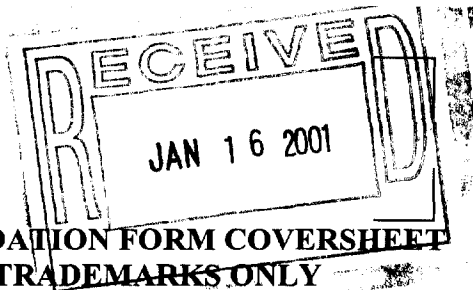


01-25-2001



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

**NOTIFICATION FORM COVERSHEET
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)

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License
 Security Agreement Nunc Pro Tunc Assignment

Merger Change of Name
Effective Date
Month Day Year

Other Conversion

Conveying Party

Mark if additional names of conveying parties attached

Name Southern Energy Resources, Inc.

Execution Date
Month Day Year
 December 27, 2000

Formerly
 Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of conveying parties attached

Name Southern Energy Resources LLC

DBA/AKA/TA

Composed of

Address (line 1) 1155 Perimeter Center West

Address (line 2) Suite 100

Address (line 3) Atlanta Georgia 30338
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association
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.)

Other Limited Liability Company

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0227), Washington, D.C. 20503. See OMB Information Collection Budget Package 0551-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

01/24/2001 GTON11 00000119 2180470

01 FC:481 40.00 OP
02 FC:482 275.00 OP

**TRADEMARK
REEL: 002219 FRAME: 0210**

TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only

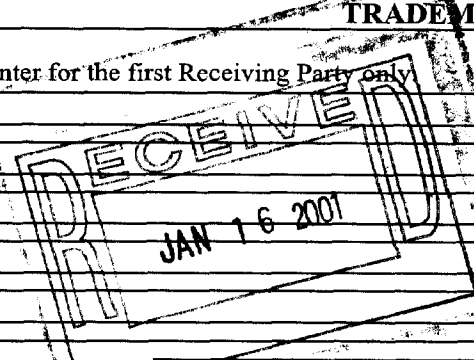
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone No.

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)

| | | | | | |
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Number of Properties

Enter the total number of properties involved:

#

Fee Amount

Fee amount of 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.

Daniele E. Bourgeois

Daniele E Bourgeois

January 12, 2001

Name of Person Signing

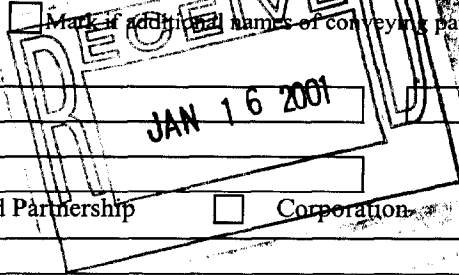
Signature

Date

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party



Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of conveying 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

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)

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Registration Number(s)

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SOUTHERN ENERGY RESOURCES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SOUTHERN ENERGY RESOURCES, INC." TO "SOUTHERN ENERGY RESOURCES LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2001, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor

Secretary of State

0919373 8100V

AUTHENTICATION: 0891633

001653890

DATE: 01-03-01

TRADEMARK
REEL: 002219 FRAME: 0213

CERTIFICATE OF CONVERSION

OF

SOUTHERN ENERGY RESOURCES, INC.

I, Elizabeth B. Chandler, do hereby certify that I am the Vice President and Secretary of Southern Energy Resources, Inc., a Delaware corporation (the "Corporation"), and that, as such, I am authorized to execute this Certificate on behalf of the Corporation, and further certify that:

1. The name of the Corporation is Southern Energy Resources, Inc. The Corporation was originally incorporated in Delaware on July 29, 1981, as "Southern Electric International, Inc."


2. The Corporation shall be converted into a limited liability company named "Southern Energy Resources LLC."

3. The conversion of the Corporation shall be effective at 12:01 a.m. on January 1, 2001.

4. The conversion of the Corporation has been approved in accordance with Section 266 of the General Corporation Law of Delaware.

IN WITNESS HEREOF, the undersigned has executed this Certificate this 21st day of December, 2000.

SOUTHERN ENERGY RESOURCES, INC.

By: 
Elizabeth B. Chandler
Vice President and Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/27/2000
001653890 - 0919373

State of Delaware
Office of the Secretary of State

PAGE 2

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SOUTHERN ENERGY RESOURCES LLC" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF JANUARY, A.D. 2001, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor

Secretary of State

0919373 8100V

AUTHENTICATION: 0891633

001653890

DATE: 01-03-01

REEL: 002219 FRAME: 0215

CERTIFICATE OF FORMATION
FOR
SOUTHERN ENERGY RESOURCES LLC
A LIMITED LIABILITY COMPANY

I.

The name of the limited liability company is Southern Energy Resources LLC.

II.

The address of the registered office of the limited liability company shall be 2711 Centerville Road, Wilmington, New Castle County, Delaware 19808, and the registered agent at that address shall be Corporation Service Company.

III.

The effective time and date of the formation of the limited liability company shall be at 12:01 a.m. on January 1, 2001.

IV.

A member, a manager, an agent, or an employee of the limited liability company is not personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, manager, agent, or employee of the limited liability company.

Dated: December 21, 2000

Signed by:


Elizabeth B. Chandler, Authorized Person

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/27/2000
001653890 - 0919373