

10-11-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

Tab settings

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

1. Name of conveying party(ies): Kent Electronics Corporation

10-5-02

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

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

2. Name and address of receiving party(ies)

Name: Avnet, Inc. Internal Address:

Street Address: 2211 South 47th Street City: Phoenix State: AZ Zip: 85034

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

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

OFFICE OF PRIORITY RECORDS 2002 OCT -3 PM 2:26 FINANCE SECTION

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: June 8, 2001

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

A. Trademark Application No.(s) 76/029,998; 76/120,893

B. Trademark Registration No.(s) 1,424,222; 1,395,309; 2,349,808; 1,731,922; cont.

Additional number(s) attached Yes No

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

Name: Fish & Richardson P.C.

Internal Address: Linda M. Novack, Esq.

TDIAZ1 00000072 76029998 40.00 450.00

Street Address: 5000 Bank One Tower 1717 Main Street

City: Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved: 19

7. Total fee (37 CFR 3.41): \$ 490.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

06-1050

DO NOT USE THIS SPACE

9. Signature.

Linda M. Novack Name of Person Signing

Linda M. Novack Signature

10/03/02 Date

9

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

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

10/10/2002 01 FC:481 02 FC:482

**Trademark Form Cover Sheet
Trademarks Only
Continued**

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

B. Trademark Registration No.(s) Continued:

1,701,004
1,526,221
1,521,343
2,377,392
1,743,762
1,847,958
2,296,890
2,327,816
2,470,652
1,302,465
1,312,648
1,574,571
1,573,076



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER

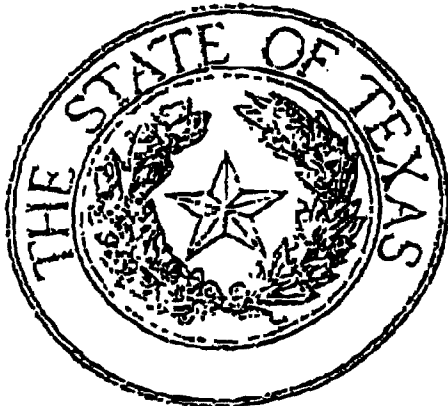
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

KENT ELECTRONICS CORPORATION
A Texas corporation
with
AVNET, INC.
A New York corporation

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed June 8, 2001

Effective June 8, 2001



Henry Cuellar
Secretary of State

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CERTIFICATE OF MERGER

OF

AVNET, INC.

(a New York corporation)

AND

KENT ELECTRONICS CORPORATION

(a Texas corporation)

INTO

AVNET, INC.

(a New York corporation)

Under Section 904 of the Business Corporation Law of the State of New York

It is hereby certified, on behalf of each of the constituent corporations named herein, as follows:

- (1) The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.
- (2) The name of the domestic constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation," is Avnet, Inc., and the name under which it was formed is Avnet Electronic Supply Co., Inc. The date upon which its certificate of incorporation was filed by the Department of State is July 22, 1955.
- (3) The name of the foreign constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation," is Kent Electronics Corporation, which is the name under which it was formed. The jurisdiction of its incorporation is the State of Texas, and the date of its incorporation therein is May 18, 1973.
- (4) The laws of Texas permit a merger of the kind certified herein.
- (5) The Application for Authority in the State of New York of the merged constituent corporation to transact business as a foreign corporation therein was filed by the Department of State on August 27, 1991.

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- (6) As to each constituent corporation, the plan of merger sets forth the designation and number of the outstanding shares of each class and series, specifies the classes and series of shares entitled to vote on the plan of merger, and specifies each class and series entitled to vote as a class on the plan of merger, as follows:

Avnet, Inc.
(the surviving constituent corporation)

<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
Common Stock, par value \$1.00 per share	92,472,376	Common Stock	Common Stock

Kent Electronics Corporation
(the merged constituent corporation)

<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
Common Stock, without par value	29,119,338	Common Stock	Common Stock

- (7) The merger herein certified was approved and adopted with respect to the surviving constituent corporation at a meeting of shareholders by a majority of the votes of the shares entitled to vote thereon, as provided in Section 903(a)(2)(l) of the Business Corporation Law and the certificate of incorporation of the surviving constituent corporation.
- (8) In compliance with the applicable provisions of Texas law, the jurisdiction in which the merged constituent corporation is incorporated, the plan of merger was approved and adopted with respect to the merged constituent corporation at a meeting of shareholders by the

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affirmative vote of the holders of at least two-thirds of the shares of its common stock outstanding at the close of business on the record date for the vote.

- (9) No amendments or changes in the certificate of incorporation of the surviving constituent corporation will be effected by the merger.
- (10) The merger herein certified is to become effective on June 8, 2001, pursuant to Section 904 of the Business Corporation Law.

[Signature page follows]

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IN WITNESS WHEREOF, this Certificate has been subscribed on June 8, 2001 by the undersigned who do hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by them and are true and correct.

AVNET, INC.
(a New York corporation)

By: David R. Birk
David R. Birk
Senior Vice President, Secretary and
General Counsel

KENT ELECTRONICS CORPORATION
(a Texas corporation)

By: _____
Larry D. Olson
President and Chief Executive Officer

PAGE 02

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IN WITNESS WHEREOF, this Certificate has been subscribed on June 8, 2001 by the undersigned who do hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by them and are true and correct.

AVNET, INC.
(a New York corporation)

By: _____
David R. Birk
Senior Vice President, Secretary and
General Counsel

KENT ELECTRONICS CORPORATION
(a Texas corporation)

By:  _____
Larry D. Olson
President and Chief Executive Officer

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CSC 45

CERTIFICATE OF MERGER

OF

AVNET, INC.

AND

KENT ELECTRONICS CORPORATION

Under Section 904 of the Business Corporation Law
of the State of New York

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 01 2001

TAX \$

NY: *JAC*

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Filed by: James E. Abbott, Esq.
Carter, Ledyard & Milburn
2 Wall Street
New York, New York 10005

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1855-1930

W.K. Richardson
1859-1951

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October 3, 2002

Commissioner of Patents & Trademarks
Box Assignments
Washington, D.C. 20231


Re: Recordation of Merger
Conveying Party: Kent Electronics Corporation
Receiving Party: Avnet, Inc.
App./Reg. No.(s): 76/029,998; 76/120,893; 1,424,222; 1,395,309; 2,349,808;
1,731,922; 1,701,004; 1,526,221; 1,521,343; 2,377,392;
1,743,762; 1,847,958; 2,296,890; 2,327,816; 2,470,652;
1,302,465; 1,312,648; 1,574,571; 1,573,076
Our Ref.: 14400-001002

Dear Commissioner:

Enclosed herewith please find a recordation form cover sheet and related attachments for the recordation of merger for the above-referenced application/registration numbers and our check in the amount of \$490.00 in payment of the filing fee.

Please charge any additional fees or make any credits to Deposit Account No. 06-1050 (14400-001002).

Very truly yours,



Linda M. Novak

LMN/bme

Enclosures



BOSTON

DALLAS

DELAWARE

NEW YORK

SAN DIEGO

SILICON VALLEY

TWIN CITIES

WASHINGTON, DC