

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM432289

<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>
Mac-Gray Services, Inc.		04/30/2014	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Mac-Gray Services LLC		
<b>Street Address:</b>	404 Wyman Street		
<b>City:</b>	WALTHAM		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02451		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2557535	MAC GRAY	
<b>Registration Number:</b>	2290643	LIFE JUST GOT EASIER	
<b>Registration Number:</b>	3979409	THE CAMPUS CLOTHES LINE	
<b>Registration Number:</b>	3942938	THE LAUNDRY ROOM EXPERTS	
<b>Registration Number:</b>	3989850	DIGITAL LAUNDRY IS HERE.	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2127352000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	212-735-2811		
<b>Email:</b>	mribando@skadden.com		
<b>Correspondent Name:</b>	Skadden, Arps, Slate, Meagher & Flom LLP		
<b>Address Line 1:</b>	Four Times Square		
<b>Address Line 2:</b>	Monique L. Ribando		
<b>Address Line 4:</b>	NEW YORK, NEW YORK 10036		
<b>ATTORNEY DOCKET NUMBER:</b>	163050/6		
<b>NAME OF SUBMITTER:</b>	Oren Epstein		
<b>SIGNATURE:</b>	/OE/		
<b>DATE SIGNED:</b>	06/22/2017		

CH \$140.00 2557535

**Total Attachments: 35**

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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "MAC-GRAY SERVICES LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "MAC-GRAY CO., INC." TO "MAC-GRAY SERVICES, INC.", FILED THE THIRTEENTH DAY OF AUGUST, A.D. 1997, AT 4 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF MARCH, A.D. 1998, AT 2:25 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF MARCH, A.D. 1998, AT 2:30 O`CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FOURTH DAY OF APRIL, A.D. 1998, AT 10 O`CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1998, AT 2:30 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

2282571 8100X  
SR# 20174579674

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202650647  
Date: 06-05-17

TRADEMARK  
REEL: 006089 FRAME: 0932

# Delaware

The First State

Page 2

*CERTIFICATE OF MERGER, FILED THE FIRST DAY OF MAY, A.D.  
2006, AT 5:58 O`CLOCK P.M.*

*CERTIFICATE OF MERGER, FILED THE FIRST DAY OF APRIL, A.D.  
2008, AT 8:36 O`CLOCK A.M.*

*CERTIFICATE OF MERGER, FILED THE FIRST DAY OF APRIL, A.D.  
2008, AT 8:48 O`CLOCK A.M.*

*CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE  
EIGHTEENTH DAY OF JANUARY, A.D. 2011, AT 9:50 O`CLOCK A.M.*

*CERTIFICATE OF CONVERSION, FILED THE THIRTIETH DAY OF APRIL,  
A.D. 2014, AT 1:45 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY  
OF APRIL, A.D. 2014 AT 5:02 O`CLOCK P.M.*

*CERTIFICATE OF FORMATION, FILED THE THIRTIETH DAY OF APRIL,  
A.D. 2014, AT 1:45 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF  
APRIL, A.D. 2014 AT 5:02 O`CLOCK P.M.*



  
Jeffrey W. Bullock, Secretary of State

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SR# 20174579674

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Authentication: 202650647  
Date: 06-05-17


**TRADEMARK**  
**REEL: 006089 FRAME: 0933**

# Delaware

The First State

Page 3



  
Jeffrey W. Bullock, Secretary of State

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SR# 20174579674

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Authentication: 202650647  
Date: 06-05-17

**TRADEMARK**  
**REEL: 006089 FRAME: 0934**

# Delaware

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "MAC-GRAY SERVICES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF DECEMBER, A.D. 1991, AT 10 O`CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 1991, AT 10 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. 1991.

CERTIFICATE OF AMENDMENT, FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1992, AT 3:30 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SEVENTEENTH DAY OF APRIL, A.D. 1997, AT 5 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

2282571 8310

SR# 20174579674

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202650653

Date: 06-05-17

**TRADEMARK**  
**REEL: 006089 FRAME: 0935**

# Delaware

## The First State

*RESTATED CERTIFICATE, CHANGING ITS NAME FROM "MAC-GRAY CO., INC." TO "MAC-GRAY SERVICES, INC.", FILED THE THIRTEENTH DAY OF AUGUST, A.D. 1997, AT 4 O`CLOCK P.M.*

*CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF MARCH, A.D. 1998, AT 2:25 O`CLOCK P.M.*

*CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF MARCH, A.D. 1998, AT 2:30 O`CLOCK P.M.*

*CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FOURTH DAY OF APRIL, A.D. 1998, AT 10 O`CLOCK A.M.*

*CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1998, AT 2:30 O`CLOCK P.M.*

*CERTIFICATE OF MERGER, FILED THE FIRST DAY OF MAY, A.D. 2006, AT 5:58 O`CLOCK P.M.*

*CERTIFICATE OF MERGER, FILED THE FIRST DAY OF APRIL, A.D. 2008, AT 8:36 O`CLOCK A.M.*

*CERTIFICATE OF MERGER, FILED THE FIRST DAY OF APRIL, A.D. 2008, AT 8:48 O`CLOCK A.M.*

*CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE EIGHTEENTH DAY OF JANUARY, A.D. 2011, AT 9:50 O`CLOCK A.M.*



  
Jeffrey W. Bullock, Secretary of State

2282571 8310

SR# 20174579674

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202650653

Date: 06-05-17

**TRADEMARK**  
**REEL: 006089 FRAME: 0936**

# Delaware

The First State

*CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "MAC-GRAY SERVICES, INC." TO "MAC-GRAY SERVICES LLC, FILED THE THIRTIETH DAY OF APRIL, A.D. 2014, AT 1:45 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF APRIL, A.D. 2014 AT 5:02 O`CLOCK P.M.*

*CERTIFICATE OF FORMATION, FILED THE THIRTIETH DAY OF APRIL, A.D. 2014, AT 1:45 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF APRIL, A.D. 2014 AT 5:02 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "MAC-GRAY SERVICES LLC".*

*AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.*



  
Jeffrey W. Bullock, Secretary of State

2282571 8310

SR# 20174579674

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202650653

Date: 06-05-17

**TRADEMARK**  
**REEL: 006089 FRAME: 0937**



**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
MAC-GRAY CO., INC.**

**MAC-GRAY CO., INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:**

1. The name of the Corporation is Mac-Gray Co., Inc. The date of the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was December 20, 1991.
2. This Amended and Restated Certificate of Incorporation amends and restates the provisions of the Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on December 20, 1991 (the "Certificate of Incorporation"), and the Board of Directors has duly adopted a resolution setting forth the proposed amendment and restatement to the Certificate of Incorporation of the Corporation, recommending said amendment and restatement to the stockholders of the Corporation as being advisable and in the best interests of the Corporation and directing that such amendment be submitted to and be considered by the stockholders of the Corporation for approval by written consent, all in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.
3. The text of the Certificate of Incorporation is hereby amended and restated in its entirety to provide as herein set forth in full.

**ARTICLE I**

The name of the corporation is Mac-Gray Services, Inc.

**ARTICLE II**

The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

*STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:00 PM 08/13/1997  
971271145 - 2282571*

**TRADEMARK  
REEL: 006089 FRAME: 0938**

ARTICLE IV

The total number of shares of stock which the corporation shall have authority to issue is one hundred thousand (100,000) shares of Common Stock. The par value of each share is \$.01.

ARTICLE V

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

ARTICLE VII

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. No amendment or repeal of this Section shall adversely affect the rights and protection afforded to a director of the corporation under this Section for acts or omissions occurring prior to such amendment or repeal.

ARTICLE VIII

No action on a matter to be taken by stockholders without a meeting under Section 228 of the Delaware General Corporation Law may be taken without the written consent of the holders of all of the outstanding stock entitled to vote on the matter.

ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them,

any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

I, John S. Olbrych, Chief Financial Officer of the Corporation, for the purpose of amending and restating the Corporation's Certificate of Incorporation pursuant to the General Corporation Law of the State of Delaware, do hereby make this certificate, hereby declaring and certifying that it is my act and deed on behalf of the Corporation this 20 day of May, 1997.

  
John S. Olbrych  
Chief Financial Officer

DOCSCS11500.2

**CERTIFICATE OF MERGER**  
**OF**  
**R. BODDEN COIN-OP LAUNDRY, INC., a Florida corporation**  
**INTO**  
**MAC-GRAY SERVICES, INC., a Delaware corporation**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
R. Bodden Coin-Op Laundry, Inc.	Florida
Mac-Gray Services, Inc.	Delaware

**SECOND:** That an Agreement and Plan of Merger dated as of March 30, 1998 (the "Merger Agreement"), providing for the merger of R. Bodden Coin-Op Laundry, Inc. with and into Mac-Gray Services, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the Delaware General Corporation Law and Sections Sections 607.1101 - 607.1107 of the Florida Business Corporation Act.

**THIRD:** That the name of the surviving corporation of the merger is Mac-Gray Services, Inc., a corporation duly organized under the laws of the State of Delaware (the "Surviving Corporation").

**FOURTH:** That the Certificate of Incorporation of Mac-Gray Services, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

**FIFTH:** That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is 22 Water Street, Cambridge, Massachusetts 02141.

**SIXTH:** That a copy of the Merger Agreement will be furnished by the Surviving Corporation on request and without cost to any stockholder of any constituent corporation.

**SEVENTH:** The authorized capital stock of R. Bodden Coin-Op Laundry, Inc., a Florida corporation, which is a party to the Merger is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Capital Stock	7,000	\$1.00

**EIGHTH:** That this Certificate of Merger shall be effective on March 31, 1998.

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TRADEMARK

REEL 006089 FRAME 0943

MR-31-88 11:00 AM R. BODDEN COIN-OP LAUNDRY & HOAR LLP

6175708150

T-305 P.04/07 JOB-319

IN WITNESS WHEREOF, this Certificate has been executed on behalf of the constituent corporations by their respective Presidents and attested to by their respective Secretaries, as of this 30th day of March, 1998.

MAC-GRAY SERVICES, INC.

By: Stewart MacDonald  
Name: Stewart G. MacDonald, Jr.  
Title: President

ATTEST: [Signature]  
Name: Patrick A. Flanagan  
Title: Secretary

R. BODDEN COIN-OP LAUNDRY, INC.

By: Stewart MacDonald  
Name: Stewart G. MacDonald, Jr.  
Title: President

ATTEST: [Signature]  
Name: Patrick A. Flanagan  
Title: Secretary

DOCSC\613760.2

TRADEMARK

REF: 006089 FRAME: 0944

S ///STATE OF DELAWARE/// V  
T ///SECRETARY OF STATE/// O  
A DIVISION OF CORPORATIONS// I  
M FILED 02/30/PM 03/31/1998/ D  
P ///981123982//+2282571///  
BY Paulina L. Fry

**CERTIFICATE OF MERGER**  
**OF**  
**SUN SERVICES OF AMERICA, INC., a Delaware corporation**  
**INTO**  
**MAC-GRAY SERVICES, INC., a Delaware corporation.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Sun Services of America, Inc.	Delaware
Mac-Gray Services, Inc.	Delaware

**SECOND:** That an Agreement and Plan of Merger dated as of March 30, 1998 (the "Merger Agreement"), providing for the merger of Sun Services of America, Inc. with and into Mac-Gray Services, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is Mac-Gray Services, Inc., a corporation duly organized under the laws of the State of Delaware (the "Surviving Corporation").

**FOURTH:** That the Certificate of Incorporation of Mac-Gray Services, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

**FIFTH:** That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is 22 Water Street, Cambridge, Massachusetts 02141.

**SIXTH:** That a copy of the Merger Agreement will be furnished by the Surviving Corporation on request and without cost to any stockholder of any constituent corporation.

**SEVENTH:** That this Certificate of Merger shall be effective on March 31, 1998.



IN WITNESS WHEREOF, this Certificate has been executed on behalf of the constituent corporations by their respective Presidents and attested to by their respective Secretaries, as of this 30th day of March, 1998.

MAC-GRAY SERVICES, INC.

By: Stewart MacDonald  
Name: Stewart G. MacDonald, Jr.  
Title: President

ATTEST: Patrick A. Flanagan  
Name: Patrick A. Flanagan  
Title: Secretary

SUN SERVICES OF AMERICA, INC.

By: Stewart MacDonald  
Name: Stewart G. MacDonald, Jr.  
Title: President

ATTEST: Patrick A. Flanagan  
Name: Patrick A. Flanagan  
Title: Secretary

DOCSC\613446.2

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**OF**  
**COPICO, INC., a Massachusetts corporation**  
**INTO**  
**MAC-GRAY SERVICES, INC., a Delaware corporation**

Mac-Gray Services, Inc., a corporation organized under the laws of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the 20th day of December, 1991, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That this corporation owns all of the outstanding shares of the stock of Copico, Inc., a corporation incorporated on the 11th day of October, 1991, pursuant to the Business Corporation Laws of the Commonwealth of Massachusetts.

**THIRD:** That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 23rd day of April, 1998, determined to and did merge into itself said Copico, Inc.:

**RESOLVED**, that Mac-Gray Services, Inc., a Delaware corporation (the "Parent"), being the owner of all of the issued and outstanding capital stock of Copico, Inc., a Massachusetts corporation (the "Subsidiary"), merge, and it hereby does merge the Subsidiary with and into itself and assumes all of the Subsidiary's obligations (the "Merger");

**FURTHER RESOLVED**, that the Merger is to be effective upon the date of filing of the Certificate of Ownership and Merger with the Office of the Secretary of State of the State of Delaware; and

**FURTHER RESOLVED**, to authorize and approve the Articles of Merger of Parent and Subsidiary Corporations to be filed with the Office of the Secretary of the Commonwealth of the Commonwealth of Massachusetts, to authorize and approve the Certificate of Ownership and Merger to be filed with the Office of the Secretary of State of the State of Delaware; to authorize the President and Secretary of the Parent, and each of them individually, on behalf of the Parent, to execute and file such Articles of Merger of Parent and Subsidiary Corporations with the Office of the Secretary of the Commonwealth of the Commonwealth of Massachusetts, and to authorize the President of the Parent, on behalf of the Parent, to execute and file such Certificate of Ownership and Merger with the Office of the Secretary of State of the State of Delaware; and to authorize the President, the Treasurer and the Secretary of the Parent, and each of them individually, in the name of the Parent, to take or cause to be taken such other

action as they or any of them deem necessary or desirable in connection with the consummation of the Merger and in connection therewith to execute and deliver any and all documents and to incur any and all expenses as they or any of them may deem necessary or desirable.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this Merger may be amended or terminated and abandoned by the Board of Directors of Mac-Gray Services, Inc. at any time prior to the time that this Certificate of Ownership and Merger filed with the Secretary of State becomes effective.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, said Mac-Gray Services, Inc. has caused this Certificate to be signed by Stewart G. MacDonald, Jr., its President, as of this 23rd day of April, 1998.

MAC-GRAY SERVICES, INC.

By: 

Name: Stewart G. MacDonald, Jr.

Title: President

DOCSC\621820.2

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
AMERIVEND CORPORATION, a Florida corporation  
INTO  
MAC-GRAY SERVICES, INC., a Delaware corporation**

Mac-Gray Services, Inc., a corporation organized under the laws of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the 20th day of December, 1991, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That this corporation owns all of the outstanding shares of the stock of Amerivend Corporation, a corporation incorporated on the 3rd day of August, 1981, pursuant to the Business Corporation Act of the State of Florida.

**THIRD:** That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 27th day of April, 1998, determined to and did merge into itself said Amerivend Corporation:

**RESOLVED,** to authorize and approve the Plan of Merger (the "Plan") of Mac-Gray Services, Inc., a Delaware corporation (the "Parent"), and Amerivend Corporation, a Florida corporation (the "Subsidiary"), providing for the merger of the Subsidiary with and into the Parent (the "Merger");

**FURTHER RESOLVED,** that the Parent, being the owner of all of the issued and outstanding capital stock of the Subsidiary, merge, and it hereby does merge with and into itself the Subsidiary and assumes all of the Subsidiary's obligations;

**FURTHER RESOLVED,** that the Merger is to be effective upon the date of filing of the Certificate of Ownership and Merger with the Office of the Secretary of State of the State of Delaware;

**FURTHER RESOLVED,** to authorize the President and Secretary of the Parent, and each of them individually, on behalf of the Parent, to execute and deliver the Plan; and

**FURTHER RESOLVED,** to authorize and approve the Certificate of Ownership and Merger to be filed with the Office of the Secretary of State of the State of Delaware, to authorize and approve the Articles of Merger to be filed with the Office of the Secretary of State of the State of Florida; and to authorize the President and Secretary of the Parent, and each of them individually, on behalf of the Parent, to execute and file such Certificate of Ownership and Merger with the Office of the Secretary of State of the State of Delaware and such Articles of Merger with the Office of the Secretary of State of the State of Florida; and to

authorize the President, the Treasurer and the Secretary of the Parent, and each of them individually, in the name of the Parent, to take or cause to be taken such other action as they or any of them deem necessary or desirable in connection with the consummation of the Merger and in connection therewith to execute and deliver any and all documents and to incur any and all expenses as they or any of them may deem necessary or desirable.

**FOURTH:** Anything herein or elsewhere to the contrary notwithstanding, this Merger may be amended or terminated and abandoned by the Board of Directors of Mac-Gray Services, Inc. at any time prior to the time that this Certificate of Ownership and Merger filed with the Secretary of State becomes effective.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, said Mac-Gray Services, Inc. has caused this Certificate to be signed by Stewart G. MacDonald, Jr., its President, as of this 27th day of April, 1998.

MAC-GRAY SERVICES, INC.

By: Stewart MacDonald  
Name: Stewart G. MacDonald, Jr.  
Title: President

DOCSC\621814.1

**CERTIFICATE OF MERGER**

**MERGING**

**TUCSON LAUNDRY PARTNERS, AN ARIZONA LIMITED PARTNERSHIP**  
an Arizona limited partnership

**INTO**

**MAC-GRAY SERVICES, INC.**  
a Delaware corporation

Tucson Laundry Partners, An Arizona Limited Partnership, an Arizona limited partnership organized and existing under and by virtue of the Revised Uniform Partnership Act of Arizona, and Mac-Gray Services, Inc., a Delaware corporation organized and existing under and by virtue of the General Corporation Law of Delaware **DO HEREBY CERTIFY** as of May 1, 2006 as follows:

**FIRST:** That the name and state of organization of each of the constituent entities is as follows:

<u>Name</u>	<u>State of Organization</u>
Mac-Gray Services, Inc.	Delaware
Tucson Laundry Partners, An Arizona Limited Partnership	Arizona

**SECOND:** That an Agreement and Plan of Merger (the "Merger Agreement") providing for the merger (the "Merger") of Tucson Laundry Partners, An Arizona Limited Partnership with and into Mac-Gray Services, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of the General Corporation Law of Delaware ("DGCL") and the Revised Uniform Partnership Act of Arizona ("ARUPA").

**THIRD:** That the name of the surviving corporation of the Merger is Mac-Gray Services, Inc., a Delaware corporation (the "Surviving Corporation").

**FOURTH:** That the Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Merger shall continue to be the Certificate of Incorporation of the Surviving Corporation after the Merger.



**FIFTH:** That the executed Merger Agreement is on file at the office of the Surviving Corporation, the address of which is 404 Wyman Street, Suite 400, Waltham, Massachusetts 02451.

**SIXTH:** That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation or any partner of any constituent partnership.

**SEVENTH:** That this Certificate of Merger shall be effective upon filing.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Merger to be signed by their duly authorized officers as of the date first set forth above.

MAC-GRAY SERVICES, INC.


By: 

Name: Michael J. Shea

Title: Chief Financial Officer and Vice President

TUCSON LAUNDRY PARTNERS, AN ARIZONA  
LIMITED PARTNERSHIP

By: Mac-Gray Services, Inc., its general partner

By: 

Name: Michael J. Shea

Title: Chief Financial Officer and Vice President

[Signature Page to Certificate of Merger]

TRADEMARK  
REEL: 006089 FRAME: 0955

STATE OF DELAWARE

CERTIFICATE OF MERGER OF  
DOMESTIC LIMITED LIABILITY COMPANY INTO A DOMESTIC CORPORATION

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Mac-Gray Services, Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is Mac-Gray NewCo, LLC, a Delaware Limited Liability Company.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

**THIRD:** The name of the surviving corporation is Mac-Gray Services, Inc.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be it's Certificate of Incorporation.

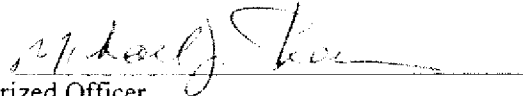
**FIFTH:** The Agreement of Merger is on file at 404 Wyman Street, Suite 400, Waltham, MA 02451, the place of business of the surviving corporation.

**SIXTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

**SEVENTH:** The merger is to become effective on April 1, 2008.

**IN WITNESS WHEREOF**, said Corporation has caused this certificate to be signed by an authorized officer, the 1st day of April, A.D., 2008.

MAC-GRAY SERVICES, INC.

By:   
Authorized Officer  
Name: Michael J. Shea  
Title: Executive Vice President, CFO and Treasurer

STATE OF DELAWARE

CERTIFICATE OF MERGER OF DOMESTIC CORPORATION  
AND FOREIGN LIMITED PARTNERSHIP

Pursuant to Title 8, Section 263(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Mac-Gray Services, Inc., a Delaware Corporation, and the name of the Partnership being merged into this surviving corporation is Automatic Laundry Company, Ltd., a Texas limited partnership.

**SECOND:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited partnership.

**THIRD:** The name of the surviving corporation is Mac-Gray Services, Inc.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be it's Certificate of Incorporation.

**FIFTH:** The Agreement and Plan of Merger is on file at 404 Wyman Street, Suite 400, Waltham, MA 02451, the place of business of the surviving corporation.

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of any constituent corporation or partner of any constituent limited partnership.

**IN WITNESS WHEREOF**, said Corporation has caused this certificate to be signed by an authorized officer, the 1st day of April, A.D., 2008.

MAC-GRAY SERVICES, INC.

By:   
Authorized Officer

Name: Michael J. Shea

Title: Executive Vice President, CFO and Treasurer

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE  
AND OF REGISTERED AGENT

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is:

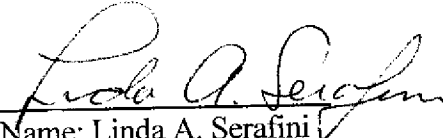
**MAC-GRAY SERVICES, INC.**

2. The registered office of the corporation within the State of Delaware is hereby changed to 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle.

3. The registered agent of the corporation within the State of Delaware is hereby changed to Corporation Service Company, the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Executed on 1/11/11

  
Name: Linda A. Serafini  
Title: Secretary

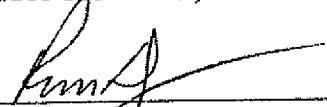
**CERTIFICATE OF CONVERSION**  
**FROM A CORPORATION TO A**  
**LIMITED LIABILITY COMPANY**

Pursuant to Section 18-214 of the Delaware Limited Liability Company Act:

1. The name of the corporation immediately prior to filing this certificate is Mac-Gray Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, the name under which incorporated was Mac-Gray Co., Inc. on December 20, 1991 (hereinafter referred to as the "Corporation").
2. The Corporation's Certificate of Incorporation was originally filed with the Office of the Secretary of State of the State of Delaware on December 20, 1991.
3. The name of the Corporation as set forth in the Certificate of Incorporation is Mac-Gray Services, Inc.
4. The name of the limited liability company as set forth in the Certificate of Formation is Mac-Gray Services LLC.
5. The conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.
6. The conversion is to become effective as of 5:02 PM EDT on April 30, 2014.

IN WITNESS WHEREOF, the undersigned affirms as true the foregoing under penalties of perjury, and has executed this certificate this 30th day of April, 2014.

MAC-GRAY SERVICES, INC.

By: 

Name: Robert Doyle

Title: Chief Executive Officer

**CERTIFICATE OF FORMATION**

**OF**

**MAC-GRAY SERVICES LLC**

This Certificate of Formation of Mac-Gray Services LLC (the "LLC") has been duly executed and is being filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Act (6 Del. C. § 18-201, et. seq.).

FIRST. The name of the limited liability company formed hereby is Mac-Gray Services LLC.

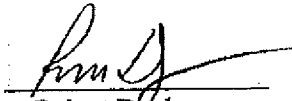
SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

FOURTH. The Certificate of Formation is to become effective as of 5:02 PM EDT on April 30, 2014.



IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of this 30th day of April, 2014.

By:   
Name: Robert Doyle  
Title: Authorized Person

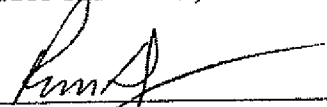
**CERTIFICATE OF CONVERSION**  
**FROM A CORPORATION TO A**  
**LIMITED LIABILITY COMPANY**

Pursuant to Section 18-214 of the Delaware Limited Liability Company Act:

1. The name of the corporation immediately prior to filing this certificate is Mac-Gray Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, the name under which incorporated was Mac-Gray Co., Inc. on December 20, 1991 (hereinafter referred to as the "Corporation").
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6. The conversion is to become effective as of 5:02 PM EDT on April 30, 2014.

IN WITNESS WHEREOF, the undersigned affirms as true the foregoing under penalties of perjury, and has executed this certificate this 30th day of April, 2014.

MAC-GRAY SERVICES, INC.

By:   
Name: Robert Doyle  
Title: Chief Executive Officer

Signature Page to Certificate of Conversion

TRADEMARK  
REEL: 006089 FRAME: 0964

**CERTIFICATE OF FORMATION**

**OF**

**MAC-GRAY SERVICES LLC**

This Certificate of Formation of Mac-Gray Services LLC (the "LLC") has been duly executed and is being filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Act (6 Del. C. § 18-201, et. seq.).


FIRST. The name of the limited liability company formed hereby is Mac-Gray Services LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

FOURTH. The Certificate of Formation is to become effective as of 5:02 PM EDT on April 30, 2014.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of this 30th day of April, 2014.

By:   
Name: Robert Doyle  
Title: Authorized Person

Signature Page to Certificate of Formation of Mac-Gray Services LLC