

6.1.01

06-14-2001



T

D

To the Honorable Commissioner of Patents

101751799

attached original documents or copy thereof.

1. Name of conveying party(ies):

2. Name and address of receiving party(ies):

GH Hensley Industries, Inc.

Name: Hensley Industries, Inc.

06-01-2001

Internal Address:

Street Address: 2108 Joe Field Road

City: Dallas State: TX ZIP: 75229

- Individual(s)
- General Partnership
- Corporation-State - Texas
- Other

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Texas
- 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) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: August 25, 1999

4. Application number(s) or registration number(s): 6

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,641,047; 1,801,867; 1,148,191; 740,900; 740,901; and 1,011,885

Additional numbers attached? Yes No

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

Name: Molly Buck Richard

Internal Address: Strasburger & Price, L.L.P.

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 19-4547

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

06/14/2001 6TON11 00000033 1641047

1 FC:481 40.00 00

2 FC:482 125.00 00

Street Address: 901 Main Street, Suite 4300

City: Dallas State: TX ZIP: 75202

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.

Molly Buck Richard

Name of Person Signing

Signature

June 1 2001

Date

Total number of pages including cover sheet, attachments, and document: 7

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

04/23/2001 14:18 FAX 972 241 0915

HENSLEY INDUSTRIES

002



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

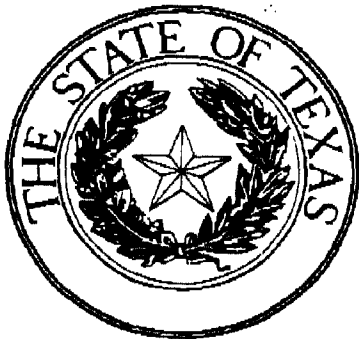
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

HENSLEY INDUSTRIES, INC.
a Texas corporation
with and into
GH HENSLEY INDUSTRIES, INC.
a Texas corporation
which changed its name to HENSLEY INDUSTRIES, INC.

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 AUGUST 25, 1999

Effective AUGUST 25, 1999



Elton Bomer
Secretary of State

0003

04/23/2001 14:18 FAX 972 241 0815

HENSLEY INDUSTRIES

ARTICLES OF MERGER
of
HENSLEY INDUSTRIES, INC.
with and into
GH HENSLEY INDUSTRIES, INC.

FILED
In the Office of the
Secretary of State of Texas
AUG 25 1999

Corporations Section

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act ("TBCA"), the undersigned corporations certify the following Articles of Merger adopted for the purpose of effecting a merger in accordance with the provisions of Part Five of the TBCA.

1. The name of each of the undersigned corporations or other entity that are a party to the Agreement of Merger (the "Plan"), the type of such corporations or other entity and the laws under which such corporations or other entity were organized are:

<u>Name</u>	<u>Type of Entity</u>	<u>State of Incorporation</u>
Hensley Industries, Inc.	Profit Corporation	Texas
GH Hensley Industries, Inc.	Profit Corporation	Texas

2. The Plan has been approved and adopted in accordance with the provisions of Article 5.03 of the TBCA providing for the merger of Hensley Industries, Inc., a domestic corporation and GH Hensley Industries, Inc., a domestic corporation, and resulting in GH Hensley Industries, Inc. being the surviving corporation in the merger.

3. An executed copy of the Plan is on file at the principal place of business of GH Hensley Industries, Inc., the surviving corporation, at 4900 Woodway, Suite 1200, Houston, Texas 77056, and a copy of the Plan will be furnished by such corporation, upon written request and without cost, to any shareholder of each domestic corporation that is a party to the Plan.

4. The Articles of Incorporation of GH Hensley Industries, Inc., in effect immediately prior to the effective date shall be the Articles of Incorporation of the surviving corporation, except that on the effective date, Article One of the Articles of Incorporation shall be amended to change the name of the corporation, so that as amended, Article One shall read as follows:

"ARTICLE ONE

The name of the corporation is Hensley Industries, Inc."

21.004

04/23/2001 14:19 FAX 972 241 0015

HENSLEY INDUSTRIES

5. As to each of the undersigned domestic corporations, the approval of whose shareholders is required, the number of outstanding shares of each class of stock of such corporation 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>	<u>Number of Shares Entitled to Vote</u>
Hensley Industries, Inc.	1,000	Common Stock	1,000
GH Hensley Industries, Inc.	1,000	Common Stock	1,000

6. As to each of the undersigned domestic corporations, the approval of whose shareholders is required, the number of shares, not entitled to vote only as a class, voted for and against the Plan, respectively, are as follows:


<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>
Hensley Industries, Inc.	1,000	-0-	Common
GH Hensley Industries, Inc.	1,000	-0-	Common


7. GH Hensley Industries, Inc., the surviving corporation will be responsible for the payment of all such fees and franchise taxes and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

Dated this 24th day of July, 1999.

HENSLEY INDUSTRIES, INC.

GH HENSLEY INDUSTRIES, INC.

By: 
Nathan M. Avery
President

By: 
Thomas J. Keefer
President

VEHOU05:136902.1

-2-

CERTIFICATE OF MAILING BY "EXPRESS MAIL"

"Express Mail" Mailing Label Number EL 213026007US, Date of Deposit June 1, 2001. I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, ATTN: Box Assignments - Fee, 2900 Crystal Drive, Arlington, Virginia 22202-3513.

Cindy Burgwin
Cindy Burgwin

Contents:

Recordation Form Cover Sheet for Name Change
Assignor: GH Hensley Industries, Inc.
Assignee: Hensley Industries, Inc.

Certificate of Merger from Texas Secretary of State

Check in the amount of \$165.00

Postcard receipt

617069.1/SP3/41903/0108/06012001

RECORDED: 06/01/2001

TRADEMARK
REEL: 002313 FRAME: 0292