

02-08-1999

Docket No. JW(140) T02

FORM PTO-1594

(Rev. 10-96)

RECORDATIC



DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>Guardian Royalty Corporation</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>September 28, 1998</u></p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Guardian Royalty LLC</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>32 West State Street</u></p> <p>City <u>Sharon</u> State <u>PA</u> ZIP <u>16146</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>Limited Liability Corporation</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(Designation must be a separate document from Assignment)</small></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark registration No.(s) <u>1,644,152</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>ROBERT V. VICKERS</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>VICKERS, DANIELS & YOUNG</u> <u>2000 TERMINAL TOWER</u> <u>CLEVELAND, OHIO 44113-2235</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee(37 CFR 3.41):.....\$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> You are authorized to charge our deposit account for any additional fee required.</p> <p>8. Deposit account number: <u>22-0347</u></p> <p>_____ A duplicate copy of this form is attached</p>
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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.

ROBERT V. VICKERS [Signature] 1/28/99

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1849 FRAME: 0709

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:

"GUARDIAN ROYALTY CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "GUARDIAN ROYALTY LLC" UNDER THE NAME OF "GUARDIAN ROYALTY LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9403566

DATE: 11-13-98

TRADEMARK

REEL: 1849 FRAME: 0710

CERTIFICATE OF MERGER
OF
GUARDIAN ROYALTY CORPORATION
INTO
GUARDIAN ROYALTY LLC

The undersigned limited liability company, organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation and formation of the constituent corporation and limited liability company, respectively, are as follows:

Name	State of Incorporation/Formation
Guardian Royalty Corporation	Delaware
Guardian Royalty LLC	Delaware

SECOND: That an agreement and plan of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by Guardian Royalty Corporation in accordance with the requirements of Sec. 264 of the General Corporation Law of the State of Delaware and by Guardian Royalty LLC in accordance with the requirements of Section 18-209(b) of the Limited Liability Company Act of the State of Delaware.

THIRD: That the name of the survivor of the merger is Guardian Royalty LLC.

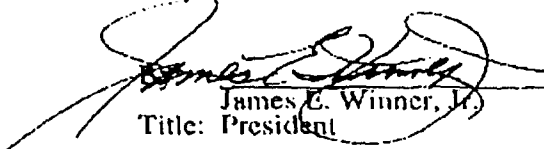
FOURTH: That the Certificate of Formation of Guardian Royalty LLC, a Delaware limited liability company, the survivor, shall be the Certificate of formation of the survivor.

FIFTH: That the executed agreement and plan of merger is on file at the principal place of business of the survivor. The principal place of business of the survivor is 32 West State Street, Sharon, PA 16146.

SIXTH: That a copy of the agreement and plan of merger will be furnished by the survivor, on request and without cost to any stockholder of Guardian Royalty Corporation or any member of Guardian Royalty LLC.

IN WITNESS WHEREOF, Guardian Royalty LLC has caused this Certificate of Merger to be signed by James E. Winner, Jr., its authorized officer, this 28th day of September, 1998.

GUARDIAN ROYALTY LLC


James E. Winner, Jr.
Title: President