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01-13-1999



NO. 61908-1

U.S. Patent & TMO Form Mail Rcpt Dt. #34

100948471

To the Honorable

U.S. Patent and Trademark Office

Documents or copy thereof

1. Name of conveying party(ies): MPO 1-13-99
Metal-Prep, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Metal Coaters Holding, Inc.
Internal Address: _____
Street Address: 7301 Fairview
City Houston State TX ZIP 77041

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: May 5, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation 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)
 B. Trademark registration No.(s) 1,663,664

Additional numbers attached? Yes No

B. Trademark registration No.(s) 1,663,664

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Kay Lyn Schwartz
 Internal Address: 29th Floor
 Street Address: 1601 Elm Street, Suite 3000
 City Dallas State TX ZIP 75201-4761

6. Total number of applications and registrations involved 1
 7. Total fee (37 CFR 3.41) \$40 E
 Enclosed
 Authorized to be charged to deposit account.
 8. Deposit account number: 070153
 (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.

Kay Lyn Schwartz [Signature] 1-5-99
 Name of Person Signing Signature Date

01/22/1999 DNGUYEN 00000250 1663664
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Total number of pages including cover sheet, attachments, and document: 111

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:

"METAL COATERS, INC.", A TEXAS CORPORATION,

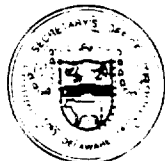
"METAL COATERS OF GEORGIA, INC.", A TEXAS CORPORATION,

"METAL COATERS OF MISSISSIPPI, INC.", A DELAWARE CORPORATION,

"METAL PREP, INC.", A TEXAS CORPORATION,

WITH AND INTO "METAL COATERS HOLDING, INC." UNDER THE NAME OF "METAL COATERS HOLDING, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF MAY, A.D. 1998, AT 12:04 O'CLOCK P.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

2885983 8100M

981171802

AUTHENTICATION: 9063097

DATE: 05-05-98

TRADEMARK
REEL: 1843 FRAME: 0866

CERTIFICATE OF MERGER

of

METAL COATERS, INC.,
a Texas corporation,

METAL PREP, INC.,
a Texas corporation,

METAL COATERS OF GEORGIA, INC.,
a Texas corporation,

and

METAL COATERS OF MISSISSIPPI, INC.,
a Delaware corporation

into

METAL COATERS HOLDING, INC.,
a Delaware corporation

The undersigned corporation, Metal Coaters Holding, Inc.,

DOES HEREBY CERTIFY:

FIRST: That the names and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Metal Coaters, Inc.	Texas
Metal Prep, Inc.	Texas
Metal Coaters of Georgia, Inc.	Texas
Metal Coaters of Mississippi, Inc.	Delaware
Metal Coaters Holding, Inc.	Delaware

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 12:04 PM 05/05/1998
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- SECOND:** That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.
- THIRD:** That the name of the surviving corporation of the merger is Metal Coaters Holding, Inc., a Delaware corporation.
- FOURTH:** That the Certificate of Incorporation of Metal Coaters Holding, Inc., a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.
- FIFTH:** That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 7301 Fairview, Houston, Texas 77041.
- SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.
- SEVENTH:** The number of authorized shares of outstanding common stock of each foreign corporation and its par value is as follows:

<u>Name</u>	<u>No. of Authorized Shares</u>
Metal Coaters, Inc.	500,000, par value \$0.10
Metal Prep, Inc.	500,000, par value \$0.10
Metal Coaters of Georgia, Inc.	500,000, par value \$0.10

- EIGHTH:** That this Certificate of Merger shall be effective at 3:00 p.m. on May 5, 1998.

DATED: May 5, 1998.

METAL COATERS HOLDING, INC.

By: 
Robert J. Medlock, Vice President

536489/01.61908-308



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

METAL COATERS, INC. - a Texas corporation

METAL-PREP, INC. - a Texas corporation

METAL COATERS OF GEORGIA, INC. - a Texas corporation

METAL COATERS OF MISSISSIPPI, INC. - a Delaware no permit entity

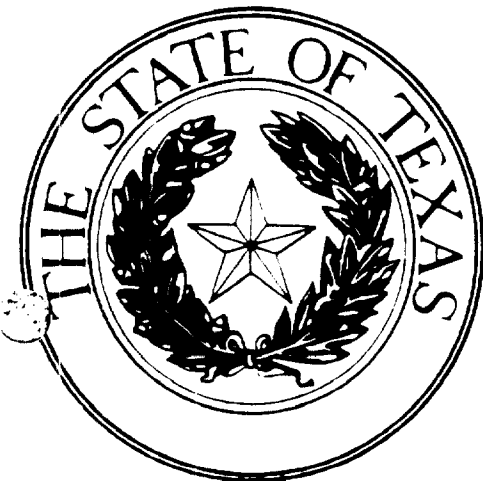
with

METAL COATERS HOLDING, INC. - a Delaware no permit entity

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed May 5, 1998

Effective May 5, 1998 3:00 p.m.



Alberto R. Gonzales
Secretary of State

TRADEMARK
REEL: 1843 FRAME: 0870

ARTICLES OF MERGER

of

METAL COATERS, INC.,
a Texas corporation,

METAL PREP, INC.,
a Texas corporation,

METAL COATERS OF GEORGIA, INC.,
a Texas corporation,

METAL COATERS OF MISSISSIPPI, INC.,
a Delaware corporation,

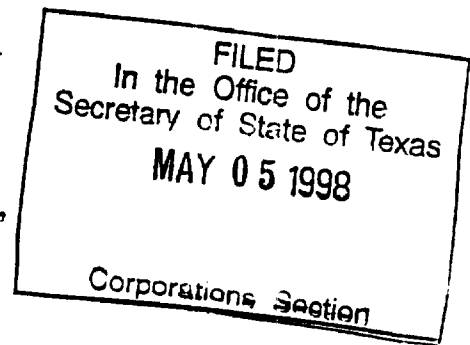
and

METAL COATERS HOLDING, INC.,
a Delaware corporation

TO THE SECRETARY OF STATE
STATE OF TEXAS

Pursuant to the provisions of the Texas Business Corporation Act, the domestic corporations and the foreign corporations herein named do hereby adopt the following articles of merger for the purpose of merging all the domestic corporations and Metal Coaters of Mississippi, Inc. with and into Metal Coaters Holding, Inc.

FIRST: The names of the constituent corporations are Metal Coaters, Inc., Metal Prep, Inc., and Metal Coaters of Georgia, Inc., which are business corporations organized under the laws of the State of Texas and which are subject to the provisions of the Texas Business Corporation Act, and Metal Coaters of Mississippi, Inc. and Metal Coaters Holding, Inc., which are business corporations organized under the laws of the State of Delaware and which are subject to the provisions of the Delaware General Corporation Law.



SECOND: (a) The name and state of incorporation of each domestic or foreign corporation or other entity that is a party to the planned merger is:

<u>Corporation</u>	<u>State of Incorporation</u>
Metal Coaters, Inc.	Texas
Metal Prep, Inc.	Texas
Metal Coaters of Georgia, Inc.	Texas
Metal Coaters of Mississippi, Inc.	Delaware
Metal Coaters Holding, Inc.	Delaware

- (b) An Agreement and Plan of Merger has been approved pursuant to Section 5.03 of the Texas Business Corporation Act.
- (c) The Certificate of Incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation and the said Certificate of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.
- (d) An executed Agreement and Plan of Merger is on file at the principal place of business of the surviving or foreign corporation, the address of which is:

Metal Coaters Holding, Inc.
7301 Fairview
Houston, Texas 77041

- (e) A copy of the Agreement and Plan of Merger will be furnished by each surviving or new domestic or foreign corporation or other entity upon written request and without cost to any shareholder of each domestic corporation or entity that is a party to the merger.

THIRD: The number of shares of each Corporation which was outstanding at the time of the approval of the Agreement and Plan of Merger by its shareholders and their adoption of a resolution authorizing the merger is as follows (and in each case, all shares are of one class):

<u>Corporation</u>	<u>Number of Shares</u>
Metal Coaters, Inc	10,000
Metal Prep, Inc.	10,000
Metal Coaters of Georgia, Inc.	10,000
Metal Coaters of Mississippi, Inc.	1,000
Metal Coaters Holding, Inc.	1,000


FOURTH: The approval of the Agreement and Plan of Merger by the shareholders of Metal Coaters, Inc., Metal Prep, Inc., and Metal Coaters of Georgia, Inc. was by written consent, which has been given in accordance with the provisions of Article 9.10 of the Texas Business Corporation Act and any written notice required by that Article has been given.

FIFTH: The approval of the Agreement and Plan of Merger was duly authorized by all action required by the laws under which Metal Coaters of Mississippi, Inc. and Metal Coaters Holding, Inc. were incorporated and by its constituent documents.


SIXTH: Metal Coaters Holding, Inc. will continue to exist as the surviving corporation pursuant to the provisions of the laws of the State of Delaware and will be governed by said laws. Metal Coaters Holding, Inc. will assume any and all franchise tax liabilities of Metal Coaters, Inc., Metal Prep, Inc., Metal Coaters of Georgia, Inc., and Metal Coaters of Mississippi, Inc.

EXECUTED on this 5th day of May, 1998, to be effective as of 3:00 p.m. on the
5th day of May, 1998.


METAL COATERS HOLDING, INC

By 
Robert J. Medlock, Vice President

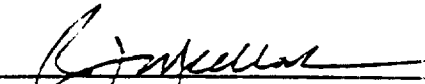
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