

06-07-2001

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101742029

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

1. Name of conveying party(ies): 6-10)
Warner Industrial Supply, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

2. Name and address of receiving party(ies)
Name: Cameron & Barkley Company
Internal Address: _____
Street Address: 3300 W. Montague Avenue
City: N. Charleston State: SC Zip: 29418

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

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

Execution Date: March 2, 2001

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) Serial No:
74062396
76090555

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Maria T. Hauser
Internal Address: Hagemeyer North America, Inc.

6. Total number of applications and registrations involved: 2

Street Address: 100 Galleria Pkwy, Ste 1120

City: Atlanta State: GA Zip: 30339

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Maria T. Hauser
Name of Person Signing

Maria T. Hauser
Signature

5/23/01
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF MERGER

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

*MN: WARNER INDUSTRIAL SUPPLY, INC.
DE: CAMERON & BARKLEY COMPANY*

State of Formation and Name of Surviving Entity:

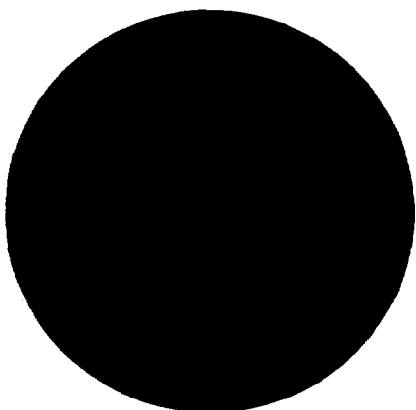
DE: CAMERON & BARKLEY COMPANY

Effective Date of Merger: March 2, 2001

Name of Surviving Entity After Effective Date of Merger:

CAMERON & BARKLEY COMPANY

This certificate has been issued on March 2, 2001



Mary Kiffmeyer
Secretary of State.

3L-109

ARTICLES OF MERGER

of

**WARNER INDUSTRIAL SUPPLY, INC.,
a Minnesota corporation,**

with and into

**CAMERON & BARKLEY COMPANY,
a Delaware corporation**

Pursuant to the provisions of Sections 302A.621 and 302A.651 of the Minnesota Business Corporation Act, as amended (the "Statutes"), the undersigned corporations hereby execute and submit the following Articles of Merger:

1. The names of the merging corporations are Warner Industrial Supply, Inc., a Minnesota corporation (the "Merged Corporation"), and Cameron & Barkley Company, a Delaware corporation (the "Surviving Corporation").

2. The Surviving Corporation owns 100% of all issued and outstanding shares of the Merged Corporation: 455,378 common shares with no par value.

3. The merger of the Merged Corporation and the Surviving Corporation shall be effectuated in accordance with the terms and conditions of that certain Plan of Merger between the Merged Corporation and the Surviving Corporation dated as of March 1, 2001 (the "Plan of Merger"), pursuant to which the Merged Corporation shall be merged with and into the Surviving Corporation, which shall be the surviving corporation in the merger and shall continue its corporate existence under and in accordance with the laws of the State of Delaware.

4. The Plan of Merger, as set forth herein as Exhibit "A", has been approved and executed by the Boards of Directors of each of the Merged Corporation and the Surviving Corporation in accordance with the applicable provisions of the Statutes, including Sections 302A.613 and 302A.621 of the Statutes. The sole Shareholder of the Merged Corporation approved the Plan of Merger, in accordance with the Merged Corporation's Certificate of Amended and Restated Articles of Incorporation.

5. The Surviving Corporation is the sole Shareholder of the Merged Corporation, therefore, the Plan of Merger was not required to be mailed to the Shareholder, in accordance with Section 302A.621 of the Statutes.

6. An executed copy of the Plan of Merger is on file at the principal office of the Surviving Corporation located at 100 Galleria Parkway, Suite 1120, Atlanta, Georgia 30339 ("Principal Address"), and a copy thereof will be furnished by the Surviving Corporation, on request therefore and without cost, to the Shareholder of either of the

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Merged Corporation or the Surviving Corporation. The Surviving Corporation agrees that the secretary of state is irrevocably appointed as its agent in Minnesota to accept service of process in any such proceeding of an obligation of the Merged Corporation; and the address to which process shall be forwarded is the Principal Address of the Surviving Corporation. ✓

7. THE MERGER PROVIDED FOR IN THE PLAN OF MERGER SHALL BE EFFECTIVE ON MARCH 1, 2001. The effective date complies with Section 302A.641 of the Statutes. ✓

8. The Surviving Corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of Minnesota which is a party to the merger amount, if any, to which they are entitled under Section 302A.473 of the Statutes.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have caused these Articles of Merger to be executed by duly authorized officers of the corporations as of the 1st day of March, 2001.

[Signatures will follow on next page]

CAMERON & BARKLEY COMPANY, a
Delaware corporation

By: James R. Warren
James R. Warren, President and Chief Executive
Officer

WARNER INDUSTRIAL SUPPLY, INC., a
Minnesota corporation

By: James R. Warren
James R. Warren, Chief Executive Officer

EXHIBIT "A": PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") made this 1st day of March, 2001, by and between Cameron & Barkley Company, a Delaware corporation ("Parent") and Warner Industrial Supply, Inc., a Minnesota corporation, which is a wholly-owned subsidiary of Parent ("Subsidiary"), provides for the merger of Subsidiary with into Parent, with Parent being the surviving corporation of the merger.

WITNESSETH:

WHEREAS, Parent desires to effect the merger of Subsidiary with and into Parent with Parent surviving and continuing to exist thereafter, in accordance with and subject to the terms and conditions hereinafter set forth (the "Merger"); and

WHEREAS, the Board of Directors of Parent has determined that the Merger, as provided in this Plan of Merger, is in the best interests of the Parent .

NOW, THEREFORE, the Board of Directors of Parent hereby approves the following Plan of Merger:

ARTICLE ONE

MERGER

Section 1.1 Effective as of the 1st day of March, 2001 (the "Effective Date"), Subsidiary shall be merged with and into Parent and Parent shall be the surviving corporation in such Merger. The Merger shall in all respects have the effect as provided in the General Corporation Law of Delaware, as amended (the "Delaware Act"), the Minnesota Statutes, as amended (the "Statutes"), and this Plan of Merger.

Section 1.2 Parent shall continue its corporate existence as the surviving corporation of the Merger under the laws of the State of Delaware.

Section 1.3 Without limiting the foregoing, on and after the Effective Date, the separate existence of Subsidiary shall cease, and in accordance with the terms of this Plan of Merger, Parent shall possess all the rights, obligations, privileges, immunities and franchises, of a public or private nature, possessed by each of Subsidiary and Parent immediately prior to the Merger; and all debts due on whatever account, and all other choices in action and all and every other interest of or belonging to or due to either of Subsidiary or Parent shall be taken and deemed to be transferred to and vested in Parent without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall thereafter effectively be the property of Parent as they were of either of Subsidiary or Parent immediately prior to the Merger; and the title to any real estate, whether by deed or otherwise, vested in Subsidiary, shall not revert or be in any way impaired by reason of the Merger. From and after the Effective Date, Parent shall be responsible and liable for all of the liabilities and obligations of

Subsidiary. Any claim existing or action or proceeding pending by or against either of Subsidiary or Parent may be prosecuted as if the Merger had not taken place, or Parent may be substituted in its place. Neither the rights of creditors nor any liens upon property of either Subsidiary or Parent shall be impaired by the Merger.

Section 1.4 Parent shall take all such action as shall be necessary, appropriate or desirable in order to effectuate the Merger, including, without limitation, the making, execution and delivery of any and all documents prescribed by the laws of either the State of Delaware or the State of Minnesota.

ARTICLE TWO

TERMS OF TRANSACTION

Upon the Effective Date:

(a) all shares of the capital stock of Subsidiary that are owned by Subsidiary as treasury stock, if any, shall be cancelled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor;

(b) each issued and outstanding share of the capital stock of Subsidiary existing immediately before the merger shall no longer be outstanding and shall automatically be cancelled and retired and cease to exist; and

(c) as a result of subsections (a) and (b) of this Article Two, Parent shall continue as a wholly owned subsidiary of Hagemeyer North America, Inc. (f/k/a Hagemeyer P.P.S. North America, Inc.), who shall be the sole shareholder of Parent immediately prior to the Effective Date and shall continue as the sole shareholder of Parent thereafter.

ARTICLE THREE

CERTIFICATE OF INCORPORATION

At the Effective Date, the Certificate of Incorporation of Parent as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of Parent as the surviving corporation in the Merger, until such time as the Certificate of Incorporation shall be thereafter altered, amended or repealed in accordance with the Delaware Act.

ARTICLE FOUR

BYLAWS

At the Effective Date, the Bylaws of Parent as in effect immediately prior to the Effective Date shall be the Bylaws of Parent as the surviving corporation in the Merger, until such time as such Bylaws are thereafter altered, amended or repealed in accordance with the Delaware Act.

ARTICLE FIVE

DIRECTORS AND OFFICERS

At the Effective Date, and until their successors are duly elected or appointed and have qualified in accordance with the Delaware Act and Parent's Certificate of Incorporation and Bylaws, or until their earlier death, resignation or removal, the directors of Parent immediately prior to the Effective Date shall remain the directors of Parent and the officers of Parent immediately prior to the Effective Date shall remain the officers of Parent.

ARTICLE SIX

EFFECTIVENESS OF MERGER

A Certificate of Ownership and Merger shall be filed and recorded in the office of the Secretary of State of the State of Delaware in accordance with the Delaware Act, and a Certificate of Merger shall be filed and recorded in the office of the Secretary of State of the State of Minnesota in accordance with the Statutes. The Merger shall become effective on March 1, 2001, which is the date set forth in such certificates.

ARTICLE SEVEN

TERMINATION

At any time prior to the Effective Date, the Board of Directors of the Parent may terminate and abandon this Plan of Merger without further action of the sole shareholder of Parent.

ARTICLE EIGHT

AMENDMENTS

Prior to the Effective Date, the Board of Directors of Parent may amend, modify and supplement this Plan of Merger in such manner as it may deem appropriate.

ARTICLE NINE

AUTHORIZATION

The appropriate officers of Parent and Subsidiary are each authorized, empowered and directed to perform any and all acts, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger.

ARTICLE TEN

APPROVAL

The Merger was duly approved by the Boards of Directors of Parent and Subsidiary as provided in Section 302A.621 of the Statutes and Section 253 of the Delaware Act.

ARTICLE ELEVEN

MISCELLANEOUS

Section 11.1 Except as otherwise provided in this Plan of Merger, nothing contained herein is intended, nor shall be construed, to confer upon or give any person, firm or corporation, other than Parent and its respective shareholders, any rights or remedies under or by reason of this Plan of Merger.

Section 11.2 This Plan of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, the Parent and Subsidiary have caused this Plan of Merger to be executed on its behalf by their duly authorized officers, as of the date first above written.

CAMERON & BARKLEY COMPANY, a
Delaware corporation

By: James R. Warren
James R. Warren, President and Chief
Executive Officer

WARNER INDUSTRIAL SUPPLY, INC., a
Minnesota corporation

By: James R. Warren
James R. Warren, Chief Executive Officer

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 02 2001

Mary Hoffmeyer
Secretary of State

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