

09-25-2000



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9.6.00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties

Execution Date
Month Day Year

Name

Formerly

76051888

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)
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 Association

Other

Citizenship/State of Incorporation/Organization

\$105.00

FOR OFFICE USE ONLY

09/22/2000 MTHA11 00000339 76051888

01 FC:481 40.00 OH
02 FC:482 175.00 OH

09/22/2000 MTHA11 00000339 76051888

Refund Total:

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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: 002145 FRAME: 0190

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" value="76051888"/>	<input type="text" value="76051887"/>	<input type="text" value="76024866"/>
<input type="text" value="76024864"/>	<input type="text" value="76024439"/>	<input type="text" value="75940885"/>
<input type="text" value="75940886"/>	<input type="text" value="75940883"/>	<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"/>

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.

Victoria S. Childres

August 30, 2000

Name of Person Signing

Signature

Date Signed

cc: Bruce Doeg
Bill Coggin
Jim Chadwick
Robert M. Chiaviello, Jr.

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:

"E-BACUS SOLUTIONS INC.", A DELAWARE CORPORATION,

"MIDLAND SOUTHWEST SOFTWARE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SOUTHWEST ROYALTIES, INC." UNDER THE NAME OF

"SOUTHWEST ROYALTIES, INC.", A CORPORATION ORGANIZED AND

EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED

AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF AUGUST, A.D. 2000,

AT 11:30 O'CLOCK A.M.



2015367 8100M

001429803

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0638494

DATE: 08-24-00

TRADEMARK
REEL: 002145 FRAME: 0192

**CERTIFICATE OF OWNERSHIP
MERGING**

e-bacus solutions inc.
(a Delaware corporation)
and
MIDLAND SOUTHWEST SOFTWARE, INC.
(a Delaware corporation)

INTO

SOUTHWEST ROYALTIES, INC.
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, the undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the name of the parent corporation into which the subsidiaries will be merged is **SOUTHWEST ROYALTIES, INC.**, a corporation incorporated on the 19TH day of August, 1983, pursuant to the provisions of the General Corporation Law of the State of Delaware ("SRI");

SECOND: That SRI owns one hundred percent (100%) of the capital stock of e-bacus solutions inc., a corporation incorporated on the 6th day of March, 2000, pursuant to the provisions of the General Corporation Law of the State of Delaware.

THIRD: That SRI owns one hundred percent (100%) of the capital stock of **MIDLAND SOUTHWEST SOFTWARE, INC.**, a corporation incorporated on the 17TH day of December, 1992, pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH: That SRI has approved the merger pursuant to Sections 253 and 228 of the Delaware General Corporation Law, by a resolution of its Board of Directors adopted by unanimous written consent on the 11th day of August, 2000, a copy of which is attached hereto as Exhibit A.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger is made effective as of the 11th day of August, 2000.

SOUTHWEST ROYALTIES, INC.

By: 

H. H. Wommack, III, President, Chief
Executive Officer, and Chairman of
the Board

**WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
SOUTHWEST ROYALTIES, INC.**

THE UNDERSIGNED, being all of the directors of Southwest Royalties, Inc., a Delaware corporation (the "Company"), pursuant to the Company's bylaws and the provisions of the Delaware General Corporation Law, does hereby (i) consent to taking of action on the following resolutions without a meeting, (ii) indicate the vote of the undersigned in favor of adoption of such resolutions, and (iii) direct that this consent be filed with the minutes of the proceedings of the directors of the Company.

WHEREAS, the Company lawfully owns one hundred percent (100%) of the outstanding stock of e-bacus solutions inc., a corporation organized and existing under the laws of the State of Delaware ("e-bacus"); and

WHEREAS, the Company lawfully owns one hundred percent (100%) of the outstanding stock of Midland Southwest Software, Inc., a corporation organized and existing under the laws of the State of Delaware ("MSS"); and

WHEREAS, it is advisable and in the best interest of the Company to effect a statutory merger of e-bacus and MSS with and into the Company pursuant to Section 253 of the Delaware General Corporation Law.

RESOLVED, that on the effective date of the merger, e-bacus and MSS will be merged with and into the Company, which shall be the surviving corporation, in the manner and with the effect provided by the laws of the State of Delaware. The Company, as the surviving corporation, shall continue its corporate existence under the laws of the State of Delaware and the separate existences of e-bacus and MSS shall cease. The Company shall succeed to all the rights, privileges, licenses, immunities and franchises, and all the property, real or personal, of e-bacus and MSS, without the necessity for any separate transfer. The Company shall then be responsible and liable for all liabilities and obligations of e-bacus and MSS, and neither the rights of creditors nor any liens on the property of e-bacus and MSS shall be impaired by the merger.

RESOLVED, that the name of the surviving corporation will be Southwest Royalties, Inc.

RESOLVED, that all of the issued and outstanding shares of the capital stock of e-bacus and all of the issued and outstanding shares of the capital stock of MSS shall be cancelled and extinguished on the effective date of the merger. All shares of the Company issued and outstanding immediately prior to the effective date of the merger shall continue without change.

RESOLVED, that the charter and bylaws of the Company shall be unchanged by the merger and shall continue to be the charter and bylaws of the Company from and after the effective date of the merger.

RESOLVED, that the directors and officers of the Company, as the surviving corporation, shall continue as the directors and officers the Company for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

RESOLVED, that the effective date and time of the merger shall be when the Certificate of Ownership and Merger are filed with the Secretary of State of the State of Delaware.

RESOLVED, that the proper officers of this Company are hereby authorized and directed to execute the foregoing documents and to take all necessary and appropriate actions to carry out the terms of the foregoing documents and to do and perform, in the name and on behalf of the Company, such other acts; and to execute and deliver such other certificates and other documents as they or any of them deem necessary or desirable in order to carry into effect the intent of the foregoing resolution.

IN WITNESS WHEREOF, this consent is made effective as of the 11th day of August, 2000.

SOUTHWEST ROYALTIES, INC.


H. H. Wommack, III

H. Allen Corey


Paul L. Morris

RESOLVED, that all of the issued and outstanding shares of the capital stock of e-bacus and all of the issued and outstanding shares of the capital stock of MSS shall be cancelled and extinguished on the effective date of the merger. All shares of the Company issued and outstanding immediately prior to the effective date of the merger shall continue without change.

RESOLVED, that the charter and bylaws of the Company shall be unchanged by the merger and shall continue to be the charter and bylaws of the Company from and after the effective date of the merger.

RESOLVED, that the directors and officers of the Company, as the surviving corporation, shall continue as the directors and officers the Company for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

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RESOLVED, that the proper officers of this Company are hereby authorized and directed to execute the foregoing documents and to take all necessary and appropriate actions to carry out the terms of the foregoing documents and to do and perform, in the name and on behalf of the Company, such other acts; and to execute and deliver such other certificates and other documents as they or any of them deem necessary or desirable in order to carry into effect the intent of the foregoing resolution.

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H. H. Wommack, III



H. Allen Corey

Paul L. Morris