

08-08-2000



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RE

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies). 10

Submission Type

- New
- Resubmission Document ID #
- Correction of PTO Error Reel # Frame #
- Corrective Document Reel # Frame #

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Name Mac-Gray Co. Inc.

Execution Date
Month Day Year
05 02 1997

Formerly

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

Receiving Party

Mark if additional names of receiving attached

Name Mac-Gray Services, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 22 Water Street

Address (line 2)

Address (line 3) Cambridge MA 02141
City State/Country Zip Code

- Individual
 - Corporation
 - Other
 - General Partnership
 - Association
 - 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.)
- Citizenship/State of Incorporation/Organization - Delaware

08/07/2000 JMS/YEN 06000275 071700 75866207

01 FC:481 40.00 CH
02 FC:482 25.00 CH

FOR OFFICE USE ONLY

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

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 (617) 570-1292

Name Miriam J. Rovner
Address (line 1) Goodwin, Procter & Hoar LLP
Address (line 2) Exchange Place
Address (line 3) 53 State Street
Address (line 4) Boston, MA 02109-2881

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

14

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)
75/866,207

Registration Number(s)
2,290,643

Number of Properties

Enter the total number of properties involved

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 65.00

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:

07-1700

Authorization to charge additional fees:

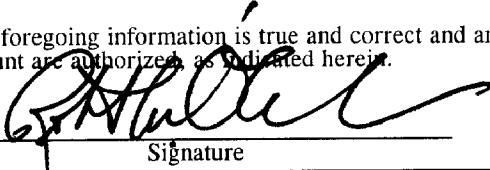
Yes

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.

Robert M. O'Connell, Jr.
Name and Person Signing


Signature

1/7/00
Date Signed



Office of the Secretary of State

I, EDWARD J. FREEL, 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 OF "MAC-GRAY SERVICES, INC." 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.



Edward J. Freel

Edward J. Freel, Secretary of State

2282571 8100X

001140940

AUTHENTICATION: 0327011

DATE: 03-21-00

TRADEMARK
REEL: 002115 FRAME: 0850

8-13-97

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.

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

Actions 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 20th day of May, 1997.


John S. Olbrych
Chief Financial Officer

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3-31-98
2:25

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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

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

R. BODDEN COIN-OP LAUNDRY, INC.

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

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

DOCSC613760.2

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 G. 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 G. 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

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**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 else here 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

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