

03-03-2000

MRO



101281289

Attorney Docket No.: 1020-11000; 10800; 11100; 11200; 10900
Date: January 31, 2000

2-200

ASSIGNMENT (DOCUMENT) COVER SHEET - TRADEMARKS

To the Assistant Commissioner for Trademarks: Please record the attached original document or copy thereof:

RECEIVED
2ND FEB - 2 PM 12: 19
OPR/FINANCE

1. Name of conveying party(ies) (Assignor):

Phoenix Energy Products Holdings, Inc.
A Delaware corporation

2. Name and address of party(ies) to whom transfer is made:

NATOIL, Inc.
3000 Delaware Avenue, Suite 1704
Wilmington, Delaware 19801
A Delaware corporation

3. Nature of conveyance:

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

Execution Date: June 30, 1998

4. Identification of applications:

Trademarks:	Registration Nos.:
HARRISBURG & Design	1070863
IT'S A WOOLLEY BOOGER & Design	979373
A-LINE	1084507
Diamond Design	1728531
HARRISBURG	1767193

5. Address to which document should be returned after recordal:

Elizabeth W. King
Conley, Rose & Tayon, P.C.
P. O. Box 3267
Houston, Texas 77253-3267

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

8. Fee payment is provided for as follows:

- Attached is a check in the sum of \$40.00
- Charge account No. 03-2769 if any additional fee is due or credit account No. 03-2769 with any overpayment.
- Charge account No. 03-2769 for any fees due.

7. Total number of properties involved: 5

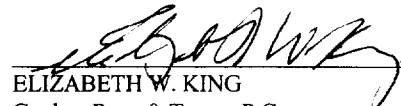
9. Statement and Signature.

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.

DATE: 2-1-00

03/02/2000 DMGUYEN 00000417 1070863

01 FC:481 40.00 DP


 ELIZABETH W. KING
 Conley, Rose & Tayon, P.C.
 P. O. Box 3267
 Houston, Texas 77253-3267
 Tel. No. (713) 238-8000

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:

"PHOENIX ENERGY PRODUCTS HOLDINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "NATOIL, INC." UNDER THE NAME OF "NATOIL, INC.", 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. 1998, AT 1:31 O'CLOCK P.M.



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001038141

Edward J. Freel, Secretary of State

AUTHENTICATION: 0218227

DATE: 01-26-00

TRADEMARK
REEL: 002034 FRAME: 0905

CERTIFICATE OF MERGER

MERGING

PHOENIX ENERGY PRODUCTS HOLDINGS, INC.

WITH AND INTO

NATOIL, INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), Natoil, Inc. (the "Surviving Corporation"), a corporation organized under and existing by virtue of the DGCL, does hereby certify as follows:

FIRST: The (i) the Surviving Corporation was incorporated on the 27th day of December, 1995 pursuant to the DGCL and (ii) Phoenix Energy Products Holdings, Inc. (the "Merging Corporation" and, together with the Surviving Corporation, the "Constituent Corporations") was incorporated on the 14th day of October, 1997 pursuant to the DGCL

SECOND: An Agreement and Plan of Merger, dated as of June 30, 1998, between the Surviving Corporation and the Merging Corporation (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL.

THIRD: The name of the corporation surviving the merger shall be:

Natoil, Inc.

FOURTH: Upon the filing of this Certificate of Merger with the Secretary of State of Delaware, the Certificate of Incorporation of Natoil, Inc. shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, which is located at 3000 Delaware Avenue, Suite 1704, Wilmington, Delaware 19801.

SIXTH: A copy of the executed Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: The authorized capital stock of the Merging Corporation consists of Fifteen Hundred (1500) shares of Common Stock, par value .01, and Five Hundred (500) shares of Preferred Stock, par value \$1.00.

EIGHTH: This Certificate of Merger shall become effective at 12:00 a.m. on July 1, 1998.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed by the undersigned officer this 30 day of June, 1998

NATOL, INC.

By: 

Norman J. Skuzsko
President

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FROM MORGAN LEWIS PHILADELPHIA REC-24 5

RECORDED: 02/02/2000

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