

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
National Distribution and Contracting, Inc.		10/02/2003	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	National Distribution & Contracting, Inc.		
<b>Street Address:</b>	402 BNA Drive, Suite 500		
<b>City:</b>	Nashville		
<b>State/Country:</b>	TENNESSEE		
<b>Postal Code:</b>	37217		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3020616	PRO ADVANTAGE	
Registration Number:	3267169	PRO ADVANTAGE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(423)785-8480		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	4237858295		
<b>Email:</b>	pliner@millermartin.com		
<b>Correspondent Name:</b>	Patricia P. Liner		
<b>Address Line 1:</b>	832 Georgia Avenue		
<b>Address Line 2:</b>	Suite 1000 Volunteer Building		
<b>Address Line 4:</b>	Chattanooga, TENNESSEE 37402-2289		
<b>ATTORNEY DOCKET NUMBER:</b>	50602-0001		
<b>NAME OF SUBMITTER:</b>	Patricia P. Liner		
<b>Signature:</b>	/Patricia P. Liner/		

CH \$65.00 3020616

Date:

02/23/2009

**Total Attachments: 8**

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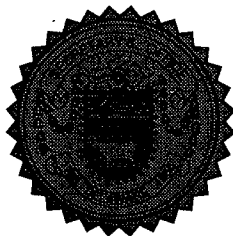
# Delaware

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 RESTATED CERTIFICATE OF "NATIONAL DISTRIBUTION AND CONTRACTING, INC.", CHANGING ITS NAME FROM "NATIONAL DISTRIBUTION AND CONTRACTING, INC." TO "NATIONAL DISTRIBUTION & CONTRACTING, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2003, AT 5:34 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

0466424 8100

AUTHENTICATION: 2697952

030667187

DATE: 10-20-03  
TRADEMARK

REEL: 003940 FRAME: 0377

**FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
NATIONAL DISTRIBUTION AND CONTRACTING, INC.**

NATIONAL DISTRIBUTION AND CONTRACTING, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The original Certificate of Incorporation of the Corporation was filed on May 19, 1953, under the name of Associated Buyers Co., pursuant to the laws of the State of Delaware.
2. The original Certificate of Incorporation was thereafter amended pursuant to Certificates of Amendment filed October 8, 1954 and July 13, 1959.
3. A Restated Certificate of Incorporation was filed on July 28, 1977 under the name of ABCO Dealers, Inc. pursuant to the laws of the State of Delaware.
4. The Restated Certificate was thereafter amended and restated by a Second Restated Certificate of Incorporation filed June 20, 1980.
5. The Second Restated Certificate was thereafter amended pursuant to a Certificate of Amendment filed September 18, 1986.
6. The Second Restated Certificate, as amended, was thereafter amended and restated by a Third Restated Certificate of Incorporation filed May 5, 1995.
7. The Third Restated Certificate was thereafter amended pursuant to Certificates of Amendment filed October 2, 1996 and August 19, 1998.
8. The Third Restated Certificate, as amended, was thereafter amended and restated by a Fourth Restated Certificate of Incorporation filed July 1, 1999 under the name of National Distribution and Contracting, Inc.

9. This Fifth Amended and Restated Certificate of Incorporation further amends the Certificate of Incorporation of the Corporation, as previously restated and amended.

10. This Fifth Amended and Restated Certificate of Incorporation was duly adopted by vote of the Stockholders of the Corporation on October 2, 2003, pursuant to §§ 242 and 245 of the Delaware General Corporation Law.

11. The text of the Certificate of Incorporation as amended and restated hereby is as follows:

**FIRST:** The name of the corporation (hereinafter called the "Corporation") is NATIONAL DISTRIBUTION & CONTRACTING, INC.

**SECOND:** The registered office of the Corporation in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle 19808. The registered agent in charge thereof is The Prentice-Hall Corporation System, Inc.

**THIRD:** The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:**

(A) The total number of shares of stock which the Corporation shall have authority to issue (the "Stock") is five million (5,000,000) and the par value of each of such shares is Seven Ten Thousandths of One Cent (\$0.0007) amounting in the aggregate to Three Thousand Five Hundred and No/100 Dollars (\$3,500.00). Each share of Stock of whatever class of the Corporation outstanding as of October 2, 2003 (the "Previously Existing Stock") shall be automatically deemed exchanged for and converted to one thousand (1,000) shares of the Stock authorized in the preceding sentence of this Section (A) of Article FOURTH as of October 2,

2003. Any rights of the Previously Existing Stock shall terminate as of October 2, 2003, other than the right to be exchanged for and converted to the Stock authorized in the first sentence of this Section (A) of Article FOURTH. After October 2, 2003, each share of Stock of the Corporation shall entitle each Stockholder of the Corporation to the same rights notwithstanding what class of Previously Existing Stock the Stockholder may have held.

(B) To be eligible to be a Stockholder of the Corporation, a person or entity must be a member of a buying group that is a subsidiary or affiliate of the Corporation (a "Buying Group") or an officer or employee of the Corporation. In certain limited circumstances described in the Bylaws, this requirement shall not apply. Each share of Stock shall entitle the holder thereof to the same rights.

(C) The shares of Stock of the Corporation are restricted as to transferability and may not be sold, given as a gift, inter vivos, by testamentary disposition, or by the laws of intestate succession, exchanged, endorsed, transferred, assigned, bequeathed, or otherwise disposed of, except for transfer to the Corporation upon redemption, unless such transfer is approved or deemed approved by the Board of Directors pursuant to the Bylaws. These restrictions on transfer shall be binding on any transferee or other holder of the Stock.

(D) The Corporation shall have the option and, under certain circumstances and conditions, the obligation, to repurchase the shares of the Corporation owned by any Stockholder, all as provided and set forth in the Bylaws of the Corporation. Upon a Stockholder's membership in a buying group that is a subsidiary or affiliate of the Corporation terminating or expiring and in certain other events described in the Bylaws, then in any such event such Stockholder's right to vote its shares of Stock and other rights as a Stockholder in the Corporation shall terminate as provided in the Bylaws. In addition, and notwithstanding any other provision of this Certificate of Incorporation, as amended, (i) in the event that any Stock in the Corporation owned by any Stockholder of the Corporation is acquired by any person or entity that is already a Stockholder of the Corporation (an "Existing Stockholder") or by any other person or entity controlled, directly or indirectly, by any such Existing Stockholder or (ii) in the event any Stockholder of the Corporation is acquired (by merger, stock purchase, share exchange

or otherwise) by any Existing Stockholder or by any entity controlled directly or indirectly by any such Existing Stockholder or by any person or entity that controls directly or indirectly any Stockholder of the Corporation or (iii) in the event any other acquisition or other event occurs so that any person or entity owns directly or indirectly more than twenty-five thousand (25,000) shares of Stock of the Corporation or controls directly or indirectly the voting of more than twenty-five thousand (25,000) shares of Stock on the Corporation, then in any of such events, the Stock owned or controlled directly or indirectly by such person or entity, other than twenty-five thousand (25,000) shares, shall not be entitled to be voted at a meeting of Stockholders of the Corporation and shall not be counted in determining a quorum for taking action at a meeting of Stockholders. For purposes of this Article FOURTH (D), and without limitation, a Stockholder or other person or entity shall be deemed to own or control directly or indirectly another person or entity if by virtue of direct or indirect ownership, representation on the governing body of such person or entity, contract, or otherwise, it does in fact control the business, decisions and/or other conduct or acts of such person or entity or has the ability to control the business, decisions and/or other conduct or acts of such person or entity, whether such ability is exercised or not. For purposes of this Article FOURTH (D), and without limitation, a Stockholder or other person or entity shall be deemed to own or control the voting of directly or indirectly, shares of Stock of the Corporation if by virtue of direct or indirect ownership, representation on the governing body of the owner of the shares, contract or otherwise, it does or would in fact determine how such shares are voted or has the ability to determine how such shares would be voted whether such ability is exercised or not. The intent of this Article FOURTH (D) is that no Stockholder or other person or entity shall have the ability to vote or control the voting, directly or indirectly, of more than twenty-five thousand (25,000) shares of Stock of the Corporation and this Article FOURTH (D) shall be construed liberally to carry out such intent.

Any of its shares repurchased by the Corporation shall be either held as Treasury Stock or canceled, as the Directors may determine.

(E) In the event the Corporation does not have sufficient capital and surplus to repurchase the shares which the Corporation may desire or be obligated to repurchase under the provisions of its Certificate of Incorporation and Bylaws, the Board of Directors may

take such legal steps as may be appropriate or necessary to enable the Corporation lawfully to repurchase and pay for such shares, including, but not limited to, causing the assets of the Corporation to be reappraised on its books and/or to recapitalize the Corporation.

(F) No Stockholder shall be permitted to own directly or indirectly more than a total of twenty-five thousand (25,000) shares of Stock of the Corporation unless such Stockholder owns more than such number of shares as of October 2, 2003, or such Stockholder is a transferee of additional shares of Stock permitted under and pursuant to the Bylaws and provided that in all cases all provisions of this Certificate of Incorporation and the Bylaws shall apply.

(G) The net worth of the Corporation shall be allocated equally among the shares of Stock unless the Bylaws provide otherwise, in which event the net worth of the Corporation shall be allocated in such manner as provided for in the Bylaws.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: The private property of the Stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of this Corporation, and for further definition, limitation, and regulation of the powers of this Corporation and of its Directors and Stockholders:

(a) With the consent in writing, or pursuant to a vote of the holders of two-thirds of the capital stock entitled to vote, the Directors shall have authority to dispose, in any manner, of the whole property of the Corporation.

(b) The Bylaws, as adopted by the Stockholders of the Corporation, shall be deemed to constitute a contract between the Corporation and its Stockholders.



EIGHTH: The Corporation reserves the right, by vote of the holders of two-thirds of its outstanding shares entitled to vote, to amend, change, or repeal any provision contained in this Certificate in the manner now or hereafter prescribed by statute.

NINTH: No holder of any of the Stock of the Corporation shall, as such holder, have any right to purchase or subscribe for any stock of any class which the Corporation may issue or sell, whether or not such stock is exchangeable for any stock of the Corporation of any other class or classes, and whether such stock is issued out of the number of shares authorized by the Certificate of Incorporation or the Corporation as originally filed, or by any amendment thereof, or out of shares of the stock of the Corporation acquired by its after the issue thereof, nor shall any holder of any of the stock of the Corporation, as such holder, have any right to purchase or subscribe for any obligation which the Corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the stock of the Corporation of any class or classes, or to which shall be attached or shall confer upon the holder or owner thereof the right to subscribe for, or purchase from, the Corporation any shares of its stock of any class or classes.

TENTH: No Director of this Corporation shall be liable for monetary damages to this Corporation or its Stockholders for a breach of fiduciary duty as a Director that takes place after the adoption of this provisions by the Stockholders of this Corporation, unless it is alleged and proven that such breach of fiduciary duty involved (a) a breach of the Director's duty of loyalty to the Corporation or its Stockholders, (b) an act or omission involving bad faith, intentional misconduct, or knowing violation of law, (c) a violation of Section 174 of the Delaware General Corporation Law relating to unlawful dividends, or unlawful stock purchase or redemptions, or (d) a transaction from which a Director derives an improper personal benefit.

FROM CORPORATION TRUST 302-655-2480

(FRI) 10. 17. 03 17:06/ST. 17:04/NO. 4862069871 P 8  
MALLON MARLIN & TRABUE 008/008

IN WITNESS WHEREOF, NATIONAL DISTRIBUTION AND CONTRACTING, INC.,  
has caused this Certificate to be executed by its President, effective as of this 2nd day of  
October, 2003.

NATIONAL DISTRIBUTION AND  
CONTRACTING, INC.

By James E. Stover  
James E. Stover  
President