

07-08-1998



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To the Honorable Commissioner of

1. Name of conveying party(ies):

Index, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 5/6/97

Name: DXP Enterprises, Inc.
 Internal Address: JUN 29 1998
 Street Address: 580 Westlake Park Blvd.
Suite 1100
 City: Houston State: Tx ZIP: 77079

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Texas
- 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

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

A. Trademark Application No.(s)

75/206,027
75/206,026

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Ben Tobor

Internal Address: 4633.002; 4633.003

Tobor & Goldstein, L.L.P.

1360 Post Oak Blvd., Suite 2300

Street Address: _____

City: Houston State: TX ZIP: 77056

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41):..... \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

20-1299

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Ben D. Tobor

Name of Person Signing

Signature

6/23/98

Date

Total number of pages comprising cover sheet:

1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

07/06/1998 BNEUYEN 00000127 75206027

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

01 FC:481
02 FC:482

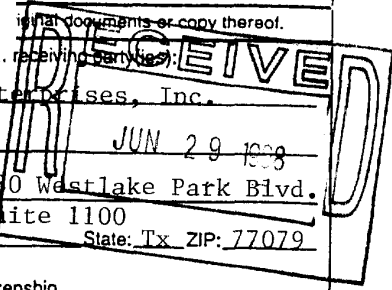
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TRADEMARK

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FILED
In the Office of the
Secretary of State of Texas

MAY 12 1997

Corporations Section

**ARTICLES OF AMENDMENT
TO THE
RESTATED ARTICLES OF INCORPORATION
OF
INDEX, INC.**

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Restated Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Index, Inc.

ARTICLE TWO

The following amendments to the Restated Articles of Incorporation were adopted by the shareholders of the corporation on May 8, 1997.

1. The following amendment alters or changes Article I which is amended and restated in its entirety as follows:

'ARTICLE I

The name of the corporation is DKP Enterprises, Inc.'

2. The following amendment alters or changes the first paragraph of Article IV, which paragraph is amended and restated in its entirety as follows:

**'ARTICLE IV
Capital Stock**

The total number of shares of stock of all classes which the Corporation shall have the authority to issue is 110,000,000, of which 100,000,000 shares of the par value \$.01 each shall be designated common stock ("Common Stock") and 10,000,000 shares of the par value of \$1.00 each shall be designated serial preferred stock ("Preferred Stock").

At the effective time of this amendment, each share of Common Stock issued and outstanding immediately prior to the effective time shall automatically be changed and converted, without any action on the part of the holder thereof, into one-half of a share of Common Stock and, in lieu of fractional interests in shares of Common Stock of the Corporation, each holder whose aggregate holdings of shares of Common Stock prior to the effective time of this amendment amounted to a number not evenly divisible by two, shall be entitled to receive for such fractional interest, and at the effective time of this amendment any such fractional interest in shares of Common Stock of the Corporation shall be converted into the right to receive, upon the surrender of the stock certificate formerly representing share of Common Stock of the corporation, an amount in cash equal to the average closing price per share for the shares of the Common Stock on the OTC Bulletin Board of the National

Association of Securities Dealers, Inc. (the "NASD"), as reported by the NASD, for the 20 trading days immediately preceding the date on which this amendment becomes effective.

A statement of all of the powers, preferences and rights, and the qualifications, limitations or restrictions thereof in respect of the Common Stock and the Preferred Stock is as follows:

3. The following amendment alters or changes paragraph (B)(3)(D)(i) of Article Four of the original Restated Articles of Incorporation, which paragraph is amended and restated in its entirety as follows:

(i) At any time prior to the redemption of any share of Series B Preferred Stock, the holder of such shares of Series B Preferred Stock shall have the right to convert such share into 50 shares of Common Stock. The right to receive the converted shares requires delivery to the office of the Corporation or its transfer agent of the shareholder's written notice stating the number of shares the shareholder is electing to convert. Said notice shall be accompanied by the surrender of the Series B Preferred Stock certificate or certificates, duly endorsed to the Corporation. The date of conversion shall be the date of receipt by the Corporation or its transfer agent of the notice and the duly endorsed certificate or certificates."

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 12,000,154 and the number of shares entitled to vote thereon was 12,000,154 (representing 12,001,572.0 votes)

ARTICLE FOUR

The holders of at least 8,120,304 votes entitled to be cast in respect of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment, which is the vote required by the Company's Restated Articles of Incorporation for the adoption of said amendment, pursuant to Article 2.30(D) of the Texas Business Corporation Act.

Dated: May 6, 1997.

INDEX, INC.

By David S. Little
David S. Little
President