 002819 FRAME: 0468