

03-26-1999

Docket No.:

GP-78



Tab settings

To the Honorable Commissioner of Patents and Trade

100998745

original documents or copy thereof.

1. Name of conveying party(ies):

Enerpro International, Inc.

3-15-99

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: **May 3, 1996**

2. Name and address of receiving party(ies):

Name: **EVI Acquisition, Inc.**

Internal Address:

Street Address: **1450 Lake Robbins Drive, Suite 600**

City: **The Woodlands** State: **TX** ZIP: **77380**

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,258,246

Additional numbers Yes No

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

Name: **C. James Bushman**

Internal Address: **Browning Bushman**

Street Address: **5718 Westheimer, Suite 1800**

City: **Houston** State: **TX** ZIP: **77057**

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ **\$40.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-4345

03/26/1999 DNGUYEN 00000013 1258246

DO NOT USE THIS SPACE

FC:481

40.00 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.

C. James Bushman

Name of Person Signing

Signature

March 9, 1999

Date

Total number of pages including cover sheet, attachments, and

4

Office of the Secretary of State

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:

"EVI ACQUISITION, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ENERPRO INTERNATIONAL, INC." UNDER THE NAME OF "EVI ACQUISITION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF MAY, A.D. 1996, AT 12 O'CLOCK P.M.



A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2618614 8100M

971373108

AUTHENTICATION:

8737560

DATE:

11-04-97

TRADEMARK

REEL: 1874 FRAME: 0122

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 12:00 PM 05/03/1996
 950129181 - 2331669

CERTIFICATE OF MERGER

Pursuant to the provisions of Section 251(c) of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation submits the following Certificate of Merger for the purpose of effecting a merger of domestic corporations under the DGCL.

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

<u>Name of Corporation</u>	<u>State of Incorporation</u>
ENERPRO International, Inc.	Delaware
EVI Acquisition, Inc.	Delaware

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the DGCL.

3. The name of the surviving corporation is ENERPRO International, Inc. and Article First of the restated certificate of incorporation of the surviving corporation is hereby amended to be, EVI Acquisition, Inc.

4. The restated certificate of incorporation of the surviving corporation shall be amended in its entirety as set forth in Appendix A attached hereto.

5. The executed agreement of merger is on file at the principal place of business of the surviving corporation, located at 1360 Post Oak Boulevard, Suite 1000, Houston, Texas 77056.

6. A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Dated the 3rd day of May, 1996

ENERPRO International, Inc.

By: 
 James G. Kiley, Vice President

114001

Appendix A

RESTATED CERTIFICATE OF INCORPORATION

EVI Acquisition, Inc.

First: The name of the Corporation is **EVI Acquisition, Inc.**

Second: The address of the Corporation's registered office in the State of Delaware is **Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle.** The name of the Corporation's registered agent at such address is **The Corporation Trust Company.**

Third: The nature of the business and purpose to be conducted or promoted by the Corporation is to **engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.**

Fourth: The total number of shares of stock that the Corporation shall have authority to issue is **One Thousand (1,000) shares of Common Stock, of the par value of \$0.01 per share.**

Fifth: The Corporation is to have perpetual existence.

Sixth: Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

Seventh: All of the powers of the Corporation, insofar as the same may be lawfully vested by this Certificate of Incorporation in the Board of Directors of the Corporation, are hereby conferred upon the Board of Directors of the Corporation.

In furtherance and not in limitation of the foregoing provisions of this Article Eighth, and for the purpose of the orderly management of the business and the conduct of the affairs of the Corporation, the Board of Directors of the Corporation shall have the power to adopt, amend or repeal from time to time the by-laws of the Corporation, subject to the right of the stockholders of the Corporation entitled to vote thereon to adopt, amend or repeal by-laws of the Corporation.

Eighth: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.