

11-19-1999



11/9/99

FORM PTO-1595
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/ER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARKS ONLY

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

1. Name of Conveying Party(ies):
ZIDELL EXPLORATIONS, INC.

- Individual(s)
- Association
- General partnership
- Limited Partnership
- Corporation-(Oregon)
- Other

Additional name(s) of conveying party(ies) attached? YES NO

3. Nature of Conveyance:

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

Execution Date: March 31, 1997

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

Name: PON EXPLORATIONS, INC.

Internal Address:

Street Address: 10600 Corporate Drive

City Stafford State TX ZIP 77477

Individual(s) Citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other

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)

1,128,818

Additional numbers attached? Yes No

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

Name: Kenneth S. Klarquist, Esq.

Klarquist Sparkman Campbell Leigh & Whinston, LLP

Internal Address:

One World Trade Center, Suite 1600

Street Address:

121 S.W. Salmon Street

City Portland State Oregon ZIP 97024-2988

6. Total number of applications and registrations involved: 1

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

Enclosed

Any deficiency/overpayment is authorized to be charged to deposit account

8. Deposit account number: 02-4550

11/18/1999 DEBITES 00000078 1128818

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.

Kenneth S. Klarquist, Esq.

11-9-99

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 4

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:

"ZIDELL EXPLORATIONS, INC.", A OREGON CORPORATION,
WITH AND INTO "PON EXPLORATIONS, INC." UNDER THE NAME OF
"PON EXPLORATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE SECOND DAY OF APRIL, A.D. 1997, AT 4:30
O' CLOCK P.M.



2730624 8100M

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0061267

DATE: 11-03-99

TRADEMARK

REEL: 001990 FRAME: 0136

CERTIFICATE OF MERGER

of

ZIDELL EXPLORATIONS, INC.
(an Oregon corporation)

into

PON EXPLORATIONS, INC.
(a Delaware corporation)

Under Section 252(c) of the Delaware General Corporation Law

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY THAT:

(1) The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") are as follows:

(a) ZIDELL EXPLORATIONS, INC. incorporated under the laws of the State of Oregon ("Explorations Oregon"); and

(b) PON EXPLORATIONS, INC. incorporated under the laws of the State of Delaware ("Explorations Delaware").

(2) An Agreement and Plan of Merger has been adopted, approved, certified, executed and acknowledged by Valve Delaware in accordance with the requirements of Sections 251(f) and 252 of the General Corporation Law of the State of Delaware and by Valve Oregon in accordance with the requirements of Sections 60.481 and 60.501 of the Oregon Business Corporation Act.

(3) Explorations Delaware is the surviving corporation of the merger herein certified (the "Surviving Corporation").

(4) The Certificate of Incorporation of Explorations Delaware 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 the Surviving Corporation, the address of which is as follows:

620 Fifth Avenue
New York, New York 10020

(6) Copies 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.

(7) Explorations Oregon has authority to issue 2,500 shares of Common Stock \$100 par value per share. Explorations Delaware has authority to issue 1,000 shares of Common Stock, par value \$.01 per share.

Dated March 31, 1997.

PON EXPLORATIONS, INC.
(a Delaware corporation)

By: 
Henk Kappen, President