

02-29-2000



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OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002027 FRAME: 0493

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property)

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,903,023"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

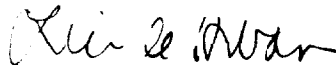
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Linda A. Heban
Name of Person Signing


Signature

Jan 23, 2000
Date Signed

FEDERAL IDENTIFICATION
NO. 042238691

FEDERAL IDENTIFICATION
NO. 000641136

JED
Examiner
1167

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 79)

081

*Consolidation / *merger of

(M) Fleetpride, Inc., a Massachusetts
corporation, and Fleetpride
Acquisition Sub, Inc., a Delaware
corporation

the constituent corporations, into

(S) Fleetpride Acquisition Sub, Inc.

*a new corporation / *one of the constituent corporations organized under the laws of Delaware

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows

1. An agreement of *consolidation / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The *resulting / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the *consolidation / *merger determined pursuant to the agreement of *consolidation / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing:

3. (For a merger)

**The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger

Article I of the Certificate of Incorporation of the surviving corporation shall be amended to read in its entirety: "The name of this corporation is: Fleetpride, Inc."

(For a consolidation)

(a) The purpose of the resulting corporation is to engage in the following business activities:

C
P
M
R.A.

Delete the inapplicable words
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common		
Preferred:		Preferred:		

******(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

******(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are

None

******(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the resulting / surviving corporation is organized under the laws of a state other than Massachusetts.

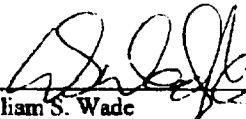
4. The information contained in Item 4 is *not a permanent* part of the Articles of Organization of the *resulting / surviving* corporation.

(a) The street address (*post office boxes are not acceptable*) of the *resulting / surviving* corporation in *Massachusetts* is:

******If there are no provisions state "None"

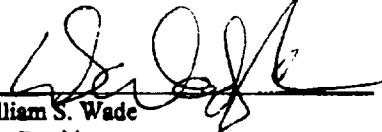
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of December 22, 1998. The undersigned affirm that the statements are true under penalty of perjury.

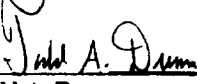
FLEETPRIDE, INC.

By: 
William S. Wade
Vice President

By: _____
Frank Fitzgerald
Clerk

FLEETPRIDE ACQUISITION SUB, INC.

By: 
William S. Wade
Vice President

By: 
Todd A. Dunn
Assistant Secretary

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of December 22, 1998. The undersigned affirm that the statements are true under penalty of perjury.

FLEETPRIDE, INC.

By: _____
William S. Wade
Vice President

By: _____
Frank Fitzgerald
Clerk

FLEETPRIDE ACQUISITION SUB, INC.

By: _____
William S. Wade
Vice President

By: _____
Todd A. Dunn
Assistant Secretary

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			
Directors:			

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / *Vice President and *Clerk / *Assistant Clerk of Fleetpride, Inc. a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

William S. Wade See attached for signature _____ ~~President~~ / *Vice President

Frank Fitzgerald See attached for signature _____ *Clerk / ~~Assistant Clerk~~

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † William S. Wade and †† Todd A. Dunn of Fleetpride Acquisition Sub, Inc. a corporation organized under the laws of Delaware further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly adopted by such corporation in the manner required by the laws of Delaware

*Delete the inapplicable words
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B
††Specify the officer having power and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation

† See attached for signature _____

†† See attached for signature _____

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of *Consolidation / *Merger and
the filing fee in the amount of \$ 250.00 having been paid.
said articles are deemed to have been filed with me this 5th
day of January 1999

Effective date _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

RECORDED
99 JAN -5 PM 2:21

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 12/30/99 CLERK ML

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Telephone _____