

05-24-2000



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100; 10800; 11100; 11200; 10900
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OPR/FINANCE

ASSIGNMENT (DOCUMENT) COVER SHEET - TRADEMARKS

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

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

Phoenix Energy Products, Inc.
A Delaware corporation

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

Phoenix Energy Products Holdings, Inc.
300 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:

HARRISBURG & Design
IT'S A WOOLLEY BOOGER & Design
A-LINE
Diamond Design
HARRISBURG

Registration Nos.:

1070863
979373
1084507
1728531
1767193

TM

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

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: 2-1-2000

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

03/02/2000 SNEUYEN 00000486 1070863

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140.00 OP

Total TRADEMARKS Cover Sheet: 1

REEL: 002044 FRAME: 0221

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:

"PHOENIX ENERGY PRODUCTS, INC.", A DELAWARE CORPORATION, WITE AND INTO "PHOENIX ENERGY PRODUCTS HOLDINGS, INC." UNDER THE NAME OF "PHOENIX ENERGY PRODUCTS HOLDINGS, 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 1:30 O'CLOCK P.M.

2808026 8100M

001038110



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0218222

DATE: 01-26-00

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REEL: 002044 FRAME: 0222

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:30 PM 06/30/1998
901255114 - 2000026

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
PHOENIX ENERGY PRODUCTS, INC.
WITH AND INTO
PHOENIX ENERGY PRODUCTS HOLDINGS, INC.**

Pursuant to Section 253 of
the Delaware General Corporation Law

Phoenix Energy Products Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on the 14th day of October, 1997 pursuant to the General Corporation Law of the State of Delaware (the "DGCL").


SECOND: That the Company owns all of the outstanding capital stock of Phoenix Energy Products, Inc. (the "Subsidiary Corporation"), a Delaware corporation incorporated on 26th day of October, 1994 pursuant to the DGCL.

THIRD: That the Company, by resolutions of its Board of Directors duly adopted on June 30, 1998, as set forth on Exhibit A hereto, determined to merge into itself the Subsidiary Corporation (the "Merger").

FOURTH: That this Certificate of Ownership and Merger shall become effective at 12:00 a.m. on July 1, 1998.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be duly executed in its corporate name on the 30 day of June, 1998, in accordance with Sections 103 and 253 of the Delaware General Corporation Law.

PHOENIX ENERGY PRODUCTS HOLDINGS, INC.

By: 
Steven W. Krahlin
Vice President

002/72000

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REEL: 002044 FRAME: 0223

Exhibit A

**RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
PHOENIX ENERGY PRODUCTS HOLDINGS, INC.**

WHEREAS, the merger of Phoenix Energy Products, Inc., a Delaware corporation (the "Subsidiary") with and into the Company (the "Merger") is intended to be a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended;

RESOLVED, that the Merger, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 368(a) of the Internal Revenue Code of 1986, as amended be approved; and that the Merger shall become effective and the corporate existence of the Subsidiary shall cease upon the time and date specified in the Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware pursuant to the applicable provisions of the DGCL with respect to the Merger (such time being called the "Effective Time"); and it is further

RESOLVED, that the Company shall be the surviving corporation in the Merger (the "Surviving Corporation"), which shall continue its corporate existence under the DGCL, including the provisions of Section 259 thereof, and shall possess all rights and assets of each of the Company and the Subsidiary (the "Constituent Corporations") in the Merger and be subject to all the liabilities and obligations of each of the Constituent Corporations in accordance with the provisions of the DGCL; and it is further

RESOLVED, that the Certificate of Incorporation of the Company shall continue in full force and effect as the Certificate of Incorporation of the Company; and it is further

RESOLVED, that the officers of the Company be, and they hereby are, authorized, empowered and directed to determine the date of filing of the Certificate of Ownership and Merger under the DGCL and to do and perform all such further acts and things as they shall determine to be necessary or advisable in order to effectuate the purpose of the foregoing resolutions; and it is further

RESOLVED, that any acts of any officer or officers of the Company, and any person or persons designated and authorized to act by any officer of the Company, on behalf of the Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as the acts of the Company.

05/24/00.1

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RECORDED: 02/02/2000

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