

M.R.D. 4.9.99

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

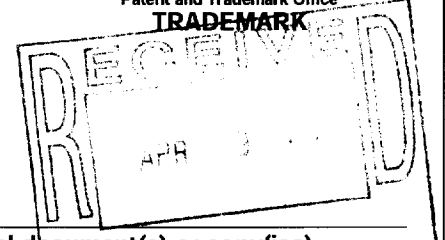
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U.S. Department of Commerce
Patent and Trademark Office

TRADEMARK



RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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02 FC:482

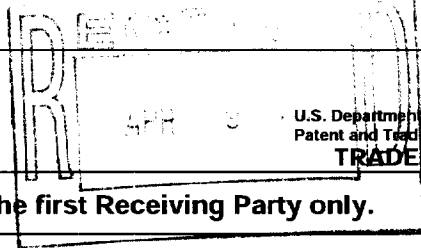
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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REEL: 1890 FRAME: 0978



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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Registration Number(s)

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<input type="text" value="1998273"/>	<input type="text" value="1999995"/>	<input type="text" value="1999996"/>
<input type="text" value="1999997"/>	<input type="text" value="2001518"/>	<input type="text" value="2019076"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Kristine Fyfe

Name of Person Signing

Kristine Fyfe

Signature

4/9/99

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

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Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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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 OWNERSHIP, WHICH MERGES:

"SUN COAST HOLDINGS, INC.", A NEVADA CORPORATION,
WITH AND INTO "SUN COAST INDUSTRIES, INC." UNDER THE NAME OF "SUN COAST INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF AUGUST, A.D. 1998, AT 4 O'CLOCK P.M.




Edward J. Freel, Secretary of State

AUTHENTICATION:

0880785 8100M

DATE: 9672209

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04-06-99

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REEL: 1890 FRAME: 0981

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****SUN COAST HOLDINGS, INC.****WITH AND INTO****SUN COAST INDUSTRIES, INC.**

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

SUN COAST INDUSTRIES, INC., a Delaware corporation (the
"Corporation") does hereby certify:

FIRST: That the Corporation was incorporated, under the name
Anaerobic Energy Systems, Inc., on October 19, 1979 pursuant to the General
Corporation Law of the State of Delaware.

SECOND: That the Corporation owns one hundred percent of the
issued and outstanding shares of the common stock, \$.01 par value per share (the
"Common Stock") of Sun Coast Holdings, Inc., a Nevada corporation (hereinafter,
"Holdings"). The Common Stock constitutes the only outstanding class of capital
stock of Holdings.

THIRD: That the Corporation by resolutions of its Board of Directors
duly adopted by written consent in lieu of a meeting, dated July 15, 1998 (the
"Resolutions"), determined, among other things, to merge Holdings with and into the
Corporation with the Corporation as the surviving corporation (the "Merger"), and
authorized the Merger upon the terms and subject to the conditions set forth in the
Resolutions. A true copy of the Resolutions are set forth in Exhibit A attached hereto
and such resolutions have not been modified or rescinded and remain in full force and
effect on the date hereof.

FOURTH: That the name of the corporation surviving the Merger
(the "Surviving Corporation") is "Sun Coast Industries, Inc."

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 08/18/1998
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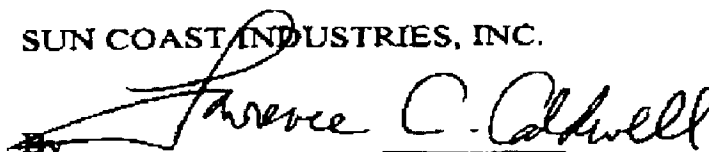
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FIFTH: That the Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

SIXTH: That the Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of the State of the State of Delaware.

IN WITNESS WHEREOF, Sun Coast Industries, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name by its Secretary, this 28th day of July, 1998.

SUN COAST INDUSTRIES, INC.

A handwritten signature in cursive script, reading "Lawrence C. Caldwell". The signature is written in black ink and is positioned above a horizontal line.

By _____
Name: Lawrence C. Caldwell
Title: Secretary

ACTION BY WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
SUN COAST INDUSTRIES, INC.

The undersigned, being all the members of the Board of Directors (the "Board") of Sun Coast Industries, Inc., a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board and direct that this written consent be filed with the minutes of the proceedings of the Board:

WHEREAS, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation and its stockholders that the Corporation enter into and consummate a merger (the "Merger") of Sun Coast Holdings, Inc., a Nevada corporation and wholly owned subsidiary of the Corporation (hereinafter, "Holdings"), with and into the Corporation, with the Corporation as the surviving corporation;

NOW, THEREFORE, IT IS RESOLVED, that the Corporation be, and it hereby is, authorized and empowered to enter into and consummate the Merger, pursuant to which, among other things, (i) Holdings will be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 92A.180 of the General Corporation Law of the State of Nevada (the "NGCL"); (ii) the name of the corporation surviving the Merger shall be "Sun Coast Industries, Inc."; and (iii) the

Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of the Corporation, each of such actions being hereby approved and adopted; and it is further

RESOLVED, that the Chief Executive Officer, President, any Vice President and Secretary of the Corporation be, and each of them acting singly hereby is, authorized, in the name and on behalf of the Corporation, to execute and file, or cause to be filed, an appropriate Certificate of Ownership and Merger to effect the Merger with the Secretary of State of the State of Delaware and the Secretary of State of the State of Nevada in accordance with the DGCL and the NGCL, respectively, and to make, execute, deliver and file at the appropriate time such other instruments and documents as may be necessary or desirable to consummate the Merger pursuant to the DGCL and the NGCL, respectively, and it is further

RESOLVED, that the Chief Executive Officer, President, any Vice President and Secretary of the Corporation be, and each of them acting singly hereby is, authorized and directed to take all such other actions, to cause to be prepared and filed all such documents, to make all expenditures and to execute all instruments deemed by any of them to be necessary or appropriate for carrying out the intents and purposes of each and all of the foregoing resolutions; and that the performance of such acts by them shall be conclusive evidence of the approval thereof and the authority therefor by and from the Corporation; and it is further

RESOLVED, that any actions taken by any officer of the Corporation on or prior to the date of this Action By Written Consent that are within the authority conferred by any of the foregoing resolutions be, and each of them hereby is, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

INV #125.-

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

AUG 18 1998

**ARTICLES OF MERGER OF
SUN COAST HOLDINGS, INC.**

No. C-4887-94
Dean Heller
DEAN HELLER, SECRETARY OF STATE

INTO

SUN COAST INDUSTRIES, INC.

FIRST: Sun Coast Industries, Inc. (hereinafter referred to as the "Parent Entity"), an entity of the jurisdiction of Delaware, owns all of the outstanding shares of common stock, par value \$.01 per share (the "Common Stock") of Sun Coast Holdings, Inc. (hereinafter referred to as the "Subsidiary Entity"), an entity of the jurisdiction of Nevada, the laws of which permit this merger. The Common Stock constitutes the only outstanding class of capital stock of the Subsidiary Entity.

SECOND: A Certificate of Ownership and Merger (the "Certificate of Merger") was adopted by unanimous written consent in lieu of a meeting, dated July 16, 1998, of the board of directors of the Parent Entity ^{and the Board of Directors of the Subsidiary Entity} whereby the Subsidiary Entity is to be merged into the Parent Entity, with the Parent Entity as the surviving corporation. A true and correct copy of such consent is set forth in Exhibit A attached hereto and the resolutions set forth in such consent have not been modified or rescinded and remain in full force and effect as of the date hereof.

THIRD: Approval of the owners of the Parent Entity and Subsidiary Entity was not required.

FOURTH: The complete executed Plan of Merger is on file at the place of business of the Parent Entity located at 2700 S. Westmoreland Avenue,

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Dallas, Texas 75233, and a copy of the plan will be furnished by the Parent Entity, on request and without cost, to any owners of any entity which is a party to this merger.

FIFTH: The Subsidiary Entity herewith appoints the Secretary of State of the State of Nevada as its agent for service of process. Copies of process may be sent by the Secretary of State to Sun Coast Industries, Inc., c/o Kerr Group, Inc., 500 New Holland Avenue, Lancaster, Pennsylvania 17602, Attn: Lawrence Caldwell.

SIXTH: Parent Entity, as the sole stockholder, has agreed to waive its dissenter's rights under Section 92A.380 of the NGCL, pursuant to the certificate of waiver attached hereto as Exhibit B.

SUN COAST HOLDINGS, INC.

By *Lawrence Caldwell*

Name: Lawrence Caldwell
Title: President

By _____

Name: Gregory P. Spivy
Title: Secretary

State of Pennsylvania)
County of Lancaster)ss

On July 29, 1998, personally appeared before me, a Notary Public, _____

Lawrence C. Caldwell
(Names of persons signing document)

who acknowledged that they executed the above instrument.

Sherry S. Shertz
Signature of Notary Public

(NOTARY STAMP OR SEAL)

Notarial Seal
Sherry S. Shertz, Notary Public
Lancaster, Lancaster County
My Commission Expires Feb. 28, 2000

SUN COAST HOLDINGS, INC.

By _____
Name: Lawrence Caldwell
Title: President

By Gregory P. Spivy
Name: Gregory P. Spivy
Title: Secretary

State of California)
County of San Francisco)ss

On July 28, 1998, personally appeared before me, a Notary Public, _____
Gregory P. Spivy
(Names of persons signing document)

who acknowledged that they executed the above instrument.

Monique L. Chinquy
Signature of Notary Public

(NOTARY STAMP OR SEAL)

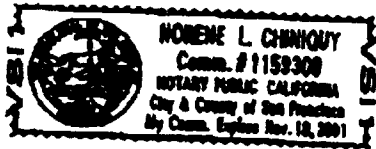


EXHIBIT A
TO
CERTIFICATE OF OWNERSHIP AND MERGER
MERGING SUN COAST HOLDINGS, INC.,
WITH AND INTO
SUN COAST INDUSTRIES, INC.

Certified Resolutions of the Board of Directors of
Sun Coast Industries, Inc.
(hereinafter referred to as
the "Corporation")

WHEREAS, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation and its stockholders that the Corporation enter into and consummate a merger (the "Merger") of Sun Coast Holdings, Inc., a Nevada corporation and wholly owned subsidiary of the Corporation (hereinafter, "Holdings"), with and into the Corporation;

NOW, THEREFORE, IT IS RESOLVED, that the Corporation be, and it hereby is, authorized and empowered to enter into and consummate the Merger, pursuant to which, among other things, (i) Holdings will be merged with and into the Corporation, with the Corporation as the surviving corporation, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 92A.180 of the General Corporation Law of the State of Nevada (the "NGCL"); (ii) the name of the corporation surviving the Merger shall be "Sun Coast Industries, Inc."; and (iii) the Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of the Corporation, each of such actions being hereby approved and adopted; and it is further

RESOLVED, that the Chief Executive Officer, President, any Vice President and Secretary of the Corporation be, and each of them acting singly hereby is, authorized, in the name and on behalf of the Corporation, to execute and file, or cause to be filed, an appropriate Certificate of Ownership and Merger to effect the Merger with the Secretary of State of the State of Delaware and the Secretary of

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State of the State of Nevada in accordance with the DGCL and the NGCL, respectively, and to make, execute, deliver and file at the appropriate time such other instruments and documents as may be necessary or desirable to consummate the Merger pursuant to the DGCL and the NGCL, respectively; and it is further

RESOLVED, that the Chief Executive Officer, President, any Vice President and Secretary of the Corporation be, and each of them acting singly hereby is, authorized and directed to take all such other actions, to cause to be prepared and filed all such documents, to make all expenditures and to execute all instruments deemed by any of them to be necessary or appropriate for carrying out the intents and purposes of each and all of the foregoing resolutions; and that the performance of such acts by them shall be conclusive evidence of the approval thereof and the authority therefor by and from the Corporation; and it is further

RESOLVED, that any actions taken by any officer of the Corporation on or prior to the date of this Action By Written Consent that are within the authority conferred by any of the foregoing resolutions be, and each of them hereby is, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.