

06-04-2001



To the Honorable Commissioner

ached original documents or copy thereof.

101738721

5-25-01

1. Name of conveying party(ies): Southern Energy Resources, Inc.

2. Name and address of receiving party(ies)

Name: Southern Energy Resources LLC Internal Address: 5 Street Address: 1155 Perimeter Center West, Suite 100 City: Atlanta State GA Zip 30338

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other

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) & address(es) attached? Yes No

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Conversion

Executive Date: December 27, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2159093

Additional number(s) attached Yes No

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

Name: Daniele E. Bourgeois, Esq. Internal Address: Troutman Sanders LLP Street Address: 600 Peachtree Street, NE Suite 5200 City: Atlanta State GA Zip: 30308

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: 20-1507

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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 document.

Daniele E. Bourgeois

Signature

May 25, 2001

Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

06/04/2001 6TOM11 00000059 2159093 01 FC:481 40.00 UP

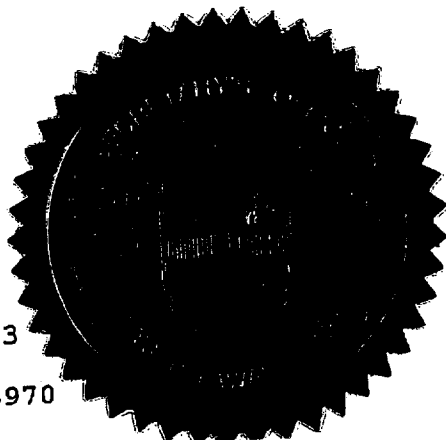
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State of Delaware
Office of the Secretary of State

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

010016970

AUTHENTICATION: 0909472

DATE: 01-11-01
TRADEMARK

REEL: 002307 FRAME: 0439

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
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