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U.S. Patent & TM Office/TM Mail Report #10 Commissioner

2900 Crystal Drive
Box Assignments
Arlington, VA 22202-3513

Please record the attached original documents or copy thereof.

Name of conveying party:

OECO Corporation, an Oregon corporation

Name and address of receiving party:

OECO Corporation, a Delaware corporation
4607 S.E. International Way
Milwaukie, OR 97222

Description of the interest conveyed or the transaction to be recorded and its execution date:

Merger of OECO Corporation, an Oregon corporation with and into OECO Corporation, a Delaware Corporation, dated May 29, 1998.

Application or registration numbers of trademarks affected:

<u>Trademark Registration No(s).</u>
804,567
797,101

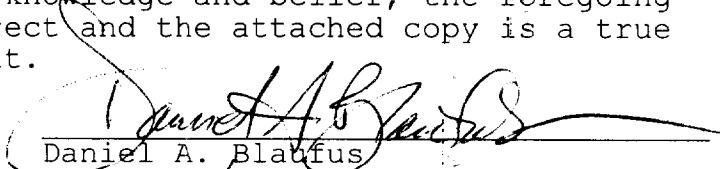
Name and address of the party to whom correspondence concerning the request to record the document should be mailed:

Daniel A. Blaufus
Tonkon, Torp, Galen, Marmaduke & Booth
1600 Pioneer Tower
888 SW Fifth Avenue
Portland, OR 97204-2099

Total number of applications/registrations and total fee:

2 trademarks - \$65

To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is a true copy of the original document.


 Daniel A. Blaufus
 Date: 12/16, 1998

Total number of pages including cover sheet, attachments and document: 14.

MRD 10-17-98

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"OECO CORPORATION", A OREGON CORPORATION,

WITH AND INTO "OECO CORPORATION" UNDER THE NAME OF "OECO CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2896709 8100M

981205586

AUTHENTICATION:

9108329

DATE:

05-29-98

TRADEMARK
REEL: 1813 FRAME: 0774

**CERTIFICATE OF MERGER
OF
OECO CORPORATION, AN OREGON CORPORATION
WITH AND INTO
OECO CORPORATION, A DELAWARE CORPORATION**

OECO Corporation, a corporation organized under the General Corporation Law of Delaware ("OECO-DEL"), hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:

<u>Name</u>	<u>State of Incorporation</u>
OECO Corporation	Delaware
OECO Corporation ("OECO")	Oregon

2. An Agreement and Plan of Merger between the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of Delaware and Section 60.501 of the Oregon Business Corporation Act.

3. The name of the surviving corporation shall be "OECO Corporation," a Delaware corporation.

4. The Certificate of Incorporation of OECO-DEL shall be the Certificate of Incorporation of the surviving corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of OECO-DEL:

OECO Corporation
4607 S.E. International Way
Milwaukie, Oregon 97222

7. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

8. The authorized capital stock of OECO, an Oregon corporation, is one million (1,000,000) shares of common stock, without par value.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:00 AM 05/29/1998
186 - 2896709

TRADEMARK

REEL: 1813 FRAME: 0775

Dated: 21 day of May, 1998.

OECO CORPORATION, a Delaware corporation

By: John F. Lillcrop
John F. Lillcrop,
President

ATTEST
By: Rande L. Bruhn
Rande L. Bruhn, Secretary

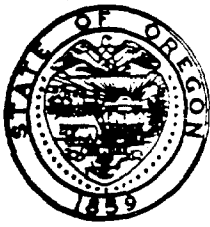
STATE OF OREGON)
County of Multnomah) ss:

On this 27 day of May, 1998, personally appeared before me the above named John F. Lillcrop and acknowledged that he is the President of OECO Corporation, a Delaware corporation, and that the foregoing Certificate of Merger is the voluntary act and deed of the corporation and that the facts stated therein are true.

Mary Scanlon Knowles
Notary Public for Oregon
My Commission Expires: 3-8-98

002993/00004/209099 v01





Phone: (503) 986-2200
 Fax: (503) 378-4381

Articles of Merger

For office use only

Secretary of State
 Corporation Division
 255 Capitol St. NE, Suite 151
 Salem, OR 97310-1327

Check the appropriate box below:

- BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION
 (Complete only 1, 2, 3, 4, 10, 11)
- FOR PARENT AND 90% OWNED SUBSIDIARY
 WITHOUT SHAREHOLDER APPROVAL
 (Complete only 5, 6, 7, 8, 9, 10, 11)

FILED

MAY 29 1998

**OREGON
 SECRETARY OF STATE**

Registry Number: 067760-17

Attach Additional Sheet if Necessary
 Please Type or Print Legibly in Black Ink

BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION ONLY

1) NAMES OF THE CORPORATIONS PROPOSING TO MERGE

- A. OECO Corporation, an Oregon corporation
- B. OECO Corporation, a Delaware corporation

2) NAME OF THE SURVIVING CORPORATION OECO Corporation, a Delaware corporation

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED.

4) CHECK THE APPROPRIATE STATEMENTS FOR CORPORATION A AND CORPORATION B BELOW

Corporation A

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- Shareholder/membership approval was required. The vote was as follows:

If Corporation A is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Common stock without par value	675,080	586,628	0

If Corporation A is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Corporation B

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- Shareholder/membership approval was required. The membership vote was as follows:

If Corporation B is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Common stock \$.01 par value per share	100	100	0

If Corporation B is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION _____

Oregon Registry Number _____

6) NAME OF SUBSIDIARY CORPORATION _____

Oregon Registry Number _____

7) NAME OF SURVIVING CORPORATION _____

8) COPY OF PLAN

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

- A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____ 19____.
- The mailing of a copy of the plan or summary was waived by all outstanding shares

10) EXECUTION

Printed Name

Rande L. Bruhn

Signature

Rande L. Bruhn

Title

Secretary,
 OECO Corporation (Delaware)

11) CONTACT NAME

Justin B. Denton

DAYTIME PHONE NUMBER

(503) 802-2117

FEES

Make check for \$10 payable to "Corporation Division"

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

TRADEMARK

REEL: 1813 FRAME: 0777

MAY 29 1998

OREGON
SECRETARY OF STATE

069760-17 AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, as amended (this "Agreement"), dated for reference purposes May 14, 1998, is by and among HECO HOLDING CORPORATION, an Oregon corporation ("HECO Holding"), OEEO CORPORATION, a Delaware corporation and wholly-owned subsidiary of HECO Holding ("OEEO-DEL" or the "Surviving Corporation"), and OEEO CORPORATION, an Oregon corporation ("OEEO"). OEEO-DEL and OEEO are collectively referred to herein as the "Constituent Corporations."

RECITALS

1. HECO Holding has formed a subsidiary corporation, OEEO-DEL, in order to effect the merger of OEEO with and into OEEO-DEL (the "Merger") in accordance with the applicable provisions of the Delaware General Corporation Law ("DGCL"), the Oregon Business Corporation Act ("OBCA") and this Agreement.

2. Upon the consummation of the Merger, OEEO will be merged with and into OEEO-DEL, OEEO-DEL will be the Surviving Corporation, the separate existence of OEEO will cease and OEEO-DEL will remain a wholly-owned subsidiary of HECO Holding.

3. Pursuant to the Merger, each issued and outstanding share of the Common Stock without par value of OEEO (individually a "Share" and collectively the "Shares"), will be converted into 1.1117274 shares of Common Stock without par value of HECO Holding (the "Merger Consideration"). Such conversion is provided for and is subject to the limitations set forth in this Agreement.

AGREEMENT

NOW, THEREFORE, the parties hereby agree as follows:

Section 1 The Merger.

1.1 The Merger. Subject to the terms and conditions of this Agreement, OEEO will merge with and into OEEO-DEL. At the Effective Time, as defined in Section 1.2, the separate existence of OEEO shall cease and OEEO-DEL shall continue as the Surviving Corporation of the Merger under the name "OEEO Corporation" and will remain a wholly-owned subsidiary of HECO Holding.

1.2 Effective Time. The Merger shall become effective upon the later to occur of the filing of a Certificate of Merger, substantially in the form of Exhibit A, with the Secretary of State of the State of Delaware and the filing of Articles of Merger, substantially in the form of Exhibit B (with this Agreement and Plan of Merger attached), with the Secretary of State of the State of Oregon (the "Effective Time").

1.3 Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the DGCL and OBCA. Without limiting the generality of the foregoing, at the Effective Time, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations, and all property, real, personal, intangible and mixed, and all debts, contingent or otherwise, and all other choses in action, and all other interests of each of the Constituent Corporations shall be deemed vested in the Surviving Corporation without further act or deed. The title to any real or personal property, or any interest therein, vested in either of

the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. After the Effective Time, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger. Any claim, existing action or proceeding pending by or against either of the Constituent Corporations may be prosecuted against the Surviving Corporation.

1.4 Conversion of OEKO Shares; Survival of OEKO-DEL Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any stock or securities of the Constituent Corporations:

1.4.1 Each Share then issued and outstanding (other than Dissenting Shares as defined in Section 1.7) shall automatically and by operation of law be converted into the Merger Consideration.

1.4.2 Each issued and outstanding share of the capital stock of OEKO-DEL immediately prior to the Effective Time shall, without further action, continue to be one fully paid, non-assessable, issued and outstanding share of the common stock of the Surviving Corporation, without the issuance or exchange of new shares or share certificates.

1.5 No Further Rights. From and after the Effective Time, holders of stock certificates formerly evidencing the Shares shall cease to have any rights as shareholders of OEKO, except for the right to receive the Merger Consideration, and except as otherwise provided by law. At the Effective Time, the stock transfer books of OEKO shall be closed and no transfer of Shares shall thereafter be made, except as provided in Section 1.6.

1.6 Surrender of Certificates. From and after the Effective Time, upon proper surrender to HECO Holding or its agent of a certificate for Shares, HECO Holding or its agent shall promptly register the Merger Consideration in the name of the holder of such surrendered Shares or as properly directed by such holder. From and after the Effective Time, certificates formerly evidencing Shares shall be deemed for all purposes to evidence the Merger Consideration, except as otherwise provided by law; provided, however, that no dividends or other distributions in respect of the Merger Consideration shall be paid until the holder of a certificate for Shares shall have surrendered such certificate, at which time the holder shall be paid the amount of dividends or distributions, if any, without interest, which shall theretofore have become payable with respect to the Merger Consideration.

1.7 Dissenting Shares. Holders of Shares who dissent from the Merger ("Dissenting Shares") shall be entitled to dissenters' rights only to the extent provided for by OBCA.

1.8 Certificate of Incorporation; Bylaws; Officers and Directors.

1.8.1 Subject to Section 1.1, at the Effective Time, the Certificate of Incorporation and Bylaws of OEKO-DEL in effect immediately prior to the Effective Time shall become the Certificate of Incorporation and Bylaws of the Surviving Corporation until thereafter amended.

1.8.2 The officers and directors of OEKO-DEL immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation until their successors are duly elected and qualified.

1.9 **Closing.** The closing of the transactions contemplated by this Agreement (the "Closing") shall take place at the offices of Tonkon Torp LLP at 1:00 p.m. Portland, Oregon time on May 28, 1998, or at such other date, time and place as HECO Holding and OEKO may mutually select (the "Closing Date"). Immediately after the Closing, the Certificate of Merger and Articles of Merger will be filed as provided in Section 1.2. The Merger and other actions contemplated in Section 1 are referred to herein as the "Transactions."

1.10 **Tax Consequences.** It is intended that the Merger shall constitute one step in a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code"), and that this Agreement shall constitute a "plan of reorganization" for the purposes of Section 368 of the Code.

1.11 **Termination.** Notwithstanding the approval of this Agreement by shareholders of OEKO-DEL or OEKO, this Agreement may be unilaterally terminated, at any time prior to the Effective Time, by resolution of the Board of Directors of HECO Holding, OEKO-DEL or OEKO.

Section 2 **Miscellaneous Provisions.**

2.1 **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the states of Delaware and Oregon, without regard to the principles of conflicts of laws.

2.2 **Partial Invalidity.** If any one or more of the provisions contained herein shall be held, for any reason, to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision of this Agreement, but this Agreement shall be construed as if such invalid, illegal or unenforceable provision or provisions had never been contained herein.

2.3 **Successors and Assigns, Parties in Interest.** This Agreement shall not be assignable by any party hereto without the prior written consent of the other parties. This Agreement shall be binding upon and inure to the benefit of, and be enforceable by the parties hereto and their respective successors and permitted assigns.

2.4 **No Third-Party Beneficiary Rights.** Nothing in this Agreement, expressed or implied, is intended or shall be construed to confer upon any person or entity other than the parties and their successors and permitted assigns, any right, remedy or claim under or by reason of this Agreement.

2.5 **Execution in Counterparts.** This Agreement may be executed in any number of counterparts, each of which shall be considered an original counterpart, and shall become a binding agreement when each party shall have executed one counterpart.

2.6 **Exhibits.** The Exhibits referred to in this Agreement shall be construed as an integral part of this Agreement to the same extent as if the same had been set forth verbatim herein.

2.7 Further Actions. Each of the parties hereto agrees that, subject to its legal obligations, it will use its best efforts to fulfill all conditions precedent specified herein, to the extent that such conditions are within its control, and to do all things reasonably necessary to consummate the Transactions.

2.8 Entire Agreement. This Agreement, including the Exhibits, contains the entire understanding of the parties hereto with respect to the Transactions and supersedes all other prior agreements and understandings, oral and written, between the parties hereto with respect to the Transactions.

2.9 Amendment. This Agreement may not be amended except in a writing executed by the parties hereto; provided that after this Agreement has been adopted by the shareholders of OECO-DEL and OECO, no such amendment shall reduce the amount or change the form of the Merger Consideration to be paid pursuant to this Agreement or alter or change any of the terms or conditions of this Agreement if such alteration or change would adversely affect the shareholders of OECO-DEL or OECO.

2.10 Notices. All notices required or permitted to be given under this Agreement shall be in writing. Notices may be served by certified or registered mail, postage paid, return receipt requested; by private carrier, prepaid; by telex, facsimile, or other telecommunications device capable of transmitting or creating a written record; or personally. Notices shall be effective upon actual delivery. Unless a party changes its address by giving notice to the other party as provided herein, notices shall be delivered to the parties at the following addresses:

If to HECO Holding, OECO-DEL or
OECO:

with a copy to:

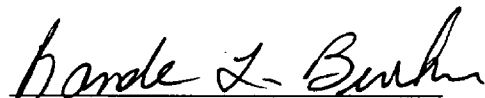
Rande L. Bruhn
4607 S.E. International Way
Milwaukie, OR 97222

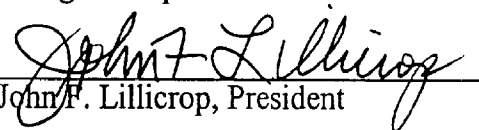
Thomas P. Palmer
Tonkon Torp LLP
1600 Pioneer Tower
888 SW Fifth Avenue
Portland, OR 97204-2099

IN WITNESS WHEREOF, HECO Holding Corporation, an Oregon corporation, OECO Corporation, a Delaware corporation and OECO Corporation, an Oregon corporation, have each caused this Agreement to be duly executed as of the date first above written.

Attest:

HECO HOLDING CORPORATION,
an Oregon Corporation


Rande L. Bruhn, Secretary

By 
John F. Lillicrop, President

Attest:

Rande L. Bruhn
Rande L. Bruhn, Secretary

OECO CORPORATION, a Delaware corporation

By John F. Lillicrop
John F. Lillicrop, President

Attest:

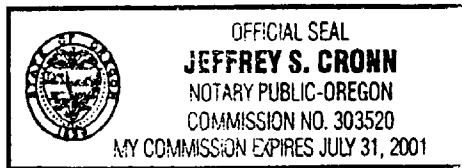
Rande L. Bruhn
Rande L. Bruhn, Secretary

OECO CORPORATION, an Oregon corporation

By John F. Lillicrop
John F. Lillicrop,
Chief Executive Officer

STATE OF OREGON)
County of Multnomah) ss.

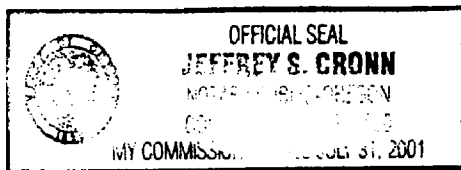
On this 28th day of May, 1998, John F. Lillicrop personally appeared before me and acknowledged that he is the President of HECO HOLDING CORPORATION and that the foregoing Agreement and Plan of Merger is the voluntary act and deed of said corporation and that the facts stated therein are true.



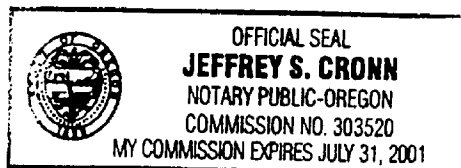
Jeffrey S. Cronn
Notary Public for Oregon
My Commission Expires: 7-31-2001

STATE OF OREGON)
County of Multnomah) ss.

On this 28th day of May, 1998, John F. Lillicrop personally appeared before and acknowledged that he is the President of OECO CORPORATION, a Delaware corporation, and that the foregoing Agreement and Plan of Merger is the voluntary act and deed of said corporation and that the facts stated therein are true.



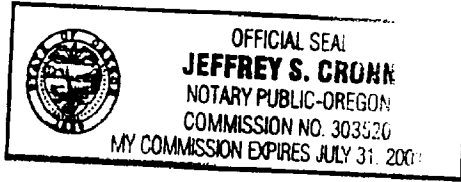
Jeffrey S. Cronn
Notary Public for Oregon
My Commission Expires: 7-31-2001



STATE OF OREGON

County of Washington)
) ss.

On this 28th day of May, 1998, John F. Lillicrop personally appeared before me and acknowledged that he is the Chief Executive Officer of OECO CORPORATION, an Oregon corporation, and that the foregoing Agreement and Plan of Merger is the voluntary act and deed of said corporation and that the facts stated therein are true.

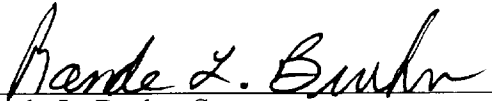


[Signature]
Notary Public for Oregon
My Commission Expires: 7-31-2001

CERTIFICATES

The undersigned, Secretary of OECO CORPORATION, a Delaware corporation ("OECO-DEL"), hereby certifies, pursuant to Section 252 of the General Corporation Law of the State of Delaware, and Section 60.501 of the Oregon Business Corporation Act, that the foregoing Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of OECO-DEL by its President, and attested to by the Secretary, was duly approved and adopted on May ____, 1998, by written consent of the holder of all of the outstanding shares of capital stock of OECO-DEL which would have been entitled to vote on such matter had a meeting been called for such purpose, pursuant to Section 228 of the General Corporation Law of the State of Delaware which authorizes such action to be so taken.

28th IN WITNESS WHEREOF, the undersigned has executed this certificate on the day of May, 1998.


Rande L. Bruhn, Secretary

The undersigned, Secretary of OECO CORPORATION, an Oregon corporation ("OECO"), hereby certifies, pursuant to Section 252 of the General Corporation Law of the State of Delaware, and Section 60.501 of the Oregon Business Corporation Act, that the foregoing Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of OECO by its Chief Executive Officer, and attested to by its Secretary, was duly submitted to the shareholders of OECO at a meeting thereof called for the purpose of considering and acting upon the proposed Merger Agreement, held after due notice on the 28th day of May, 1998, and that at said meeting the holders of not less than a majority of the outstanding shares of capital stock of OECO entitled to vote upon said Agreement and Plan of Merger voted for the adoption of said Agreement and Plan of Merger.

28th IN WITNESS WHEREOF, the undersigned has executed this certificate on the day of May, 1998.

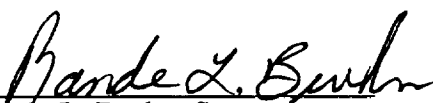

Rande L. Bruhn, Secretary

EXHIBIT A

CERTIFICATE OF MERGER
OF
OECO CORPORATION, AN OREGON CORPORATION
WITH AND INTO
OECO CORPORATION, A DELAWARE CORPORATION

The undersigned corporations do hereby certify that:

1. The name and state of incorporation of each of the constituent corporations is as follows:

- (a) OECO Corporation, an Oregon corporation ("OECO"); and
- (b) OECO Corporation, a Delaware corporation ("OECO-DEL").

2. An Agreement and Plan of Merger between the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of Delaware and Section 60.501 of the Oregon Business Corporation Act.

3. The name of the surviving corporation shall be: *

OECO Corporation

4. The Certificate of Incorporation of OECO-DEL shall be the Certificate of Incorporation of the surviving corporation, until thereafter amended as provided therein.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of OECO-DEL:

4607 S.E. International Way
Milwaukie, OR 97222

7. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of the Constituent Corporations.

8. The authorized capital stock of OECO is one million (1,000,000) shares of Common Stock, without par value.

Dated: ____ day of May, 1998.

OECO CORPORATION, an Oregon
corporation

By: _____
John F. Lillicrop,
Chief Executive Officer

OECO CORPORATION, a Delaware
corporation

By: _____
John F. Lillicrop, President

ATTEST:

By: _____
Rande L. Bruhn, Secretary

ATTEST:

By: _____
Rande L. Bruhn, Secretary

STATE OF OREGON)
) ss:
County of _____)

On this _____ day of May, 1998, personally appeared the above named John F. Lillicrop and acknowledged that he is the Chief Executive Officer of OECO Corporation, an Oregon corporation, and that the foregoing Certificate of Merger is the voluntary act and deed of the corporation and that the facts stated therein are true.

Notary Public for _____
My Commission Expires: _____

STATE OF OREGON)
) ss:
County of _____)

On this _____ day of May, 1998, personally appeared the above named John F. Lillicrop and acknowledged that he is the President of OECO Corporation, a Delaware corporation, and that the foregoing Certificate of Merger is the voluntary act and deed of the corporation and that the facts stated therein are true.

Notary Public for _____
My Commission Expires: _____

005993/00004/208259 v02