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Correction of PTO Error  
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Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger

Change of Name

Other \_\_\_\_\_

Effective Date  
Month Day Year \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Name: Advance Geophysical Corporation Execution Date  
Month Day Year \_\_\_\_\_

Formerly: \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Colorado

Receiving Party

Mark if additional names of receiving parties attached

Name: Landmark Graphics Corporation

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 15150 Memorial Drive

Address (line 2) \_\_\_\_\_

Address (line 3) Houston Texas 77024  
City State/Country Zip Code

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

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization \_\_\_\_\_

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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:

"ADVANCE GEOPHYSICAL CORPORATION", A COLORADO CORPORATION, WITH AND INTO "LANDMARK GRAPHICS CORPORATION" UNDER THE NAME OF "LANDMARK GRAPHICS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7571118

07-12-95

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**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
ADVANCE GEOPHYSICAL CORPORATION,  
a Colorado corporation  
INTO  
LANDMARK GRAPHICS CORPORATION,  
a Delaware corporation**

Under Section 253 of the General Corporation  
Law of the State of Delaware

Pursuant to Section 253(a) of the General Corporation Law of the State of Delaware (the "Delaware Law"), LANDMARK GRAPHICS CORPORATION, a Delaware corporation ("Landmark"), hereby certifies the following information relating to the merger of Advance Geophysical Corporation, a Colorado corporation and a wholly owned subsidiary of Landmark ("Advance"), with and into Landmark:

1. Advance was incorporated on October 20, 1980 under the laws of the State of Colorado, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.
2. Landmark owns all of the issued and outstanding shares of each class of stock of Advance.
3. The Board of Directors of Landmark, by resolutions duly adopted on June 22, 1995, filed with the minutes of the Board of Directors, determined to merge Advance with and into Landmark (the "Merger"), effective as of 4:30 p.m. June 30, 1995. A copy of such resolutions is attached hereto as EXHIBIT "A".
4. Articles of Merger have been executed and filed by Advance in accordance with the laws of the State of Colorado, under which it was organized.
5. The surviving corporation of the Merger is Landmark.

DATED this 22nd day of June, 1995.

LANDMARK GRAPHICS CORPORATION,  
a Delaware corporation

Attest: Kathryn M. Hickman  
Name: Kathryn M. Hickman  
Title: Legal Specialist

By: Paul L. Massaro  
Paul L. Massaro  
Secretary

EXHIBIT A

CERTIFICATION

I, Paul L. Massaro, do hereby certify that I am the duly elected and qualified Secretary and the keeper of the records and corporate seal of Landmark Graphics Corporation (the "Company"), a corporation organized and existing under the laws of the State of Delaware, and that the following is a true and correct copy of certain resolutions duly adopted by at a regular meeting of the Board of Directors in accordance with law and the Bylaws of said Corporation on June 22, 1995, and that such resolutions are now in full force and effect:

**RESOLVED**, that the merger of Advance Geophysical Corporation ("Advance") with and into the Company with the Company as the surviving corporation (the "Merger") pursuant to the terms and subject to the conditions of that certain Plan of Merger (the "Plan of Merger") between the Company and Advance; be, and it hereby is, authorized and approved; and further

**RESOLVED**, that in accordance with Section 332 of the Internal Revenue Code of 1986, as amended, and the Plan of Merger, the Merger will be characterized as the complete liquidation of Advance into the Company; and further

**RESOLVED**, that the form and content of the Plan of Merger in substantially the form of EXHIBIT "A" attached hereto, with such changes as are hereinafter authorized, are hereby approved; and further

**RESOLVED**, that the form and content of the Articles of Merger to be filed in the office of the Secretary of State of Colorado in substantially the form of EXHIBIT "B" attached hereto, with such changes as are hereinafter authorized, are hereby approved; and further

**RESOLVED**, that the form and content of the Certificate of Ownership and Merger to be filed in the office of the Secretary of State of Delaware in substantially the form of EXHIBIT "C" attached hereto, with such changes as are hereinafter authorized, are hereby approved; and further

**RESOLVED**, that in connection with the implementation of the Plan of Merger and the consummation of the Merger pursuant to the terms of the Plan of Merger, the Authorized Officers be, and each hereby is, severally authorized, on behalf of the Company, to execute and file in the office of the Secretary of State of Colorado the Articles of Merger, with such amendments and changes thereto as the officer so acting may approve, such approval to be conclusively evidenced by his execution and delivery of same; and further

**RESOLVED**, that in connection with the implementation of the Plan of Merger and the consummation of the Merger pursuant to the terms of the Plan of Merger, the Authorized Officers be, and each hereby is, severally authorized, on behalf of the Company, to execute and file in the office of the Secretary of State of Delaware the Certificate of Ownership and Merger, with such amendments and changes thereto as

the officer so acting may approve, such approval to be conclusively evidenced by his execution and delivery of same; and further

**RESOLVED**, that following the filing of the Articles of Merger in accordance with Section 7-111-105 of the Colorado Business Corporation Act and the Certificate of Ownership and Merger in accordance with Section 253 of the General Corporation Law of Delaware, Advance shall be merged with and into the Company effective as of the close of business at Advance's registered office in the State of Colorado on June 30, 1995 (the "Effective Time"), the separate corporate existence of Advance shall cease, the Company shall continue as the surviving corporation, and all rights, franchises and interests of Advance and the Company, respectively, in and to every type of property, whether real, personal or mixed, shall be transferred to and vested in the Company by virtue of the Merger without any deed or other transfer (the Company as the surviving corporation after the Merger is sometimes referred to herein as the "Surviving Corporation"); and further

**RESOLVED**, that at the Effective Time, by virtue of the Merger and without any action on the part of the Company, each outstanding share of the common stock, \$1.00 par value, of Advance shall be cancelled and retired; and further

**RESOLVED**, that any and all actions by any of the Authorized Officers, for and on behalf of and in the name of the Company, with respect to the Plan of Merger, Articles of Merger, or the Certificate of Ownership and Merger, be, and they hereby are, ratified, confirmed and approved in all respects and for all purposes; and further

**RESOLVED**, that the Authorized Officers be, and each hereby is, severally authorized, on behalf of the Company, to execute and deliver such documents, instruments and certificates as any such officer may deem necessary, desirable or advisable to consummate or evidence the Merger; and further

**RESOLVED**, that the Secretary or any Assistant Secretary of the Company is hereby authorized, on behalf of the Company, to certify and attest any documents which he may deem necessary or appropriate to consummate the transactions contemplated by these resolutions; provided that such attestation shall not be required for the validity of any such documents; and further

**RESOLVED**, that any and all actions taken by any of the officers or representatives of the Company in connection with the transactions contemplated herein, for and on behalf and in the name of the Company, prior to the adoption of these resolutions, are hereby ratified, confirmed, and approved in all respects for all purposes.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of Landmark Graphics Corporation to be hereunto affixed, this 22nd day of June, 1995.

*Patti L. Massaro*  
Patti L. Massaro, Secretary

Sworn before me this 22nd day of June, 1995.

*Kathryn M. Hickman*  
Kathryn M. Hickman  
Notary Public, State of Texas

