

P15408
TRUSERV™
LAW DEPARTMENT

FILED
97 AUG 23 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 29, 1997

Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****33.00 *****33.00

Re: Name Change

Dear Sir/Madam:

Please be advised that Cotter & Company, a foreign for profit corporation, is changing its name to TruServ Corporation, effective July 1, 1997. This name change was approved by shareholder vote on April 1, 1997. Enclosed, please find the following:

- two completed and signed copies of your state's application form to amend authority
- a check payable to the Secretary of State
- a copy of the certificate of name change from Delaware, the state of incorporation
- an annual report *> -> Returned*

TruServ Corporation's Law Department's mailing address is the following:

TruServ Corporation
Law Department
8600 W. Bryn Mawr Ave.
Chicago, IL 60631-3505

Should you have any questions, please call Jon Hansen at (773) 695-5455.

Sincerely,



Jon Hansen
Law Department

N/c

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Enclosures 4

Coast to Coast True Value. SERVISTAR

National Headquarters 8600 W. Bryn Mawr Avenue Chicago, Illinois 60631-3505 773/695-5000

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Assistant Secretary
Title

State of Delaware
Office of the Secretary of State

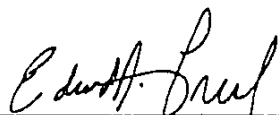
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "COTTER & COMPANY", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "TRUSERV CORPORATION", THE FIRST DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 8557348
07-15-97

DATE: