



To the Assistant Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

**The Innovative Distributor Group, Inc.**

- Individuals(s)
- General Partnership
- Corporation-State of Ohio
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

**2-23-01**

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 1, 2000

2. Name and address of receiving party(ies)

Name: **The Distribution Group, Inc.**

Internal Address: **Suite 1575**

Street Address: **950 East Paces Ferry Road**

City: **Atlanta** State: **GA** Zip: **30326**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Georgia
- Other

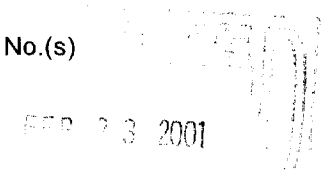
If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No N/A

Additional names(s) & address(es) attached?  Yes  No

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
**1,998,588**



Additional numbers attached?  Yes  No

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

Name: **William H. Brewster**

Internal Address: **Kilpatrick Stockton LLP**

**Suite 2800**

Street Address: **1100 Peachtree Street**

City: **Atlanta** State: **GA** Zip: **30309-4530**

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

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

**405**

**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.

**Valetta A. Northcutt**

Name of Person Signing

Signature

*Valetta A. Northcutt*

Date

**2/20/01**

Total number of pages including cover sheet, attachments, and document: **10**

# Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 003550751  
CONTROL NUMBER : K723161  
EFFECTIVE DATE : 12/27/2000  
REFERENCE : 0070  
PRINT DATE : 12/28/2000  
FORM NUMBER : 411

KILPATRICK STOCKTON LLP  
KELLY A. HOWLEY  
1100 PEACHTREE ST., STE. 2800  
ATLANTA GA 30309

## CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

**THE DISTRIBUTION GROUP, INC., A GEORGIA CORPORATION**

Nonsurviving Entity/Entities:

**THE INNOVATIVE DISTRIBUTOR GROUP, INC., AN OHIO CORPORATION**



  
CATHY COX  
SECRETARY OF STATE

TRADEMARK  
REEL: 002246 FRAME: 0843

**CERTIFICATE OF MERGER**

**OF**

**THE INNOVATIVE DISTRIBUTOR GROUP, INC.**  
**(an Ohio corporation)**

**WITH AND INTO**

**THE DISTRIBUTION GROUP, INC.**  
**(a Georgia corporation)**

The Innovative Distributor Group, Inc., an Ohio corporation and the non-surviving corporation in the merger ("Innovative"), and The Distribution Group, Inc., a Georgia corporation and the surviving corporation in the merger (the "Corporation"), hereby certify that:

I.

The name and state of incorporation of each constituent corporation which is merging are:

- (a) The Innovative Distributor Group, Inc., a business corporation under the laws of the State of Ohio; and
- (b) The Distribution Group, Inc., a business corporation under the laws of the State of Georgia.

II.

The surviving corporation in the merger is The Distribution Group, Inc., a Georgia corporation, which will continue its existence as said surviving corporation.

III.

The Agreement and Plan of Merger between Innovative and the Corporation has been approved, adopted, certified, executed and acknowledged by the Corporation in accordance with the provisions of Section 14-2-1103 of the Georgia Business Corporation Code and by Innovative in accordance with the provisions of the Revised Code of Ohio.

IV.

The Articles of Incorporation of The Distribution Group, Inc. are to be the Articles of Incorporation of the surviving corporation and said Articles of Incorporation shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed in accordance with the provisions of the Georgia Business Corporation Code.

V.

The executed Agreement and Plan of Merger is on file at the principal place of business of the Corporation, which is: 950 East Paces Ferry Road, Suite 1575, Atlanta, Georgia 30326.

VI.

A copy of the Agreement and Plan of Merger will be furnished by the Corporation, on request and without cost, to any shareholder of either constituent corporation.

VII.

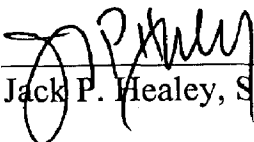
The surviving corporation hereby undertakes to make the request for publication of a notice of filing of this Certificate of Merger and payment therefor in accordance with Sections 14-2-1006.1 and 14-2-1105.1(b) of the Georgia Business Corporation Code.

VIII.

The effective date of the merger is December 27, 2000.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of this 15<sup>th</sup> day of December, 2000.

**THE DISTRIBUTION GROUP, INC.**  
a Georgia corporation

By:   
Jack P. Healey, Secretary

SECRETARY OF STATE  
00 DEC 18 PM 2:43  
CORPORATIONS DIVISION

**Receipt**

This is not a bill. Please do not remit payment.

CSC/DIAMOND ACCESS  
50 W. BROAD STREET, SUITE 1800  
COLUMBUS, OH 43215

# STATE OF OHIO

**Ohio Secretary of State, J. Kenneth Blackwell**

**33813**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**THE INNOVATIVE DISTRIBUTOR GROUP, INC.**  
and, that said business records show the filing and recording of:

Document(s)  
**MERGED OUT OF EXISTENCE**

Document No(s):  
**200101701480**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 29th day of December,  
A.D. 2000.

*J. Kenneth Blackwell*  
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the **Forms Inventory List** (using the 3 digit form # located at the bottom of this form). To obtain the **Forms Inventory List** or for assistance, please call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form  Yes

**CERTIFICATE OF MERGER**

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

**I. SURVIVING ENTITY**

A. The name of the entity surviving the merger is:

(The Distribution Group, Inc.) IDG Cincinnati

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) for-profit corporation, charter number \_\_\_\_\_
- Domestic (Ohio) non-profit corporation, charter number \_\_\_\_\_
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the State of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of Georgia and **NOT** licensed to transact business in the state of Ohio, \_\_\_\_\_
- Domestic (Ohio) limited liability company, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the State of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_ and **NOT** registered to do business in the State of Ohio. \_\_\_\_\_
- Domestic (Ohio) limited partnership, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_ and **NOT** registered to do business in the state of Ohio. \_\_\_\_\_
- Domestic (Ohio) partnership having limited liability, with the registration number \_\_\_\_\_

**J. Kenneth Blackwell**  
Secretary of State

Foreign (Non-Ohio) partnership having limited liability organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_

Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the state of Ohio under license number \_\_\_\_\_

Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of \_\_\_\_\_ and **not** licensed to transact business in the state of Ohio.

**II. MERGING ENTITY**

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is a party to the merger are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

Name	State/Country of Organization	Type of Entity
The Innovative Distributor Group, Inc.	Ohio	corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

**III. MERGER AGREEMENT ON FILE**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

The Distribution Group, Inc.	950 East Paces Ferry Rd., Suite 1575
(name)	(street and number)
Atlanta	Georgia 30326
(city, village or township)	(state) (zip code)

**IV. EFFECTIVE DATE OF MERGER**

This merger is to be effective on: \_\_\_\_\_ (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

**V. MERGER AUTHORIZED**

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

**VI. STATUTORY AGENT**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

_____	_____
(name)	(street and number)
_____, Ohio	_____
(city, village or township)	(zip code)

*(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)*

**VII. ACCEPTANCE OF AGENT**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

# J. Kenneth Blackwell

Secretary of State

Signature of Agent \_\_\_\_\_

*(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)*

## VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

## IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended. Please see attached "Exhibit A." (Please note, if there will be no change please state "no change")

## X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

CSC-Lawyers Incorporating Service \_\_\_\_\_

(name)

50 W. BROAD \_\_\_\_\_

(street and number)

Columbus \_\_\_\_\_, Ohio

(city, village or township)

43215 \_\_\_\_\_

(zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's, or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

### 1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is \_\_\_\_\_

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(c.) The location of the main office (non-Ohio) shall be: \_\_\_\_\_

(street address)

\_\_\_\_\_  
(city, township, or village)

\_\_\_\_\_  
(county)

\_\_\_\_\_  
(state)

\_\_\_\_\_  
(zip code)



**J. Kenneth Blackwell**  
**Secretary of State**

(d.) The principal office location in the state of Ohio shall be:

\_\_\_\_\_ (street address)  
\_\_\_\_\_  
\_\_\_\_\_ (city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code)  
**(Please note, if there will not be an office in the state of Ohio, please list none.)**

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:  
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

\_\_\_\_\_  
\_\_\_\_\_

**2. Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

\_\_\_\_\_  
(b.) The name under which the limited liability company desires to transact business in Ohio is

\_\_\_\_\_  
(c.) The limited liability company was organized or registered on \_\_\_\_\_  
under the laws of the state/country of \_\_\_\_\_

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

\_\_\_\_\_ (street address)  
\_\_\_\_\_  
\_\_\_\_\_ (city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code)

**3. Foreign Qualifying Limited Partnership**

(If the qualifying entity is a foreign limited partnership, the following information must be completed) .

(a.) The name of the limited partnership is

\_\_\_\_\_  
(b.) The limited partnership was formed on \_\_\_\_\_

(c.) The address of the office of the limited partnership in its state/country of organization is:

\_\_\_\_\_ (street address)  
\_\_\_\_\_  
\_\_\_\_\_ (city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code)

(d.) The limited partnership's principal office address is:

\_\_\_\_\_ (street address)  
\_\_\_\_\_  
\_\_\_\_\_ (city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

**J. Kenneth Blackwell**  
**Secretary of State**

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

\_\_\_\_\_  
(street address)  
\_\_\_\_\_  
(city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

**4. Foreign Qualifying Partnership Having Limited Liability**

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

\_\_\_\_\_  
(street name and number)  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) \_\_\_\_\_ (zip code)

*(If the partnership does not have a principal office in Ohio, then items b2 and item c must be completed)*

(2.) The address of the partnership's principal office (Non-Ohio):

\_\_\_\_\_  
(street address)  
\_\_\_\_\_  
(city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

\_\_\_\_\_  
(name) \_\_\_\_\_ (street and number)  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) \_\_\_\_\_ (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

\_\_\_\_\_

(e.) The business which the partnership engages in is:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

The Distribution Group, Inc.  
\_\_\_\_\_  
(Exact name of entity)

By: [Signature]  
Its: Secretary  
Date: 12/01/00

The Innovative Distributor Group, Inc.  
\_\_\_\_\_  
(Exact name of entity)

By: [Signature]  
Its: Secretary  
Date: 12/01/00