

RECEIVED

03-10-2000



2:00 FEB -8 AM 9:49

101284217

OPR/FINANCE

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

2-8-00

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  
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

03/10/2000 DNGUYEN 00000045 130206 666447

01 FC:481 40.00 CH  
02 FC:482 275.00 CH

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

TRADEMARK  
REEL: 002032 FRAME: 0660

**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)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="666,447"/>	<input type="text" value="732,323"/>	<input type="text" value="1,105,015"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,258,085"/>	<input type="text" value="1,211,202"/>	<input type="text" value="1,054,890"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,116,814"/>	<input type="text" value="1,189,329"/>	<input type="text" value="740,179"/>

**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.

Matthew E. Leno, Esq.

Name of Person Signing

Signature

2/3/2000

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**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.)

**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).

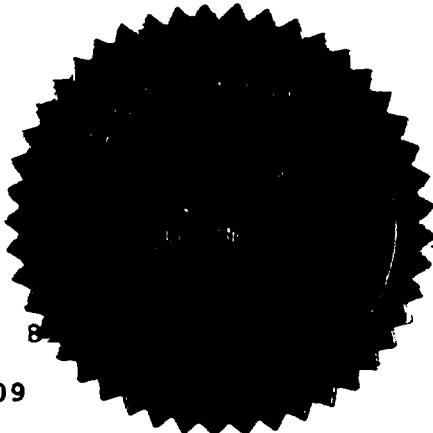
Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1,015,020	<input type="text"/>	<input type="text"/>
891,466	<input type="text"/>	<input type="text"/>
1,178,782	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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 AMENDMENT OF "GOLDEN BEAR ACQUISITION CORP.", CHANGING ITS NAME FROM "GOLDEN BEAR ACQUISITION CORP." TO "GOLDEN BEAR OIL SPECIALTIES, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JUNE, A.D. 1998, AT 11:45 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2735438 8  
991458009

AUTHENTICATION: 0053441

DATE: 10-29-99

**GOLDEN BEAR ACQUISITION CORP.**

**SECOND CERTIFICATE OF AMENDMENT  
TO THE  
RESTATED CERTIFICATE OF INCORPORATION**

The undersigned, being the Assistant Secretary of Golden Bear Acquisition Corp., a Delaware corporation having its registered office in the city of Wilmington, county of New Castle, in accordance with the Delaware General Corporation Law, does hereby certify on behalf of GOLDEN BEAR ACQUISITION CORP. that:

1. The name of the corporation is Golden Bear Acquisition Corp. The corporation was originally incorporated under the laws of the State of Delaware on April 3, 1997. A Restated Certificate of Incorporation of the corporation was filed with the Delaware Secretary of State on July 16, 1997 and an amendment to such Restated Certificate of Incorporation was filed on March 13, 1998. The following is the Second Amendment to such Restated Certificate of Incorporation.

2. Article I of the corporation's Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

The name of the Corporation is Golden Bear Oil Specialties, Inc.

3. Section 4.1.1 of the corporation's Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

4.1.1 Number. The total number of shares of capital stock which the Corporation shall have the authority to issue is as follows:

(a) Thirty Million (30,000,000) shares of Common Stock, \$.0001 par value (the "Common Stock"), divided into the following classes:

(i) Ten Million (10,000,000) shares of Class A Series 1 Common Stock (the "Class A Series 1 Common Stock");

(ii) Two Million Five Hundred Thousand (2,500,000) shares of Class A Series 2 Common Stock (the "Class A Series 2 Common Stock" and, together with the Class A Series 1 Common Stock, the "Class A Common Stock");

(iii) Fifteen Million (15,000,000) shares of Class B Series 1 Common Stock (the "Class B Series 1 Common Stock"); and

(iv) Two Million Five Hundred Thousand (2,500,000) shares of Class B Series 2 Common Stock (the "Class B Series 2 Common Stock" and, together with the Class B Series 1 Common Stock, the "Class B Common Stock");

(b) Twenty Five Thousand (25,000) shares of Preferred Stock, \$.0001 par value (the "Preferred Stock"); and

(c) Ten Thousand (10,000) shares of Bridge Preferred Stock, \$.0001 par value (the "Bridge Preferred Stock").

4. The third sentence of Section 4.2.1 of the corporation's Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

The voting, dividend and liquidation rights and preferences of the holders of Common Stock are subject to and qualified by the rights and preferences of the holders of the Preferred Stock and the holders of the Bridge Preferred Stock.

5. The first sentence of Section 4.2.3 of the corporation's Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

The holders of Common Stock shall be entitled to receive such dividends as the Board of Directors of the Corporation may declare from time to time from funds legally available therefor and subject to the preferential dividend rights of the Preferred Stock and the Bridge Preferred Stock.

6. The preamble to Section 4.2.4 of the corporation's Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

4.2.4 Liquidation. Upon the Liquidation (as defined herein) of the Corporation, the holders of Common Stock will be entitled to receive the assets of the Corporation available for distribution as described in Section 4.3.5(b), subject to the preferential liquidation rights of the Preferred Stock and the Bridge Preferred Stock, in the following order of priority:

7. Clause (a) of Section 4.2.5 of the corporation's Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

(a) as of the date of such redemption there are no shares of Preferred Stock or Bridge Preferred Stock outstanding and such redemption is pro rata in accordance with the number of outstanding

shares of Common Stock (regardless of class or series) held by each shareholder of the Corporation;

8. Clause (c) of Section 4.2.5 of the corporation's Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

(c) all of the holders of Preferred Stock and Bridge Preferred Stock, if any, have given their written consent to such redemption and such redemption is pro rata in accordance with the number of outstanding shares of Common Stock (regardless of class or series) held by each shareholder of the Corporation;

9. Clause (a) of Section 4.2.9 of the corporation's Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

(a) Issue any shares of capital stock of the Corporation with dividend, liquidation, redemption or other rights senior to or on parity with the Class A Common Stock (unless the Corporation contemporaneously redeems all outstanding shares of Class A Common Stock for cash with the proceeds of such issuance), other than shares of Preferred Stock, shares of Class B Common Stock or shares of a series of Bridge Preferred Stock that has been approved pursuant to Section 4.5 hereof.

10. The following sentence is added to the end of Section 4.3.1 of the corporation's Restated Certificate of Incorporation:

The voting, dividend, redemption and liquidation rights and preferences of the holders of the Preferred Stock are subject to and qualified by the rights and preferences of the holders of any series of Bridge Preferred Stock that has been approved pursuant to Section 4.5 hereof.

11. The second sentence of clause (i) of Section 4.3.6(a) of the corporation's Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

(a) "Change of Control" shall mean (i) any sale of securities of the Corporation by the holders of such securities or by the Corporation to a Person or Persons if, after giving effect to such sale, such Person or Persons in the aggregate own or control securities which possess in the aggregate the ordinary voting power to elect a majority of the Corporation's directors after such sale or (ii) a merger, consolidation or similar transaction involving the Corporation and another Person or Persons if, after such transaction, the Person or Persons in the aggregate who owned or controlled securities which possessed in the aggregate the

ordinary voting power to elect a majority of the Corporation's directors prior to such merger, consolidation or similar transaction do not in the aggregate own or control securities which possess in the aggregate the ordinary voting power to elect a majority of the directors and to direct or cause the direction of the management and policies of the surviving Person.

12. Clause (a) of Section 4.3.9 of the corporation's Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

(a) Issue any shares of capital stock of the Corporation with dividend, liquidation, redemption or other rights senior to or on parity with the Preferred Stock (unless the Corporation contemporaneously redeems all outstanding shares of Preferred Stock for cash with the proceeds of such issuance), other than shares of a series of Bridge Preferred Stock that has been approved pursuant to Section 4.5 hereof;

13. Section 4.4.1 of the corporation's Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

4.4.1 Registration of Transfer. The Corporation shall keep at its principal office (or such other place as the Corporation reasonably designates) a register for the registration of shares of Common Stock, Preferred Stock and Bridge Preferred Stock. Upon the surrender of any certificate representing shares of any class and/or series of Common Stock, Preferred Stock or Bridge Preferred Stock at such place, the Corporation shall, at the request of the registered holder of such certificate, execute and deliver a new certificate or certificates in exchange therefor representing in the aggregate the number of shares of such class and/or series represented by the surrendered certificate, and the Corporation forthwith shall cancel such surrendered certificate. Each such new certificate shall be registered in such name and shall represent such number of shares of such class and/or series as is requested by the holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate. The issuance of new certificates shall be made without charge to the holders of the surrendered certificates for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such issuance.

14. Section 4.4.2 of the corporation's Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

4.4.2 Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (such as an affidavit of the registered



holder) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing one or more shares of any class and/or series of Common Stock, Preferred Stock or Bridge Preferred Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation or, in the case of any such mutilation upon surrender of such certificate, the Corporation shall (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such class and/or series represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

15. A new Section 4.5 is hereby added to ARTICLE IV of the corporation's Restated Certificate of Incorporation to read as follows:

4.5 Bridge Preferred Stock. The Board of Directors of the Corporation is authorized to the full extent permitted under the Delaware General Corporation Law to provide for the issuance of Bridge Preferred Stock in series. Each such series shall be distinctly designated and shall have such redemption rights, dividend rights, preemptive rights, rights on dissolution or distribution of assets, conversion or exchange rights, voting rights, designations, preferences, optional or other special rights, if any, and such qualifications, limitations or restrictions as shall be specified by the Board of Directors; provided, however, that prior to the issuance of any such series of Bridge Preferred Stock, the Corporation shall have received the written approval of the terms of such series of Bridge Preferred Stock from each of the holders of Preferred Stock.

16. The aforesaid amendments were duly adopted and approved by a majority vote of the directors, a written consent of the holders of a majority of the voting capital stock of the Corporation and a written consent of the holders of a majority of the shares of the Corporation's Preferred Stock, \$.0001 par value, voting as a separate class, all in accordance with Section 242 of the Delaware General Corporation Law.

17. The facts contained herein are true and correct as of the date hereof.

Executed as of this 19<sup>th</sup> day of June, 1998.

GOLDEN BEAR ACQUISITION CORP.

By: 

Stephen M. Slavin, Assistant Secretary