

01-24-2001

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TR



101592129

To the Honorable Commissioner of Patents and Trad

document(s) or cop(ies).

**Submission Type**

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

**Conveyance Type**

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment  
Effective Date \_\_\_\_\_

**Conveying Party**

Name: Medusa Corporation  
Formerly \_\_\_\_\_

Mark if additional names of conveying parties attached  
Execution Date: June 30, 1998

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Ohio

**Receiving Party**

Name: Southdown Medusa, Inc.

Address (line 1) P.O. Box 5668

Address (line 2) Cleveland

Mark if additional names of receiving parties attached

Ohio

44101

City

State/Country

Zip Code

- Individual
  - General Partnership
  - Limited Partnership
  - Corporation
  - Association
  - Other \_\_\_\_\_
  - Citizenship/State of Incorporation/Organization Ohio
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of domestic representative should be attached. (Designation must be a separate document from Assignment)

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name \_\_\_\_\_

Address (line 1) \_\_\_\_\_

**Correspondent Name and Address**

Area Code and Telephone Number (713) 221-1529

Name: Mark A. Tidwell

Address (line 1) Bracewell & Patterson, L.L.P.

Address (line 2) 711 Louisiana, Suite 2900, Houston, TX 77002

**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  
Either enter the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers)  
Trademark Application Number (s) \_\_\_\_\_  
Registration Number(s) \_\_\_\_\_

2,236,158; 2,176,122; 2,158,300; 2,096,321; 1,846,748  
762,166; 337,905; 328,114; 288,535; 44,957

**Number of Properties** Enter the total number of properties involved. 10

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$265.00

Method of Payment: Enclosed  Deposit Account  Authorization to charge additional fees: Yes  No   
Deposit Account Number-enter for payment by deposit account or if additional fees can be charged to the account 50-0259

**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.

MARK TIDWELL

1/10/01

Date Signed

Name of Person Signing

Signature

01/23/2001 DBYRNE 00000277 2236158

01 FC:481 WMA\078410\008216  
02 FC:485 HOUSTON\ 40.00 DP  
1/9/01--5:18 PM 225.00 DP

Doc ID --> 199818200316

DATE	DOCUMENT NO.	DESCRIPTION	FILING	EXPED.	PENALTY	SECT.	COPY
1. 07/07/98	199818200316	AAA DOMESTIC/AMENDED RESTATED ARTICLES	35.00	10.00	0.00	0.00	0.00
TOTAL			35.00	10.00	0.00	0.00	0.00

Return To:  
**BAKER & HOSTETLER**  
**ATTN KAREN FINCH**  
**65 EAST STATE ST STE 2100**  
**COLUMBUS, OH 43216-4260**



*The State of Ohio*  
**Certificate**

*Secretary of State - Bob Taft*

**39958**

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for SOUTHDOWN MEDUSA, INC. and that said business records show the filing and recording of:*

Document(s)  
 DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):  
 199818200316

United States of America  
 State of Ohio  
 Office of the Secretary of State

Witness my hand and the seal of the  
 Secretary of State at Columbus, Ohio  
 This 6th day of July, A.D. 1998



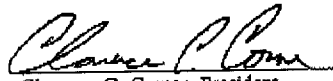
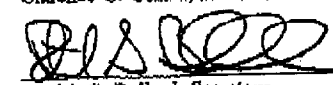
*Bob Taft*  
 Bob Taft  
 Secretary of State

CERTIFICATE OF ADOPTION  
OF AMENDED AND RESTATED ARTICLES OF INCORPORATION  
 OF  
MEDUSA CORPORATION

Clarence C. Comer, President, and Patrick S. Bullard, Secretary, of Medusa Corporation, an Ohio corporation (the "Corporation"), do hereby certify that on June 30, 1998, in a writing approved and signed as specified in Section 1701.54 of the Ohio Revised Code, the sole shareholder of the Corporation adopted the Amended and Restated Articles of Incorporation as contained in the following resolution:

RESOLVED, that the Articles of Incorporation of Medusa Corporation be, and they hereby are, amended and restated by the adoption of the Amended and Restated Articles of Incorporation hereinafter set forth hereto in the attached Exhibit A.

IN WITNESS WHEREOF, said Clarence C. Comer, President, and Patrick S. Bullard, Secretary, of Medusa Corporation, acting for and on behalf of the Corporation, have hereunto subscribed their names as of the 30th day of June, 1998.

  
 Clarence C. Comer, President  
  
 Patrick S. Bullard, Secretary

RECEIVED

JUN 30 1998

BOB TAFT  
 SECRETARY OF STATE

CK 4210745420001  
 ck 87498



**EXHIBIT A**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**MEDUSA CORPORATION**

The undersigned, desiring to form a corporation for profit under Sections 1701.01 to 1701.99, inclusive, of the Ohio Revised Code, does hereby certify:

FIRST: The name of the corporation shall be Southdown Medusa, Inc.

SECOND: The place in the State of Ohio where the principal office of the corporation is to be located is Cleveland, Cuyahoga County.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.99, inclusive, of the Ohio Revised Code.

FOURTH: The number of shares which the corporation is authorized to have outstanding is Eight Hundred Fifty (850), all of which shall be Common Shares, without par value.


FIFTH: No holder of shares of the corporation of any class shall be entitled as such, as a matter of right, to subscribe for or purchase shares of any class, now or hereafter authorized, or to subscribe for or purchase securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares, except such rights of subscription or purchase, if any, for such considerations and upon such terms and conditions as its Board of Directors from time to time may determine.



SIXTH: Notwithstanding any provision of Ohio Revised Code Sections 1701.01 to 1701.99, inclusive, now or hereafter in force, requiring for the authorization or taking of any action the vote or consent of the holders of shares entitling them to exercise two-thirds (2/3) or any other proportion of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by law or these Articles of Incorporation, may be authorized or taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes of shares thereof.

SEVENTH: To the extent permitted by law, the corporation, by action of its Board of Directors, may purchase or otherwise acquire shares of any class issued by it at such times, for such considerations and upon such terms and conditions as its Board of Directors may determine.

EIGHTH: The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.



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NINTH: These Amended and Restated Articles of Incorporation shall supersede and take the place of the heretofore existing Articles of Incorporation and all amendments thereto.

