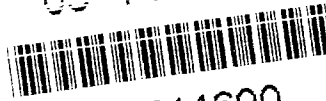


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05-14-2004



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Docket No.:  
119488-6001

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To the Director of the United States Patent and Trademark Office

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**Old Lesco Corporation, Inc.**  
1890 Milford Street  
Charleston, South Carolina 29405

- Individual(s)
- General Partnership
- Corporation-State **South Carolina**
- Other

Additional names(s) of conveying party(ies)  Yes  No

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

Execution Date: **December 22, 2003**

2. Name and address of receiving party(ies):

Name: **Sumter Utilities, Inc.**

Internal Address: \_\_\_\_\_

Street Address: **1151 North Pike West**

City: **Sumter** State: **SC** ZIP: **29153**

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

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

**2,696,981**

Additional numbers  Yes  No

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

Name: **Tim Headley**

Internal Address: \_\_\_\_\_

**Gardere Wynne Sewell LLP**

Street Address: **1000 Louisiana, Suite 3400**

City: **Houston** State: **TX** ZIP: **77002**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41): \$ **\$40.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

**Excess or deficiency to be credit/debit to 07-0153**

DO NOT USE THIS SPACE

9. 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.*

**Tim Headley**  
Name of Person Signing

*Tim Headley*  
Signature

**April 30, 2004**  
Date

05/04/2004 08:21:00 00000073 2696981 Total number of pages including cover sheet, attachments, and

**7**

Documents to be recorded with required cover sheet information to:  
Mail Stop Recordation Services  
Director of the United States Patent and Trademark Office  
P.O. Box 1450, Alexandria, VA 22313-1450

**TRADEMARK**  
**REEL: 002966 FRAME: 0170**

DEC 3 1 2003

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

FILED

DEC 3 1 2003

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

ARTICLES OF MERGER  
OR SHARE EXCHANGE

*Mark Hammond*  
SECRETARY OF STATE

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-11-105 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following information:

1. The name of the surviving or acquiring corporation is Sumter Utilities, Inc.
2. Attached hereto and made a part hereof is a copy of the Plan of Merger or Share Exchange (see Sections 33-11-101 (merger) 33-11-102 (share exchange), 33-11-104 (merger of subsidiary into parent) 33-11-107 (merger or share exchange with a foreign corporation), and 33-11-108 (merger of a parent corporation into one of its subsidiaries) of the 1976 South Carolina Code of Laws, as amended).
3. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction:
  - (a) Name of the corporation Sumter Utilities, Inc.  
Complete either (1) or (2), whichever is applicable:
    - (1)  Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104 (a), and 33-11-108(a) of the 1976 South Carolina Code of Laws, as amended).
    - (2)  The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares	
				For	Against
all	1,000	1,000	1,000	1,000	0

\*NOTE: Pursuant to Section 33-11-105(a)(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

- (b) Name of the corporation: Old Lasco Corporation, Inc.  
Complete either (1) or (2), whichever is applicable:
  - (1)  Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a), and 33-11-108 (a)).
  - (2)  The plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

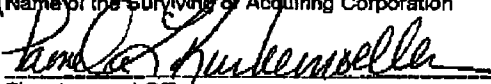
Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares	
				For	Against
all	10,000	10,000	10,000	10,000	0

Old Lasco Corporation, Inc.  
Name of Corporation

**\*NOTE:** Pursuant to Section 33-11-105 (a )(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State ( See Section 33-1-230(b)of the 1976 South Carolina Code of Laws): 12/31/03

Date December 22, 2003

Sunter Utilities, Inc.  
(Name of the Surviving or Acquiring Corporation)  
  
Signature and Office

Pamela L. Kunkemoeller, Vice President  
Type or Print Name and Office

**FILING INSTRUCTIONS**

- 1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
- 2. Filing fee (payable to the Secretary of State at the time of filing of this document)
 

Filing Fee .....	\$ 10.00
Filing Tax .....	\$100.00
Total.....	\$110.00
- 3. TWO COPIES OF THE PLAN OF MERGER OR SHARE EXCHANGE MUST BE FILED WITH THIS FORM AS AN ATTACHMENT.

Return to: Secretary of State  
PO Box 11350  
Columbia SC 29211

## PLAN OF MERGER

**PLAN OF MERGER** adopted by Old Lesco Corporation, Inc., a business corporation organized under the laws of the State of South Carolina, by resolution of its Board of Directors on December 22, 2003, and adopted on December 22, 2003 by Sumter Utilities, Inc., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on December 22, 2003. The names of the corporations planning to merge are Old Lesco Corporation, Inc., a business corporation organized under the laws of the State of South Carolina, and Sumter Utilities, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Old Lesco Corporation, Inc. plans to merge is Sumter Utilities, Inc.

1. Old Lesco Corporation, Inc. and Sumter Utilities, Inc., shall, pursuant to the provisions of the South Carolina Business Corporation Act of 1988 and the provisions of the laws of the jurisdiction of organization of Sumter Utilities, Inc. be merged with and into a single corporation, to wit, Sumter Utilities, Inc., which shall be the surviving corporation at the effective time and date 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 laws of the jurisdiction of its organization. The separate existence of Old Lesco Corporation, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance provisions of the South Carolina Business Corporation Act of 1988.

2. The certificate of incorporation of the surviving corporation at the effective time of the merger in the jurisdiction of its organization be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation 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 laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

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5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the South Carolina Business Corporation Act of 1988, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

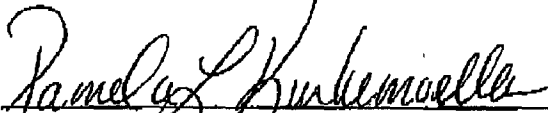
7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the South Carolina Business Corporation Act of 1988, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of South Carolina and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, 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 or of the merger herein provided for.

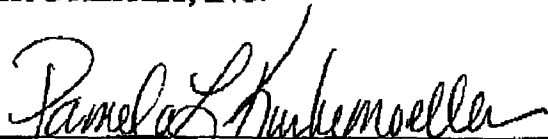
9. The Merger shall become effective December 31, 2003.

Dated: December 22, 2003

OLD LESCO CORPORATION, INC.

By:   
Pamela L. Kunkernoeller, Vice President

SUMTER UTILITIES, INC.

By:   
Pamela L. Kunkernoeller, Vice President

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