

U.S
RECORDATION FC

08-06-2001

Field Office



To the Honorable Commissioner of Patents and Trademarks

Original document or copy thereof.

1. Name of Party(ies) conveying an interest:

101800406

Name of Party(ies) receiving an interest:

Hicks & Ragland Engineering, Inc.

CHR SOLUTIONS, INC.
4747 South Loop 289
Lubbock, Texas 79424

1-27-01

- Individual(s)
- General Partnership
- Corporation - Texas
- Other
- Association
- Limited Partnership

- Individual
- General Partnership
- Corporation - Texas
- Other
- Citizenship
- Association
- Limited Partnership

3. Interest Conveyed:

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

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Effective Date: November 2, 1999

4. Application number(s) or registration number(s). Additional sheet attached?

Yes X No

A. Trademark Application No.(s)

75/821,068; 75/821,073; 75/821,112; 75/821,377; 75/821,379

B. Trademark Registration No.(s)

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

Name: Dana C. Jewell, Esq.
Baker Botts L.L.P.

Street Address: 2001 Ross Avenue, Suite 600

City: Dallas

State: Texas

Zip: 75201-2980

6. Number of applications and registrations involved: 5

7. Amount of fee enclosed or authorized to be charged: \$140.00

8. Deposit account number (Attach duplicate copy of this form 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.

Dana C. Jewell
Name of Person Signing

Dana C. Jewell
Signature

July 26, 2001
Date

Total number of pages including cover sheet 5

OMB No. 0651-0011 (exp.4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks

Box Assignments

Washington, D.C. 20231

08/03/2001 6TDM11 00000218 75821068

01 FC:481

02 FC:482

40.00 DP
100.00 DP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

FILED

In the Office of the
Secretary of State of Texas

NOV 02 1999

ARTICLES OF MERGER

Corporations Section

Pursuant to the provisions of Tex. Bus. Corp. Act Art. 5.04, HICKS & RAGLAND ENGINEERING CO., INC. and CATHEY, HUTTON & ASSOCIATES, INC., adopt the following Articles of Merger:

1. Statement certifying items listed in Tex. Bus. Corp. Act Art. 5.04 A. (1).

- (a) **Parties and States of Incorporation.** The parties to the Plan of Merger, and their respective states of incorporation are:

HICKS & RAGLAND ENGINEERING CO., INC., a Texas corporation

CATHEY, HUTTON & ASSOCIATES, INC., a Texas corporation

The surviving entity will be Hicks & Ragland Engineering Co., Inc., which will be renamed CHR Solutions, Inc.

- (b) **Approval of Plan of Merger.** A Plan of Merger ("Plan") has been approved by each of the parties to the merger in the manner prescribed by their constituent documents and the Texas Business Corporation Act.

- (c) **Amendments to Surviving Corporation's Amended Articles of Incorporation as provided by subsections 1.01(b) and 2.03(b) of the Plan of Merger:**

- (i) Article One shall read:

Article One

The name of the corporation is CHR Solutions, Inc.

- (ii) Article Four shall read:

Article Four

The aggregate number of shares which the corporation shall have the authority to issue is 500,000 shares of voting common stock of the par value of \$1.00 per share, and 1,000,000 shares of nonvoting common stock of the par value of \$1.00 per share. The common stock (and

any other type of stock issued by the corporation) shall only be owned by employees of the corporation or the Trustee of any qualified stock bonus plan or employee stock ownership plan maintained or established by the corporation. All shares owned by employees as participants in the corporation's Profit Sharing Plan and Trust (or any other qualified stock bonus plan) shall be subject to any additional restrictions governing the transfer of shares owned by the employee through participation in such qualified plan as provided by the terms of the plan. Stock of the corporation may also be owned, transferred and held in the name of any entity controlled by such employee provided that the Board of Directors have pre-approved the transfer and the entity to which the proposed transfer will be made.

- (d) **Articles of Incorporation of Each New Domestic Corporation created by the Merger.** N/A, no new corporation is created by the Plan.
 - (e) **Executed Plan on File.** An executed Plan is on file at the principal place of business of the surviving entity. The address of such principal place of business is: 2711 LBJ Freeway, Suite 560, Dallas, Texas 75234.
 - (f) **Copy of Plan of Merger Furnished at No Charge.** A copy of the Plan will be furnished by the surviving corporation, on written request and without cost, to any shareholder of each corporation that is a party to the Plan. This is not a merger with multiple surviving domestic or foreign corporations or other entities; therefore there is no requirement to furnish a copy of the Plan to creditors or obligees of the parties to the merger.
2. **Shareholder Approval Required.** Shareholder approval of the Plan is required by Tex. Bus. Corp. Act Art. 5.03 B.

3. Number of Shares.

- (a) **Number of Shares outstanding.** The number of shares of stock outstanding for each corporation that is a party to the merger is:

Name of Corporation	Number of Shares outstanding
Hicks & Ragland Engineering Co., Inc.	12,633,088 shares common stock
Cathey, Hutton & Associates, Inc.	929 shares voting common stock 22,296 shares non-voting common stock

- (b) **Shares Entitled to Vote as a Class or Series.** The number of outstanding shares of each class or series of stock of each party to the merger that are entitled to vote as a class or series on the Plan are as follows:

Name of Corporation	Shares Entitled to Vote as a Class or Series
Hicks & Ragland Engineering Co., Inc.	Hicks & Ragland Engineering Co., Inc. Profit Sharing Plan and Trust
Cathey, Hutton & Associates, Inc.	None

4. **Shareholder Vote.** For each party to the merger, the number of shares that voted for and against the plan of merger, and the number of shares of each class or series that voted for and against the plan, are as follows:

Name of Corporation	Shares <u>not</u> entitled to vote as a class: Voted for	Shares <u>not</u> entitled to vote as a class: Voted against	Shares entitled to vote as a class: Voted for	Shares entitled to vote as a class: Voted against
Hicks & Ragland Engineering Co., Inc.	ALL	NONE	ALL	NONE
Cathey, Hutton & Associates, Inc.	ALL	NONE	N/A	N/A

5. **Responsibility for Franchise Taxes.** Pursuant to Tex. Bus. Corp. Act Art 5.04 C. the survivor of the merger will be responsible for the payment of all franchise taxes and other fees payable as required by law.

Dated: November 1, 1999.

HICKS & RAGLAND ENGINEERING CO., INC.

By: David Sharbutt
DAVID E. SHARBUTT, President

CATHEY, HUTTON AND ASSOCIATES, INC.

By: C. Roger Hutton
C. ROGER HUTTON, Secretary

F:\USERS\SHENAWP\SDATA\INC\HICKSRAG\MERG\1200\MERGER.ART/October 25, 1999 / 9:40am