

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ATC DISTRIBUTION GROUP, INC.		04/01/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	ACE DISTRIBUTION GROUP, INC.		
Street Address:	9001 Cane Run Road		
City:	Louisville		
State/Country:	KENTUCKY		
Postal Code:	40258		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	76572659	280PS	
Serial Number:	76572652	AMBERSOL	
CORRESPONDENCE DATA			
Fax Number:	(215)655-2317		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215.994.2317		
Email:	hal.borden@dechert.com		
Correspondent Name:	Dechert LLP		
Address Line 1:	4000 Bell Atlantic Tower		
Address Line 2:	1717 Arch Street		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103-2793		
NAME OF SUBMITTER:	Hal E. Borden		
Signature:	/Hal Borden/		
Date:	02/01/2005		

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Total Attachments: 2

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State of Delaware
Secretary of State
Division of Corporations
Delivered 05:14 PM 04/01/2004
FILED 04:10 PM 04/01/2004
SRV 040241917 - 2774996 FILE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ATC DISTRIBUTION GROUP, INC.

ATC Distribution Group, Inc, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company").

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company by 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 the Company:

RESOLVED, that the Board of Directors of the Company deems it advisable and in the Company's best interest and recommends that the Company's name be changed to ACE Distribution Group, Inc., and that the Company's Certificate of Incorporation be amended to effect such name change by deleting in its entirety Section 1 thereof and inserting in its place a new Section 1 which shall read as follows:

1. **Name.** The name of the Company is ACE Distribution Group, Inc.

and further

RESOLVED, that the foregoing proposed change of the Company's name and amendment of the Company's Certificate of Incorporation be submitted for consideration by the stockholders of the Company; and further

RESOLVED, that upon approval by the stockholders of the Company of the proposed name change and amendment of the Company's Certificate of Incorporation, the officers of the Company be, and each of them hereby is, authorized, empowered and directed to execute and file a Certificate of Amendment of the Company's Certificate of Incorporation effecting such name change with the Office of the Secretary of State of Delaware; and further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to take, or cause to be taken, all such further actions in connection with the actions contemplated by the foregoing resolutions, and to execute, deliver and

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perform, or cause to be executed, delivered and performed, all such documents as they shall deem necessary or advisable to effectuate the intent and purposes of the foregoing resolutions and the actions contemplated thereby.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: 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.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation of the Corporation shall be effective upon filing with the Office of the Secretary of the State of Delaware.

IN WITNESS WHEREOF, the said ATC Distribution Group, Inc. has caused this Certificate of Amendment of the Certificate of Incorporation to be executed by Theodore Kachel, its ~~Chief Executive Officer~~ on this 1st day of April, 2004.



Name: Theodore Kachel

Title: Chief Executive Officer