

08-28-2000



101443312

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

7-18-00

Commissioner of Patents and Trademarks:
Box Assignments
Washington, D.C. 20231

Please record the attached original
documents or copy thereof:

RECEIVED
O.P.R./FINANCE
JUN 10 PM 12:14

1. Name of conveying party(ies):
E. I. PARTNERS, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation—Texas
 Other _____

2. Name and address of receiving party(ies):
E.I. PARTNERS, INC.
2600 Southwest Freeway, Suite 500
Houston, Texas 77098

Individual(s) Association
 General Partnership Limited Partnership
 Corporation—Nevada
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

If assignee is not domiciled in the United States, a domestic
representative designation is attached: Yes No
(Designations must be a separate document from Assignment.)

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 17, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):
75/693,789, 75/693,794, 75/809,539, 75/863,073
76/055,074

B. Trademark registration No.(s):
2,329,563

Additional numbers attached? Yes No

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

Michael S. Dowler, Esq.
HOWREY SIMON ARNOLD & WHITE, LLP
Post Office Box 4433
Houston, TX 77210

6. Total number of applications and registrations involved:

6

7. Total fee (37 C.F.R. § 3.41):

\$165.00 E

Enclosed
 Authorized to be charged to deposit account
 Charge deposit account in the event the check is
inadvertently omitted, or the amount is insufficient

8. Deposit account number: 01-2508/10806.0003.TMUS00/DOW

08/25/2000 MTA11 00000196 012508 75693789

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

9. State or City 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.

Ann K. Burns

Name of Person Signing

Signature

7/10/00

Date



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

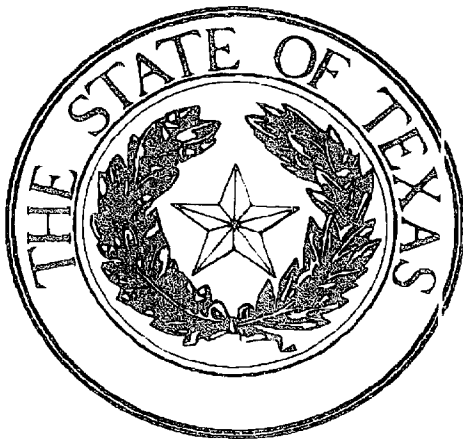
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

E.I. PARTNERS, INC.
A Texas corporation
with
E.I. PARTNERS, INC.
A Nevada no permit entity

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed June 17, 1999

Effective June 17, 1999



Elton Bomer
Secretary of State

ARTICLES OF MERGER

(To be filed with the Secretary of State of Texas)

FILED
In the Office of the
Secretary of State of Texas
JUN 17 1999

Pursuant to Article 5.04 of the Texas Business Corporation Act (the "Act"), ~~E. I. PARTNERS, INC. F/K/A EVERYONES INTERNET, INC.~~, a Texas corporation, and ~~E. I. PARTNERS, INC.~~, a Nevada corporation, adopt the following Articles of Merger ("Articles") for the purpose of merging them into one of such corporations:

1. The name and type of organization of each party to the merger, and the state under whose laws each party is organized are:

<u>Name of Entity</u>	<u>Type of Entity</u>	<u>State of Organization</u>
E. I. Partners, Inc. f/k/a Everyones Internet, Inc.	Corporation	Texas
E. I. Partners, Inc.	Corporation	Nevada

2. The law of the State of Nevada under which E. I. Partners, Inc. is organized and its constituent documents permit the merger specified in these Articles.

3. E. I. Partners, Inc. shall survive this merger and be governed by the laws of the State of Nevada. The surviving entity will be responsible for any franchise taxes still owed by the merging entity.

4. The Plan of Merger ("Plan") that has been approved by E. I. Partners, Inc. f/k/a Everyones Internet, Inc., in the manner prescribed by its constituent documents and the Act, and by E. I. Partners, Inc., in the manner prescribed by its constituent documents and the laws of the State of Nevada, is set forth in the attached Exhibit "A", and incorporated by reference into these Articles, as if set forth here in full.

5. For each corporation that is a party to the merger, the number of shares outstanding and entitled to vote on the Plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>
E. I. Partners, Inc. f/k/a Everyones Internet, Inc.	300,000	Common
E. I. Partners, Inc.	0	Common

6. For each corporation that is a party to the merger, the number of shares that voted for and against the plan of merger are as follows:

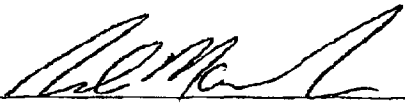
Articles of Merger
Page 1

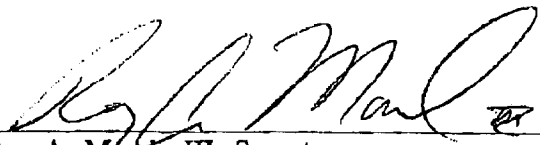
Name of Corporation	Number of Shares Not Entitled to Vote as a Class		Number of Shares Entitled to Vote as a Class		
	Voted For	Voted Against	Class	Voted For	Voted Against
E. I. Partners, Inc. f/k/a Everyones Internet, Inc.	300,000	0	N/A	N/A	N/A
E. I. Partners, Inc.	0	0	N/A	N/A	N/A

7. There are no shares outstanding in E. I. Partners, Inc. and accordingly, the initial Board of Directors of E. I. Partners, Inc. have executed an unanimous consent authorizing the merger provided for herein.

Dated: June 11, 1999.

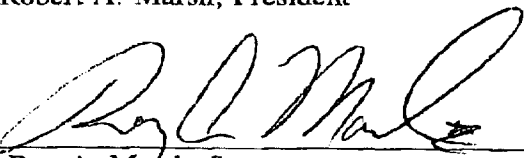
**E. I. PARTNERS, INC. F/K/A
EVERYONES INTERNET, INC.**
A Texas Corporation

By: 
Robert A. Marsh, President

By: 
Roy A. Marsh, III, Secretary

E. I. PARTNERS, INC.
A Nevada Corporation

By: 
Robert A. Marsh, President

By: 
Roy A. Marsh, Secretary

STATE OF TEXAS §
§
COUNTY OF HARRIS §

On this 11th day of June, 1999, before me, a Notary Public duly commissioned and qualified in and for the above stated jurisdiction, personally came and appeared Robert A. Marsh, who being duly sworn, declared that he is the President of E. I. Partners, Inc., a Nevada corporation, that he executed the foregoing Agreement and Plan of Merger as the free act and deed of such corporation, and that he has signed his name thereto by order of the Board of Directors of such corporation.



(SEAL)

Eva P. Diaz
Notary Public, State of Texas

My Commission Expires: 3/24/03

STATE OF TEXAS §
§
COUNTY OF HARRIS §

On this 11th day of June, 1999, before me, a Notary Public duly commissioned and qualified in and for the above stated jurisdiction, personally came and appeared Roy A. Marsh, III, who being duly sworn, declared that he is the Secretary of E. I. Partners, Inc., a Nevada corporation, that he executed the foregoing Agreement and Plan of Merger as the free act and deed of such corporation, and that he has signed his name thereto by order of the Board of Directors of such corporation.



(SEAL)

Eva P. Diaz
Notary Public, State of Texas

My Commission Expires: 3/24/03

STATE OF TEXAS §
COUNTY OF HARRIS §

On this 11th day of June, 1999, before me, a Notary Public duly commissioned and qualified in and for the above stated jurisdiction, personally came and appeared Robert A. Marsh, who being duly sworn, declared that he is the President of E. I. Partners, Inc. f/k/a Everyones Internet, Inc., a Texas corporation, that he executed the foregoing Agreement and Plan of Merger as the free act and deed of such corporation, and that he has signed her name thereto by order of the Board of Directors of such corporation.



(SEAL)

Eva P. Diaz
Notary Public, State of Texas
My Commission Expires: 3/24/03

STATE OF TEXAS §
COUNTY OF HARRIS §

On this 11th day of June, 1999, before me, a Notary Public duly commissioned and qualified in and for the above stated jurisdiction, personally came and appeared Roy A. Marsh, III, who being duly sworn, declared that he is the Secretary of E. I. Partners, Inc. f/k/a Everyones Internet, Inc., a Texas corporation, that he executed the foregoing Agreement and Plan of Merger as the free act and deed of such corporation, and that he has signed his name thereto by order of the Board of Directors of such corporation.



(SEAL)

Eva P. Diaz
Notary Public, State of Texas
My Commission Expires: 3/24/03