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SECRETARY OF STATE

July 29, 1997

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

900002274749978

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.

SERVETAR.

PROFIT CORPORATION CNI CORIDA SAUCES PARENTE APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I (1-3 MUST BE COMPLETED)

1. Cotter & Company	
Name of corporation as it appears on the records of the Department of State.	
2. Delaware	3. July 30, 1987 Date authorized to do business in Florida
Incorporated under laws of	Date authorized to do business in Florida
	ECTION II Y THE APPLICABLE CHANGES)
4. If the amendment changes the name of the corporation is the corporation of the corpora	
its jurisdiction of incorporation? April 1, 199	7
5. TruServ Corporation Name of corporation after the amendment, adding suffix "conot contained in new name of the corporation. 6. If the amendment changes the period of duration, is	rporation" "company" or "incorporated," or appropriate abbreviation, if ndicate new period of duration.
N	ew Duration
7. If the amendment changes the jurisdiction of incorp	poration, indicate new jurisdiction.
Ne	w Jurisdiction
Gru Drang 7. Namer Signature	June 27, 1997 Date
Diane T. Nauer Typed or printed name	Assistant Secretary

State of Delaware Office of the Secretary of State PAGE

I, EDWARD J. FREEL, SECKETARY 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.

Edward J. Freel, Secretary of State

AUTHENTICATION:

8557348 07-15-97