

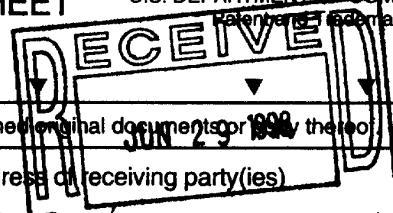
07-08-1998

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



Tab settings

6-29-98



To the Honorable Commissioner of Pa

100756809

attached original documents or the fee

1. Name of conveying party(ies):

BAKER INTERNATIONAL CORPORATION

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

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

2. Name and address of receiving party(ies)

Name: BAKER INTERNATIONAL CORPORATION

Internal Address:

Street Address: 500 CITY PARKWAY

City: ORANGE State: CA WEST ZIP: 92667

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

3. Nature of conveyance:

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

Execution Date: DECEMBER 16, 1982

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

A. Trademark Application No.(s)

NONE

B. Trademark Registration No.(s)

925,779
953,087
1,096,476

Additional numbers attached? Yes No

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

Name: EDWARD H. RENNER

Internal Address:

Street Address: SUITE 103

7700 CLAYTON ROAD

City: ST. LOUIS State: MO ZIP: 63117

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed

Authorized to be charged to deposit account

FOR ANY DEFICIENCY

8. Deposit account number:

03-2430

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

07/06/1998 DNGUYEN 00000114 925779

DO NOT USE THIS SPACE

1 FC:181 40.00 DP
2 FC:488 50.00 DP

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.

EDWARD H. RENNER

Name of Person Signing (24839)

Edward H Renner

Signature

JUNE 26, 1998

Date

Total number of pages including cover sheet, attachments, and document: 9

D132416

FILED
in the office of the Secretary of State
of the State of California

72670 OUT

JAN 27 1983

MARCH FORD ELI, Secretary of State

By James Harris Deputy

MERGER AGREEMENT

This Merger Agreement ("Agreement") is entered into as of the 16th day of December, 1982, by and between Baker International Corporation a California corporation ("Baker California"), and Baker International Corporation of Delaware, a Delaware corporation ("Baker Delaware").

RECITALS

A. Baker California is a corporation duly organized under the laws of the State of California. Baker California has an authorized capital of 200,000,000 shares of common stock, \$1.00 par value per share, 4,000,000 shares of preferred stock, \$25.00 par value per share, and 1,000,000 shares of preferred stock, no par value, and, as of December 1, 1982, 69,653,985 common shares and no preferred shares were outstanding. The principal office of Baker California is in Orange County, California.

B. Baker Delaware is a corporation duly organized under the laws of the State of Delaware. Baker Delaware has an authorized capital of 1,000 shares of common stock, \$1.00 par value per share (and at or prior to the effective time (as defined below) it will have an authorized capital of 200,000,000 shares of common stock, \$1.00 par value per share, and 5,000,000 shares of preferred stock, \$1.00 par value per share) and 1,000 common shares are issued and outstanding, all of which are held by Baker California. The registered office of Baker Delaware is in New Castle County, Delaware.

C. The respective Boards of Directors of Baker California and Baker Delaware, have deemed the merger of Baker California into Baker Delaware on the terms and conditions set forth herein, desirable and in the best interests of each such corporation. The respective Boards of Directors of Baker California and Baker Delaware have, by resolutions duly adopted, approved this Agreement and directed that it be executed by the undersigned officers and that it be submitted to their respective stockholders for approval.

AGREEMENTS

In consideration of the mutual promises, covenants and agreements herein contained, the parties hereto agree as follows:

ARTICLE I

After the approvals of this Agreement by the holders of at least a majority of the outstanding shares of each class of Baker California and by Baker California as the sole stockholder of Baker Delaware, this Agreement (with any required certificates) shall be filed with the Secretary of State of the State of California and with the Secretary of State of the State of Delaware, and Baker California and Baker Delaware shall be merged into and shall become a single corporation, pursuant to the General Corporation Law of the State of California and the General Corporation Law of the State of Delaware. Upon such merger Baker Delaware shall be the surviving corporation and Baker California shall terminate its corporate existence (except insofar as it is continued by statute for certain limited purposes). The laws of the State of Delaware shall govern the surviving corporation. The merger shall become effective at 2 p.m. Eastern Standard Time on January 27, 1983 (the "effective time"). The effect of the merger is as prescribed by law.

ARTICLE II

The Restated Certificate of Incorporation and the Bylaws of Baker Delaware, as in effect immediately prior to the effective time, shall continue to be the Restated Certificate of Incorporation and the Bylaws of

the surviving corporation, until duly amended in accordance with law, except that Article I is amended as of the effective time to read in its entirety as follows:

"ARTICLE I

The name of the Corporation is
BAKER INTERNATIONAL CORPORATION."

ARTICLE III

The directors and officers of Baker Delaware immediately prior to the effective time of the merger shall remain the directors and officers of Baker Delaware after such effective time.

ARTICLE IV

Each share of common stock, \$1.00 par value per share, of Baker Delaware outstanding immediately prior to the effective time of the merger shall, by virtue of the merger and without any further action on the part of the holder thereof or any other person, be cancelled.

Each share of common stock, \$1.00 par value per share, of Baker California outstanding immediately prior to the effective time of the merger shall, by virtue of the merger and without any further action on the part of the holder thereof or any other person, be converted into and exchanged for one share of the common stock, \$1.00 par value per share, of Baker Delaware.

Each share of preferred stock, no par value, of Baker California outstanding immediately prior to the effective time of the merger ("Baker California Preferred") shall, by virtue of the merger and without any further action on the part of the holder thereof or any other person, be converted into and exchanged for one share of the preferred stock, \$1.00 par value per share, of Baker Delaware ("Baker Delaware Preferred"). Each such share of Baker Delaware Preferred shall, by virtue of the merger and without any further action on the part of the holder thereof or any other person, be convertible into the same number of shares of common stock, \$1.00 par value per share, of Baker Delaware at the same price per share and upon the same terms and subject to the same conditions as the underlying Baker California Preferred.

Each option to purchase shares of the common stock, par value \$1.00 per share, of Baker California outstanding immediately prior to the effective time of the merger ("Baker California option") shall, by virtue of the merger and without any further action on the part of the holder thereof or any other person, be converted into and exchanged for an option to purchase the same number of shares of the common stock, \$1.00 par value per share, of Baker Delaware at the same price per share and upon the same terms and subject to the same conditions as set forth in the Baker California option and in any other documents pertaining to such Baker California option.

A number of shares of the common stock, \$1.00 par value per share, of Baker Delaware shall be reserved for issuance upon the exercise of options or conversion of preferred stock equal to the number of shares of the common stock, \$1.00 par value per share, of Baker California so reserved immediately prior to the effective time of the merger.

ARTICLE V

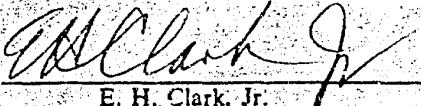
Notwithstanding the approval of this Agreement by the stockholders of Baker California or Baker Delaware or both, this Agreement may be terminated at any time prior to the effective time of the merger by the mutual consent of the Board of Directors of Baker California and Baker Delaware.

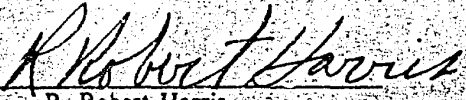
SIGNATURES

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be signed by its officers thereunto duly authorized.

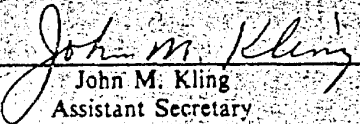
(Corporate Seal)

BAKER INTERNATIONAL CORPORATION
("Baker California")

By: 
E. H. Clark, Jr.
President

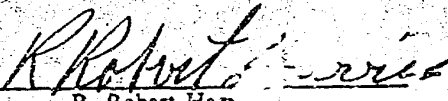
By: 
R. Robert Harris
Secretary

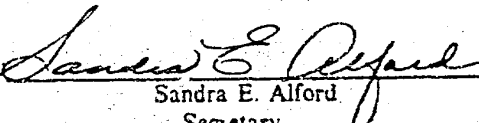
Attested to:


John M. Kling
Assistant Secretary

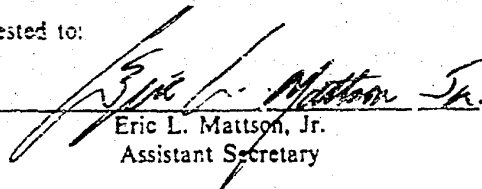
(Corporate Seal)

BAKER INTERNATIONAL CORPORATION
OF DELAWARE
("Baker Delaware")

By: 
R. Robert Harris
President

By: 
Sandra E. Alford
Secretary

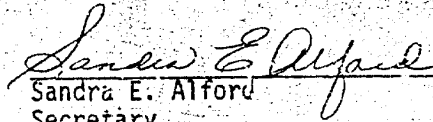
Attested to:


Eric L. Mattson, Jr.
Assistant Secretary

CERTIFICATE OF THE SECRETARY
OF
BAKER INTERNATIONAL CORPORATION OF DELAWARE

I, Sandra E. Alford, the Secretary of Baker International Corporation of Delaware, hereby certify that the Merger Agreement to which this Certificate is attached, after having been first duly signed on behalf of the Corporation by the President and Secretary and attested by the Assistant Secretary, was duly submitted to the sole stockholder of Baker International Corporation of Delaware and was approved on December 1, 1982 at a meeting of the sole stockholder of Baker International Corporation of Delaware.

WITNESS my hand this 26th day of January, 1983.



Sandra E. Alford
Secretary

CERTIFICATE

THE ABOVE MERGER AGREEMENT, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the General Corporation Law of the State of California, the President of each corporate party thereto does now hereby execute the said Merger Agreement and the Secretary of each corporate party thereto does now hereby attest the said Merger Agreement, as the respective act, deed and agreement of each of said corporations, on this 26th day of January, 1983.

BAKER INTERNATIONAL CORPORATION
OF DELAWARE,
a Delaware corporation

R. Robert Harris
R. Robert Harris
President

ATTEST:

Sandra E. Alford
Sandra E. Alford
Secretary

BAKER INTERNATIONAL CORPORATION,
a California corporation

E. H. Clark, Jr.
E. H. Clark, Jr.
President

ATTEST:

R. Robert Harris
R. Robert Harris
Secretary

OFFICERS' CERTIFICATE

OF

BAKER INTERNATIONAL CORPORATION OF DELAWARE,

A DELAWARE CORPORATION

R. Robert Harris and Sandra E. Alford certify that:

1. They are the President and Secretary, respectively, of Baker International Corporation of Delaware, a Delaware corporation ("Subsidiary").

2. This Certificate is attached to the Merger Agreement dated as of December 16, 1982, providing for the merger of Baker International Corporation, a California corporation, into Subsidiary (the "Merger Agreement"). The Merger Agreement was duly approved by the Board of Directors of Subsidiary.

3. The Merger Agreement in the form attached hereto has been approved by 100% of the outstanding shares of Subsidiary.

4. There is only one class of outstanding shares and the number of shares outstanding is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: January 26, 1983.



R. Robert Harris, President



Sandra E. Alford, Secretary

OFFICERS' CERTIFICATE
OF
BAKER INTERNATIONAL CORPORATION,
A CALIFORNIA CORPORATION

E. H. Clark, Jr. and R. Robert Harris certify that:

1. They are the President and Secretary, respectively, of Baker International Corporation, a California corporation ("Baker").

2. This Certificate is attached to the Merger Agreement, dated as of December 16, 1982, providing for the merger of Baker into Baker International Corporation of Delaware, a Delaware corporation (the "Merger Agreement"). The Merger Agreement was duly approved by the Board of Directors of Baker.

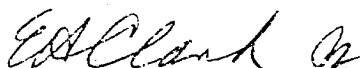
3. Baker has only one class of outstanding shares and the total number of outstanding shares entitled to vote on the attached Merger Agreement is 69,653,985.

4. The Merger Agreement was approved by Baker by a vote of a number of shares which equalled or exceeded the vote required.

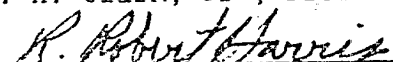
5. The percentage vote required is more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: January 26, 1983.



E. H. Clark, Jr., President



R. Robert Harris, Secretary



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
 SACRAMENTO, CALIFORNIA 95857
 TELEPHONE (916) 355-0895

**Tax Clearance
 Certificate**

January 25, 1983

William S. Gregory
 901 H Street
 Suite 400
 Sacramento, Ca. 95814

ISSUED TO: **Baker International Corporation**
 # 0072670

This certificate expires on April 15, 1985

THIS IS TO CERTIFY THAT all taxes imposed on the above corporation under the Bank and Corporation Tax Law have been paid or are secured by bond, deposit or other security.

Every corporation qualified to do business in this state is required to file a return and pay at least the minimum tax until its existence is terminated or its right to transact intrastate business is surrendered with the office of the California Secretary of State.

This certificate does not eliminate the requirements for filing any return or the payment of any tax, penalty or interest due for the period prior to the effective date of dissolution, merger or withdrawal as recorded by the office of the California Secretary of State.

A copy of this Tax Clearance Certificate has been sent to the Office of the Secretary of State at Sacramento, California. The original of this certificate may be retained for the files of the corporation.

IT IS THE RESPONSIBILITY OF THE CORPORATION TO FILE APPROPRIATE DOCUMENTS WITH THE OFFICE OF THE SECRETARY OF STATE, 1230 J STREET, SACRAMENTO, CA 95814.

FRANCHISE TAX BOARD

357:020:AJ

By Ronald Norton
 Authorized Signature
 Corporation Audit
 Tax Clearance Unit