

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AMSAN MINNESOTA, INC.		12/22/2003	CORPORATION: NORTH CAROLINA

RECEIVING PARTY DATA	
Name:	AmSan, LLC
Street Address:	Three Parkway North
Internal Address:	Suite 120N
City:	Deerfield
State/Country:	ILLINOIS
Postal Code:	60015
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2078034	MATCRAFTERS

CORRESPONDENCE DATA	
Fax Number:	(336)607-7500
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	336-607-7308
Email:	aroppel@kilpatrickstockton.com
Correspondent Name:	Andrew Roppel, Esquire
Address Line 1:	1001 West Fourth Street
Address Line 4:	Winston-Salem, NORTH CAROLINA 27101

ATTORNEY DOCKET NUMBER:	54029/291860
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NAME OF SUBMITTER:	Andrew Roppel, Esquire
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Total Attachments: 11
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OP \$40.00 2078034

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**AGREEMENT AND PLAN OF MERGER
OF
MERGING ENTITIES
AND
AMSAN, LLC
(a Delaware limited liability company)**

AGREEMENT AND PLAN OF MERGER entered into on this 15th day of December, 2003 by the entities listed on Exhibit A, attached hereto and incorporated herein, (individually a "Merging Entity" and collectively, the "Merging Entities") and by AmSan, LLC, a limited liability company of the State of Delaware.

WHEREAS, AmSan, LLC is a limited liability company of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware; and

WHEREAS, each of the Merging Entities is a subsidiary of AmSan, LLC and is a corporation or limited liability company of the state indicated in the chart on Exhibit A hereto; and

WHEREAS, the corporation and limited liability company laws of the Merging Entities permits a merger of a corporation or limited liability company of the state of incorporation or organization with and into a limited liability company of another jurisdiction; and

WHEREAS, the Limited Liability Company Act of the State of Delaware permits the merger of a corporation or limited liability company of another jurisdiction with and into a limited liability company of the State of Delaware; and

WHEREAS, AmSan, LLC and the Merging Entities and the respective managers and Board of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said entities and their respective members and stockholders to merge the Merging Entities with and into AmSan, LLC pursuant to the provisions of the Delaware Limited Liability Company Act and pursuant to the provisions of the laws of the state of incorporation or organization of the Merging Entities upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by AmSan, LLC and approved by its Managers and being thereunto duly entered into by each of the Merging Entities and approved by a resolution adopted by their Managers or Board of Directors, as applicable, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan of Merger set forth.

1. AmSan, LLC and each of the Merging Entities shall, pursuant to the provisions of the states of incorporation or organization of each of the Merging Entities and the provisions of the Limited Liability Company Act of the State of Delaware, be merged with and into a single limited liability company, to wit, AmSan, LLC, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving

corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Limited Liability Company Act of the State of Delaware. The separate existence of each of the Merging Entities, which is sometimes hereinafter referred to as the "terminating company" or "terminating companies", shall cease at said effective time in accordance with the provisions of the states of incorporation or organization.

2. The Certificate of Formation of the surviving limited liability company as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for shall be the Certificate of Formation of said surviving Limited Liability Company; and said Certificate of Formation shall continue to be the Certificate of Formation of said surviving limited liability company until amended and changed pursuant to the provisions of the Limited Liability Company Act of the State of Delaware.

3. The present operating agreement of the surviving limited liability company will be the operating agreement of said surviving limited liability company and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Limited Liability Act of the State of Delaware.

4. The managers and officers in office of the surviving limited liability company at the effective time of the merger shall remain as the managers and officers of the surviving limited liability company, all of whom shall hold their positions as managers or officers until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the surviving limited liability company.

5. Each issued share or interest of the terminating companies shall, at the effective time of the merger, be cancelled. The membership interests of the surviving limited liability company shall not be converted or exchanged in any manner.

6. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the terminating companies in accordance with the provisions of their states of incorporation or organization and upon behalf of the surviving limited liability company in accordance with the provisions of the Limited Liability Company Act of the State of Delaware, the said entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the state of incorporation or organization and by the laws of the State of Delaware, and that they will cause to be performed all necessary statutes within such states and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Managers, Directors and the proper officers of the terminating companies and of the surviving limited liability company are hereby authorized, empowered, and directed to do any and all statutes and things, and to make, execute, deliver, file, and 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 Agreement and Plan of Merger or of the merger herein provided for.

8. The effective date of this Agreement and Plan of Merger, and the date and time on which the merger herein agreed upon shall become effective in the State of Delaware, shall be December 31, 2003 at 11:59 p.m..

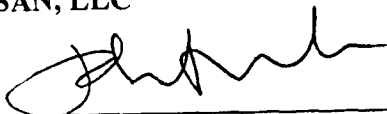
9. Notwithstanding the full approval and adoption of this Agreement and Plan of Merger, the said Agreement and Plan of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware or at any time prior to the filing of any requisite merger documents with state of any Merging Entity in the event that the Managers or Board of Directors of each of the constituent entities agrees that it is the best interest of the parties.

{Signature Page to Agreement and Plan of Merger}

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent entities parties thereto.

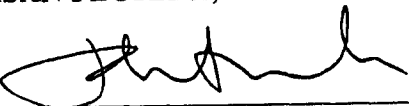
Dated: December 15, 2003.

AMSAN, LLC

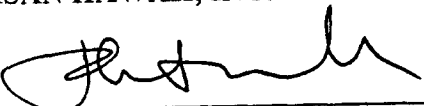
By: 
Philip W. Macnabb,
Manager and Senior Vice President

MERGING ENTITIES:

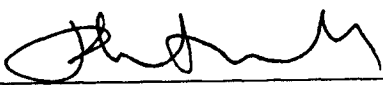
AMSAN FLORIDA, INC.

By: 
Philip W. Macnabb,
Senior Vice President

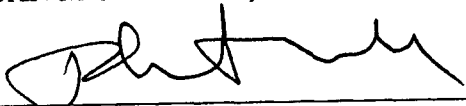
AMSAN HAWAII, INC.

By: 
Philip W. Macnabb
Senior Vice President

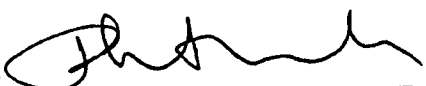
AMSAN ILLINOIS, INC.

By: 
Philip W. Macnabb,
Senior Vice President

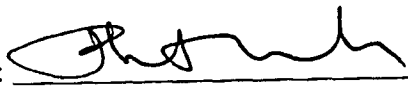
AMSAN MINNESOTA, INC.

By: 
Philip W. Macnabb
Senior Vice President


AMSAN MISSOURI, INC.

By: 
Philip W. Macnabb,
Senior Vice President

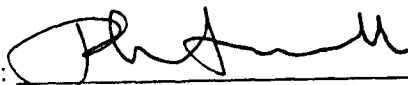
AMSAN NEBRASKA, INC.

By: 
Philip W. Macnabb
Senior Vice President

AMSAN NEW ENGLAND, INC.

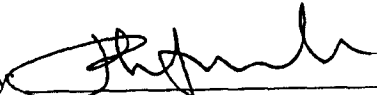
By: 
Philip W. Macnabb,
Senior Vice President

AMSAN NEW YORK, INC.

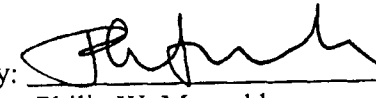
By: 
Philip W. Macnabb
Senior Vice President

{Signature Page to Agreement and Plan of Merger}

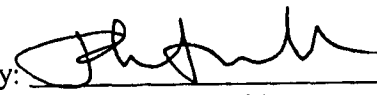
AMSAN WASHINGTON, INC.

By: 
Philip W. Macnabb,
Senior Vice President

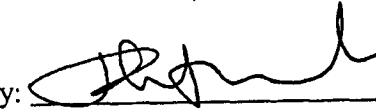
AMSAN WEST, INC.

By: 
Philip W. Macnabb
Senior Vice President

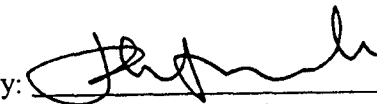
BAMA SUPPLY COMPANY, INC.

By: 
Philip W. Macnabb,
Senior Vice President

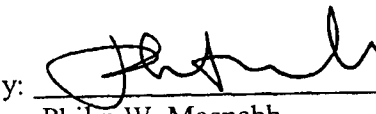
BOGEL SALES, INC.

By: 
Philip W. Macnabb
Senior Vice President

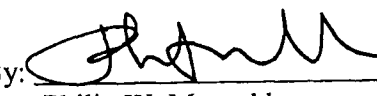
CUSTODIAL SUPPLY COMPANY

By: 
Philip W. Macnabb,
Senior Vice President

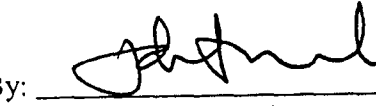
E.C. JACKSON SUPPLY CO., INC.

By: 
Philip W. Macnabb
Senior Vice President

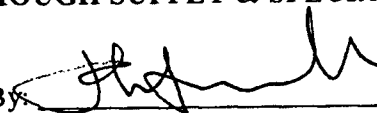
EVE INCORPORATED

By: 
Philip W. Macnabb,
Senior Vice President

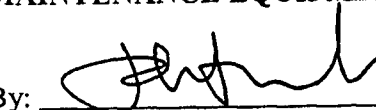
GUEST PRODUCTS, INC.

By: 
Philip W. Macnabb
Senior Vice President

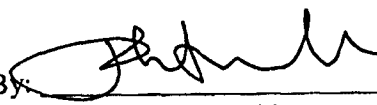
HOUGH SUPPLY & SPECIALTY CO.

By: 
Philip W. Macnabb,
Senior Vice President

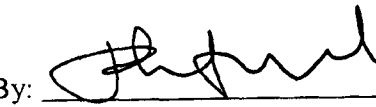
MAINTENANCE EQUIPMENT CO.

By: 
Philip W. Macnabb
Senior Vice President

MAINTENANCE SUPPLY COMPANY, LLC


By: 
Philip W. Macnabb,
Manager and Senior Vice President

MANNY'S SANITARY SUPPLIES, LLC

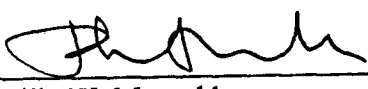
By: 
Philip W. Macnabb
Manager and Senior Vice President

{Signature Page to Agreement and Plan of Merger}

OLYMPIC SUPPLY, INC.

By: 
Philip W. Macnabb,
Manager and Senior Vice President

SANITARY SUPPLY SPECIALTIES

By: 
Philip W. Macnabb
Manager and Senior Vice President

SCOT SUPPLY COMPANY

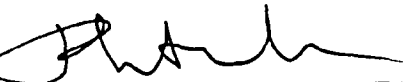
By: 
Philip W. Macnabb,
Senior Vice President

EXHIBIT A

MERGING ENTITIES

<u>Company</u>	<u>Incorporation State</u>	<u>Outstanding Shares</u>
AmSan Florida, Inc.	North Carolina	1,000
AmSan Hawaii, Inc.	North Carolina	1,000
AmSan Illinois, Inc.	North Carolina	1,000
AmSan Minnesota, Inc.	North Carolina	1,000
AmSan Missouri, Inc.	Missouri	1,000
AmSan Nebraska, Inc.	North Carolina	1,000
AmSan New England, Inc.	North Carolina	1,021
AmSan New York, Inc.	North Carolina	1,000
AmSan Washington, Inc.	North Carolina	1,000
AmSan West, Inc.	Delaware	1,000
Bama Supply Company, Inc.	Alabama	2,101
Bogel Sales, Inc.	Texas	5,351
Custodial Supply Company	Washington	21,120
E.C. Jackson Supply Co., Inc.	Texas	61,344
Eve Incorporated	Oklahoma	134.21
Guest Products, Inc.	Texas	812
Hough Supply & Specialty Co.	Ohio	400
Maintenance Equipment Co.	Georgia	375
Maintenance Supply Company, LLC	North Carolina	n/a
Manny's Sanitary Supplies, LLC	North Carolina	n/a
Olympic Supply, Inc.	Washington	125,100
Sanitary Supply Specialties	New Jersey	200
Scot Supply Company	Oregon	100

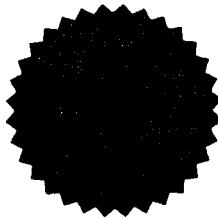
Delaware

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 MERGER, WHICH MERGES:

"AMSAN FLORIDA, INC.", A NORTH CAROLINA CORPORATION,
"AMSAN HAWAII, INC.", A NORTH CAROLINA CORPORATION,
"AMSAN ILLINOIS, INC.", A NORTH CAROLINA CORPORATION,
"AMSAN MINNESOTA, INC.", A NORTH CAROLINA CORPORATION,
"AMSAN MISSOURI, INC.", A MISSOURI CORPORATION,
"AMSAN NEBRASKA, INC.", A NORTH CAROLINA CORPORATION,
"AMSAN NEW ENGLAND, INC.", A UNITED STATES CORPORATION,
"AMSAN NEW YORK, INC.", A NORTH CAROLINA CORPORATION,
"AMSAN WASHINGTON, INC.", A NORTH CAROLINA CORPORATION,
"AMSAN WEST, INC.", A DELAWARE CORPORATION,
"BAMA SUPPLY COMPANY, INC.", A ALABAMA CORPORATION,
"BOGEL SALES, INC.", A TEXAS CORPORATION,
"CUSTODIAL SUPPLY COMPANY", A WASHINGTON CORPORATION,
"E.C. JACKSON SUPPLY CO., INC.", A TEXAS CORPORATION,
"EVE INCORPORATED", A OKLAHOMA CORPORATION,
"GUEST PRODUCTS, INC.", A TEXAS CORPORATION,
"HOUGH SUPPLY & SPECIALTY CO.", A OHIO CORPORATION,



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2797249 8100M

AUTHENTICATION: 2836081

030834733

DATE: 12-24-03

TRADEMARK
REEL: 002876 FRAME: 0959

Delaware

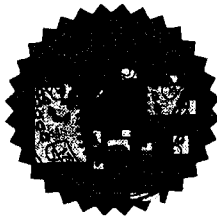
PAGE 2

The First State

"MAINTENANCE EQUIPMENT CO.", A GEORGIA CORPORATION,
"MAINTENANCE SUPPLY COMPANY, LLC", A NORTH CAROLINA LIMITED
LIABILITY COMPANY,
"MANNY'S SANITARY SUPPLIES, LLC", A NORTH CAROLINA LIMITED
LIABILITY COMPANY,
"OLYMPIC SUPPLY, INC.", A WASHINGTON CORPORATION,
"SANITARY SUPPLY SPECIALTIES", A NEW JERSEY CORPORATION,
"SCOT SUPPLY COMPANY", A OREGON CORPORATION,
WITH AND INTO "AMSAN, LLC" UNDER THE NAME OF "AMSAN, LLC", A
LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS
OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE
THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2003, AT 11:07 O'CLOCK
A.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. 2003, 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

2797249 8100M

AUTHENTICATION: 2836081

030834733

DATE: 12-24-03

TRADEMARK
REEL: 002876 FRAME: 0960

**CERTIFICATE OF MERGER
OF
MERGING ENTITIES
AND
AMSAN, LLC
(a Delaware limited liability company)**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

1. The name of the surviving limited liability company is AmSan, LLC, a Delaware limited liability company.

2. The name of the entities being merged (the "Merging Entities") into this surviving limited liability company are:

AmSan Florida, Inc., a North Carolina corporation
AmSan Hawaii, Inc., a North Carolina corporation
AmSan Illinois, Inc., a North Carolina corporation
AmSan Minnesota, Inc., a North Carolina corporation
AmSan Missouri, Inc., a Missouri corporation
AmSan Nebraska, Inc., a North Carolina corporation
AmSan New England, Inc., a North Carolina corporation
AmSan New York, Inc., a North Carolina corporation
AmSan Washington, Inc., a North Carolina corporation
AmSan West, Inc., a Delaware corporation
Bama Supply Company, Inc., an Alabama corporation
Bogel Sales, Inc., a Texas corporation
Custodial Supply Company, a Washington corporation
E.C. Jackson Supply Co., Inc., a Texas corporation
Eve Incorporated, an Oklahoma corporation
Guest Products, Inc., a Texas corporation
Hough Supply & Specialty Co., a Ohio corporation
Maintenance Equipment Co., a Georgia corporation
Maintenance Supply Company, LLC, a North Carolina limited liability company
Manny's Sanitary Supplies, LLC, a North Carolina limited liability company
Olympic Supply, Inc., a Washington corporation
Sanitary Supply Specialties, a New Jersey corporation
Scot Supply Company, an Oregon corporation

3. The Agreement of Merger has been approved and executed by all of the merging entities and the surviving limited liability company.


4. The name of the surviving limited liability company is AmSan, LLC.

5. The executed Agreement of Merger is on file at Three Parkway North, Suite 120N, Deerfield, Illinois 60016, the principal place of business of the surviving limited liability company.

6. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

7. The effective time and date of the merger provided herein shall be 11:59 p.m. on December 31, 2003.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this 22nd day of December, 2003.

By: 
Philip W. Macnabb, Manager and Sr. V.P.

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