

02-22-2002



HEET

101991169

Attorney Docket No. 032733-001 (EDW)

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

1. Name of conveying party(ies):

Lloyd Bartlett, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - Louisiana

Other: 2-15-02

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name

Other: _____

Execution Date: December 12, 2001

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

Name: New LB, Inc.

Address: 1212 S. Acadian Thruway

Baton Rouge, Louisiana 70806

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - Louisiana
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,343,712

Additional numbers attached? Yes No

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

Name: B. Parker Livingston, Jr.

Address: Burns, Doane, Swecker & Mathis

Post Office Box 1404

Alexandria, Virginia 22313-1404

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, if necessary

8. Deposit account number:

02-4800

(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.

Name of Person Signing

Signature

Date

02/22/2002 LMUELLER 00000001 2343712

2/15/02

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

01 FC:481

40.00 UP

**CERTIFICATE OF MERGER
OF
LLOYD BARTLETT, INC.
WITH AND INTO
NEW LB, INC.**

Pursuant to the provisions of Paragraph F of Section 112 of the Louisiana Business Corporation Law (Section 1 et seq. of Title 12 of the Louisiana Revised Statutes), Lloyd Bartlett Inc., a Louisiana corporation, appearing herein through its undersigned President, hereby executes this Certificate of Merger in connection with the merger of Lloyd Bartlett, Inc., a Louisiana corporation, with and into New LB, Inc.:

FIRST: The name and state of incorporation of each of the corporations that are parties to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Lloyd Bartlett, Inc.	Louisiana
New LB, Inc.	Louisiana

SECOND: An Agreement and Plan of Merger has been duly approved, adopted, certified, executed and acknowledged by each of the corporations identified in "FIRST" above.

THIRD: The name of the surviving corporation of the merger is New LB, Inc.

FOURTH: The name of the surviving corporation shall be changed upon effectiveness of this merger to Lloyd Bartlett, Inc. and, except for the amendment thereto to effect such change in name, the articles of incorporation of New LB, Inc. as in effect immediately prior to the merger shall be the articles of incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 1212 S. Acadian Thruway, Baton Rouge, Louisiana 70806.

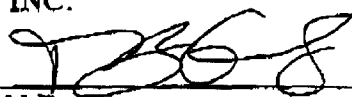
SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of either of the corporations that is a party to the merger.

SEVENTH: The merger shall be effective as of midnight, December 31, 2001.

DULY EXECUTED and delivered by the duly authorized undersigned President of the surviving corporation on December 12, 2001.

NEW LB, INC.

By: _____



Todd B. Graves
President

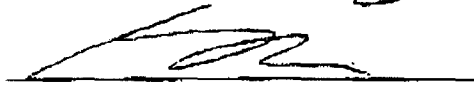
STATE OF LOUISIANA

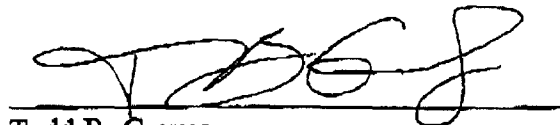
PARISH OF EAST BATON ROUGE

On this 12th day of December, 2001, before me, the undersigned Notary Public, duly commissioned and qualified in and for the State and Parish aforesaid, and in the presence of the undersigned competent witnesses, personally came and appeared Todd B. Graves, who after being duly sworn, did declare that he is the duly elected President of New LB, Inc., and that he has executed and does hereby acknowledge the foregoing Certificate of Merger in accordance with Paragraph F of Section 112 of the Louisiana Business Corporation Law.


WITNESSES:







Todd B. Graves



Notary Public