

06-05-2000



101377630

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

Change of Name

Other

Effective Date  
Month Day Year  
**09 28 99**

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

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

06/06/2000 DCOATES 00000011 1304136

FOR OFFICE USE ONLY

01 FC:481

40.00 DP

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: 002082 FRAME: 0976

**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" value="1,304,136"/>	<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"/>	<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.

Meredith A. Parsons

Name of Person Signing

Signature

Date Signed

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/14/1999	199927800858	LAM AMEND/ARTICLES-ORGANIZATION/DOM LIMITED LIAB. C	10.00	10.00	0.00	0.00	0.00
		TOTAL	10.00	10.00	0.00	0.00	0.00

Return To:  
 BENESCH, FRIEDLANDER, COPLAN & E  
 ATTN L KEESOR  
 88 E BROAD ST STE 900  
 COLUMBUS, OH 43215-0000

-----cut along the dotted line-----



*The State of Ohio*  
 Certificate

*Secretary of State - J. Kenneth Blackwell*

**1088332**

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for PROCARE  
 AUTOMOTIVE SERVICE SOLUTIONS LLC and that said business records show the filing and recording of:*

Document(s)  
 AMEND/ARTICLES-ORGANIZATION/DOM LIMITED LIAB. CO

Document No(s):  
 199927800858

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 1st day of  
 October, A.D. 1999



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



RECEIVED

Prescribed by  
Bob Taft, Secretary of State  
30 East Broad Street, 14th Floor  
Columbus, Ohio 43266-0418  
Form LAM (July 1994)

OCT 1 1999

Approved \_\_\_\_\_  
Date \_\_\_\_\_  
Fee \$ 10

J. KENNETH BLACKWELL  
SECRETARY OF STATE

**CERTIFICATE OF AMENDMENT TO  
ARTICLES OF ORGANIZATION OF A  
LIMITED LIABILITY COMPANY**

The undersigned, being a member, manager or authorized representative of  
Sullivan Acquisition LLC, an Ohio limited  
(name of limited liability company)

liability company, organized on the 15th day of July, 19 99, does hereby certify that the undersigned is duly authorized to execute this certificate, and hereby certifies that the Articles of Organization of the above-named limited liability company have been amended as follows:

**AMENDMENT**

Article(s) First and Third

~~is~~/are

hereby amended as follows:

**FIRST:** The name of the limited liability company shall be ProCare Automotive Service Solutions LLC.

**THIRD:** The principal place of business of the limited liability company shall be: 320 Soundview Road, Guilford, Connecticut 06437. Persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company to the address set forth in this Third Article.

*(If insufficient space for amendment, please attach a separate sheet)*

IN WITNESS WHEREOF, the undersigned has executed this certificate this \_\_\_\_\_ day of  
October, 19 99.

Sullivan Acquisition LLC

(name of limited liability company)

By: [Signature]  
Its: Duly Authorized Member, Manager or Representative

[Ohio Revised Code Section 1705.08(C)(1)]

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE MEMBERS OF  
SULLIVAN ACQUISITION LLC**

Pursuant to the provisions of Section 1705 of the Ohio Revised Code, the undersigned, being all of the Members of Sullivan Acquisition LLC (the "Company"), do hereby approve and adopt the following resolutions by their unanimous written consent:

WHEREAS, upon the consummation of the transactions contemplated by the Agreement for the Sale and Purchase of Assets (the "Agreement"), between the Company and BP Exploration & Oil Inc., the Company will amend its Articles of Organization to change its name to ProCare Automotive Service Solutions LLC and to change its principal place of business to 320 Soundview Road, Guilford, Connecticut; and

WHEREAS, upon consummation of the transactions contemplated by the Agreement, the Company shall elect David H. Sullivan as Chairman and as Chief Executive Officer, John McCurry as President and Chief Operating Officer, Thomas Tellier as Vice President, Marketing and Thomas Tuttle as Chief Financial Officer.

NOW, THEREFORE BE IT

RESOLVED, that the following persons are hereby elected to the offices set forth opposite their names to serve until their successors are duly elected and qualified:

Chairman, Chief Executive Officer . . . . .	David H. Sullivan
President and Chief Operating Officer . . . . .	John McCurry
Vice President, Marketing. . . . .	Thomas Tellier
Chief Financial Officer. . . . .	Thomas Tuttle

RESOLVED, that the Articles of Organization of the Company shall be amended to read as follows:

FIRST: The name of the limited liability company shall be ProCare Automotive Service Solutions LLC.

THIRD: The principal place of business of the limited liability company shall be: 320 Soundview Road, Guilford, Connecticut 06437. Persons may direct requests for copies of any operating

agreement and any bylaws of this limited liability company to the address set forth in this Third Article.

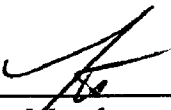
RESOLVED, that the officers of the Company, or any of them, be, and they hereby are, authorized to execute and deliver the Certificate of Amendment and to cause the same to be filed with the Secretary of State of the State of Ohio to effect the Amendment; and

RESOLVED, that any actions taken by the officers of the Company prior to the date of these resolutions that are within the authority conferred hereby are ratified, confirmed and approved as the acts and deeds of the Company.

This Consent may be executed in multiple, identical counterparts, all of which when taken together shall constitute a single document.

IN WITNESS WHEREOF, the undersigned, being all of the Members of Sullivan Acquisition LLC, have hereunto set their hands this 1st day of October, 1999.

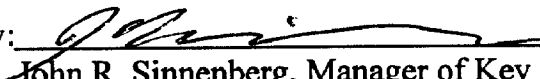
**GLOBAL ASSET INVESTMENT LLC**

By:  \_\_\_\_\_  
Its: Member

**SULLIVAN PARTNERS LLC**

By: \_\_\_\_\_  
Its: Member

**KEY MEZZANINE CAPITAL, L.L.C.**

By:  \_\_\_\_\_  
John R. Sinnenberg, Manager of Key Mezzanine Capital Management Company, L.L.C., the General Partner of Key Mezzanine Capital Fund I, L.P., its sole member

agreement and any bylaws of this limited liability company to the address set forth in this Third Article.

RESOLVED, that the officers of the Company, or any of them, be, and they hereby are, authorized to execute and deliver the Certificate of Amendment and to cause the same to be filed with the Secretary of State of the State of Ohio to effect the Amendment; and

RESOLVED, that any actions taken by the officers of the Company prior to the date of these resolutions that are within the authority conferred hereby are ratified, confirmed and approved as the acts and deeds of the Company.

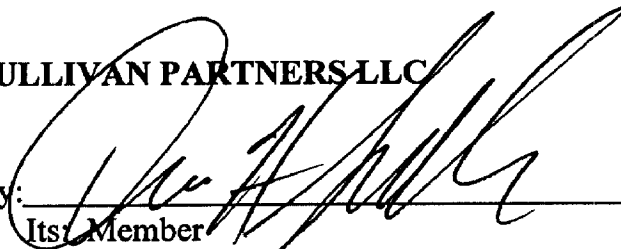
This Consent may be executed in multiple, identical counterparts, all of which when taken together shall constitute a single document.

IN WITNESS WHEREOF, the undersigned, being all of the Members of Sullivan Acquisition LLC, have hereunto set their hands this 1st day of October, 1999.

**GLOBAL ASSET INVESTMENT LLC**

By: \_\_\_\_\_  
Its: Member

**SULLIVAN PARTNERS LLC**

By:  \_\_\_\_\_  
Its: Member

**KEY MEZZANINE CAPITAL, L.L.C.**

By: \_\_\_\_\_  
John R. Sinnenberg, Manager of Key Mezzanine Capital Management Company, L.L.C., the General Partner of Key Mezzanine Capital Fund I, L.P., its sole member