

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/15/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
American Dental Cooperative, Inc.		05/07/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	National Distribution & Contracting, Inc.
Street Address:	402 BNA Drive, Suite 500
City:	Nashville
State/Country:	TENNESSEE
Postal Code:	37217
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2198713	QUALA
Registration Number:	2143039	Q
Registration Number:	2271539	AMERICAN DENTAL COOPERATIVE, INC.
Registration Number:	2266333	ADC
Serial Number:	77650524	QUALA
Serial Number:	77650873	QUALA
Serial Number:	77650876	QUALA
Serial Number:	77650877	QUALA
Serial Number:	77650897	QUALA
Serial Number:	77651099	QUALA

CORRESPONDENCE DATA

Fax Number: (423)785-8480

900139504

**TRADEMARK
 REEL: 004031 FRAME: 0885**

CH \$265.00 2198713

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 4237858295
Email: pliner@millermartin.com
Correspondent Name: Patricia P. Liner
Address Line 1: 832 Georgia Avenue
Address Line 2: Suite 1000 Volunteer Building
Address Line 4: Chattanooga, TENNESSEE 37402-2289

ATTORNEY DOCKET NUMBER:	50602-0001
NAME OF SUBMITTER:	Patricia P. Liner
Signature:	/Patricia P. Liner/
Date:	07/27/2009

Total Attachments: 2
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CERTIFICATE OF MERGER

OF

**AMERICAN DENTAL COOPERATIVE, INC.
AND
MED-PLUS SERVICES USA, INC.,
each a Delaware corporation**

WITH AND INTO

**NATIONAL DISTRIBUTION & CONTRACTING, INC.,
a Delaware corporation**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) American Dental Cooperative, Inc., which is incorporated under the laws of the State of Delaware;

(ii) Med-Plus Services USA, Inc., which is incorporated under the laws of the State of Delaware; and

(iii) National Distribution & Contracting, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 251 of the Delaware General Corporation Law.

3. The name of the surviving corporation in the merger herein certified is National Distribution & Contracting, Inc., a Delaware corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger in accordance with the provisions of the Delaware General Corporation Law.

4. The Certificate of Incorporation of National Distribution & Contracting, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed in accordance with the provisions of the Delaware General Corporation Law.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: 402 BNA Drive, Suite 500, Nashville, Tennessee 37217.

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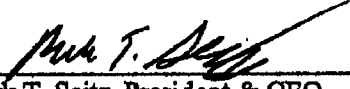
6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The effective time of the merger shall be 11:59 p.m., central time, May 15, 2009.

Executed on this 7th day of May, 2009.

NATIONAL DISTRIBUTION &
CONTRACTING, INC., a Delaware corporation

By: _____


Mark T. Seitz, President & CEO