

05-28-1998

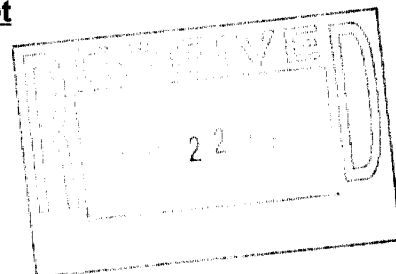


IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

100721024

5-22-98

Trademark Assignment Cover Sheet



TO: The Commissioner of Patents
and Trademarks
Washington, D.C. 20231
ATTN: Assignment Branch

Please find enclosed for recording a Certificate of Merger (the "Certificate") identified as follows:

1. **Conveying Party:** ("Assignor") Arcadian Corporation, a Delaware corporation.
2. **Receiving Party:** ("Assignee") PCS Nitrogen, Inc., a Delaware corporation having an address of 3175 Lenox Park Boulevard, Suite 400, Memphis, Tennessee 38115.
3. The Certificate evidences the merger of the Assignor into the Assignee.
4. The Certificate should be recorded against the following trademark registration:

<u>Trademark</u>	<u>U.S. Reg. No.</u>
S-25	1,085,831

5. Correspondence concerning this request should be sent to:

Hollie A. Smith
Baker, Donelson, Bearman and Caldwell
511 Union Street
Suite 1700
Nashville, Tennessee 37219.

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01 FC:481

40.00 DP

6. This request concerns one (1) trademark registration, and a total fee of **\$40.00** is submitted herewith. The Commissioner is hereby authorized to charge any additional payment, or credit any refund that may be due to Deposit Account No. 08-1629.

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7. The Assignee is domiciled in the United States.

8. The enclosed Certificate is dated March 6, 1997.
9. To the best knowledge and belief of the undersigned, the information contained on this cover sheet is True and Correct and any copy submitted is a true copy of the original document.

Respectfully submitted,

Hollie Smith

Hollie A. Smith
Attorney for Assignee

Date: 5/21/98

CERTIFICATE OF EXPRESS MAIL UNDER 37 CFR 1.10

"Express Mail" mailing label number: TB20095569XUS
Date of Deposit: 05-21-98

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3531.

Hollie A. Smith
(Typed or printed name of person mailing paper or fee)

Hollie A. Smith
(Signature of person mailing paper or fee)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"ARCADIAN CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "PCS NITROGEN, INC." UNDER THE NAME OF "PCS NITROGEN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF MARCH, A.D. 1997, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

97MAY16 11:18:18
SUE ALLEN GLEASON



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: TRADEMARK 8459611
REEL: 1730 FRAME: 0084

**CERTIFICATE OF MERGER OF
ARCADIAN CORPORATION INTO
PCS NITROGEN, INC.**

**The undersigned corporation
DOES HEREBY CERTIFY THAT:**

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Arcadian Corporation	Delaware
PCS Nitrogen, Inc.	Delaware

SECOND: An agreement of merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation of the merger is PCS Nitrogen, Inc.


FOURTH: The certificate of incorporation of PCS Nitrogen, Inc., which is surviving the merger, shall be the certificate of incorporation of the surviving corporation.

FIFTH: The executed agreement of merger is on file at the principal place of business of the surviving corporation, the address of which is: 3175 Lenox Park Boulevard, Suite 400, Memphis, TN, 38115-4256.

SIXTH: A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Dated: March 6, 1997

PCS Nitrogen, Inc.

By: 
John L.M. Hampton,
Secretary