

11-07-2001
RECORD 101894409
TRADEMARKS

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Form **PTO-1594**
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Citadel Holdings Inc. **11-2-01**

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

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

2. Name and address of receiving party(ies)
Name: Lafarge Corporation
Internal
Address: _____
Street Address: 12950 Worldgate Dr
City: Herndon State: VA Zip: 20170

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
n/a

B. Trademark Registration No.(s)
1202723

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: David C. Jones
 Internal Address: _____

 Street Address: 12950 Worldgate Dr
Suite 500
 City: Herndon State: VA Zip: 20170

7. Total fee (37 CFR 3.41)..... \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

DO NOT USE THIS SPACE

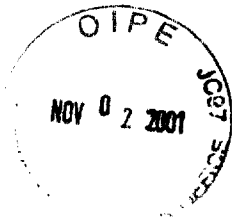
9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

David C. Jones [Signature] 10-30-01
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

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

11/06/2001 AMWED1 00000045 1202723
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ARTICLES OF MERGER
 MERGING
 CITADEL HOLDINGS INC. (A MD CORP.)
 INTO
 LAFARGE CORPORATION (A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 OF MARYLAND JANUARY 29, 1988 AT 9:40 O'CLOCK A. M. AS IN CONFORMITY
 WITH LAW AND ORDERED RECORDED. Effective: 1/29/88, at 3:00 PM

ORGANIZATION AND
 CAPITALIZATION FEE PAID

RECORDING
 FEE PAID

SPECIAL
 FEE PAID

\$ _____

\$ 20.00

\$ _____

TO THE CLERK OF THE COURT OF

BALTIMORE CITY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
 BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

STATE OF MARYLAND

A 242224



I hereby certify that this is a true and complete copy of a _____ page document as filed in this office. DATED: 4-28-94
 RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

This stamp replaces the previous certification system. Effective: 10/84

ARTICLES OF MERGER
BETWEEN
LAFARGE CORPORATION
(a Maryland Corporation)
AND
CITADEL HOLDINGS INC.
(a Maryland Corporation)

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
1/29/88 at 9:40 .m.

Lafarge Corporation, a corporation duly organized and existing under the laws of the State of Maryland ("Lafarge"), and Citadel Holdings Inc., a corporation duly organized and existing under the laws of the State of Maryland ("Citadel"), do hereby certify that:

FIRST: Lafarge and Citadel agree to merge Citadel with and into Lafarge pursuant to Section 3-106 of the Maryland General Corporation Law.

SECOND: The name and place of incorporation of each party to these Articles are Lafarge Corporation, a Maryland corporation, and Citadel Holdings Inc., a Maryland corporation. Lafarge shall survive the merger and shall continue under the name "Lafarge Corporation" as a corporation of the State of Maryland.

THIRD: Lafarge has its principal office in the State of Maryland in Baltimore City. Citadel has its principal office in the State of Maryland in Baltimore City and does not own any interest in land in the State of Maryland.

FOURTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized, and approved by each corporation party to the Articles in the manner and by the vote required by its Charter and the laws of the state of its incorporation. The Board of Directors of Lafarge, at a meeting held on October 7, 1987, and the Board of Directors of Citadel, by written consent dated December 11, 1987 signed by all the directors of Citadel, adopted resolutions which declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolutions. The approval of the merger by the stockholders of Lafarge and Citadel is not required.

FIFTH: Notice of the merger was waived in accordance with Section 3-106(d)(1) of the Maryland General Corporation Law on December 11, 1987 by the only holder of capital stock of Citadel other than Lafarge.

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SIXTH: No amendment to the Charter of Lafarge is to be effected as a part of the merger.

SEVENTH: The total number of shares of stock of all classes which Lafarge has authority to issue is 140,108,875 shares, of which 98,700,000 shares are Common Stock (par value \$1.00 per share), 2,400,000 shares are \$1.88 Convertible Preferred Stock (par value \$1.00 per share), 2,000 shares are First Preferred Stock (par value \$1.00 per share), 6,875 shares are Second Preferred Stock (par value \$1.00 per share), 9,000,000 shares are Third Preferred Stock (par value \$1.00 per share) and 30,000,000 shares are Voting Stock (par value \$0.0001 per share). The aggregate par value of all the shares of stock of all classes of Lafarge is \$110,111,875. The total number of shares of stock of all classes which Citadel has authority to issue is 13,000 shares, of which 3,000 shares are Common Stock (par value \$1.00 per share), 3,000 shares are First Preferred Stock (par value \$1.00 per share) and 7,000 shares are Second Preferred Stock (par value \$1.00 per share). The aggregate par value of all the shares of stock of all classes of Citadel is \$13,000.

EIGHTH: The merger does not increase the authorized stock of Lafarge.

NINTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration and the treatment of any issued stock of the merging corporations not to be converted or exchanged are as follows:

(a) Each issued and outstanding share of each class of the stock of Lafarge on the effective date of the merger shall continue, without change, to be an issued and outstanding share of stock of Lafarge.

(b) Each issued and outstanding share of the Common Stock of Citadel on the effective date of the merger, all of which shares are held by Lafarge, shall, upon effectiveness and without further act, be cancelled.

(c) Each issued and outstanding share of the First Preferred Stock of Citadel on the effective date of the merger shall, upon effectiveness and without further act, be cancelled, and in consideration of such cancellation, Citadel shall transfer and deliver to the holder of each such share a number of shares of the First Preferred Stock of Lafarge currently held by Citadel obtained by multiplying the number of shares of First Preferred Stock of Citadel held by such holder times the fraction obtained by dividing 1,900 by 2,600. It is intended that this distribution be made pursuant to Section 332 of the Internal Revenue Code of 1986, as amended, and Treasury

Regulation § 1.1502-34 of the Consolidated Income Tax Regulations.

(d) Each issued and outstanding share of the Second Preferred Stock of Citadel on the effective date of the merger shall, upon effectiveness and without further act, be cancelled, and in consideration of such cancellation, Citadel shall transfer and deliver to the holder of each such share one share of the Second Preferred Stock of Lafarge currently held by Citadel for each share of the Second Preferred Stock of Citadel so held. It is intended that this distribution be made pursuant to Section 332 of the Internal Revenue Code of 1986, as amended, and Treasury Regulation § 1.1502-34 of the Consolidated Income Tax Regulations.

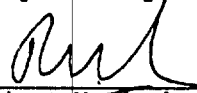
TENTH: The merger shall become effective at 3:00 p.m., Eastern time, on January 29, 1988.

IN WITNESS WHEREOF, Lafarge Corporation and Citadel Holdings Inc. have caused these presents to be signed in their respective names and on their respective behalves by their respective presidents and witnessed by their respective secretaries on January 11, 1988.

WITNESS:

LAFARGE CORPORATION
(a Maryland corporation)



David C. Jones, Secretary

By: 
Robert W. Murdoch, President
and Chief Operating Officer

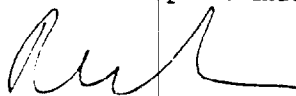
WITNESS:

CITADEL HOLDINGS INC.
(a Maryland corporation)


David C. Jones, Secretary

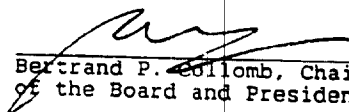
By: 
Bertrand P. Collomb, Chairman
of the Board and President

THE UNDERSIGNED, President and Chief Operating Officer of Lafarge Corporation, who executed on behalf of said Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Robert W. Murdoch, President
and Chief Operating Officer

THE UNDERSIGNED, Chairman of the Board and President of Citadel Holdings Inc., who executed on behalf of said Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Bertrand P. Collomb, Chairman
of the Board and President