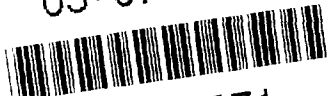


03-07-2002



Form PTO-1594 (Rev. 03/01) 2-19-02 RECOI TR.

192005971 ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): FIRST WAVE MARINE, INC.
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State TEXAS
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: FIRST WAVE MARINE, INC.
Internal
Address:
Street Address: 2102 Broadway
City: HOUSTON State: TX Zip: 77012
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation-State DELAWARE
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: Sept. 29, 1997

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2,296,670
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: BEN D. TOBOR
Internal Address: 30801. 039-044
Street Address: Bracewell & Patterson LLP.
711 LOUISIANA, Ste 2900
City: HOUSTON State: TX Zip: 77002

6. Total number of applications and registrations involved: 6
7. Total fee (37 CFR 3.41) \$ 165
[X] Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.
BEN D. TOBOR
Signature: [Signature] Date: 1/28/02
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 16

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

03/06/2002 RANMED1 00000076 2296670
01 FC:481 40.00 OP
02 FC:482 125.00 OP

TRADEMARK REEL: 002455 FRAME: 0361

CONTINUATION of SECTION 4

Trade mark Registration Nos.

2,352,371

2,296,669

2,296,668

2,215,853

2,225,839

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"FIRST WAVE MARINE, INC.", A TEXAS CORPORATION,

WITH AND INTO "FIRST WAVE MARINE, INC." UNDER THE NAME OF "FIRST WAVE MARINE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

2795676 8100K

971328469

AUTHENTICATION:

8678640

DATE:

TRADEMARK⁷

REEL: 002455 FRAME: 0363

AGREEMENT AND PLAN OF MERGER
MERGING FIRST WAVE MARINE, INC. (A TEXAS CORPORATION)
INTO FIRST WAVE MARINE, INC. (A DELAWARE CORPORATION)

The undersigned Secretary of First Wave Marine, Inc. (a Delaware corporation) and First Wave Marine, Inc. (a Texas corporation) does hereby certify that in said capacities he is authorized to sign this AGREEMENT AND PLAN OF MERGER which is entered into pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware (8 Del. C. § 252) and Article 5.01, et seq., of the Texas Business Corporation Act, by and between FIRST WAVE MARINE, INC., a corporation duly organized and existing under the laws of the State of Delaware (hereinafter referred to as "FWM Delaware" or "Surviving Corporation") and FIRST WAVE MARINE, INC., a corporation duly organized and existing under the laws of the State of Texas (hereinafter referred to as "FWM Texas" or "Merging Corporation").

WITNESSETH:

WHEREAS, FWM Delaware presently has 100 issued and outstanding shares of voting common stock which are 100% owned by the three shareholders of FWM Texas, namely, Samuel F. Eakin, Frank W. Eakin and David B. Ammons;

WHEREAS, FWM Texas presently has 10,000 issued and outstanding shares of voting common stock which are 100% owned by the three shareholders of FWM Delaware, namely, Samuel F. Eakin, Frank W. Eakin and David B. Ammons; and

WHEREAS, the directors and shareholders of FWM Delaware and FWM Texas have determined that it is in the best interest of both corporations that FWM Texas be merged into FWM Delaware under and in accordance with the following.

NOW, THEREFORE, in order to effectuate the merger of FWM Texas into FWM Delaware, the directors of FWM Delaware and FWM Texas enter into the following Agreement and Plan of Merger, stating: (1) the terms and conditions of the merger; (2) the mode of carrying the merger into effect; (3) the manner of converting the shares of FWM Texas into shares of FWM Delaware (the Surviving Corporation) and the surrender and cancellation of shares of FWM Texas stock upon the effectiveness of the merger; (4) such other details or provisions as are deemed desirable, including the parties to the merger -- FWM Delaware and FWM Texas -- and that the corporation surviving the merger shall be FWM Delaware; and (5) such other provisions or facts as are required to be set forth in certificates of incorporation by the laws of the State of Delaware and that can be stated in the case of a merger; as follows:

ARTICLE I

TERMS AND CONDITIONS AND PARTIES OF THE MERGER

1.1 The parties to this merger are First Wave Marine, Inc. (a Texas corporation) and First Wave Marine, Inc. (a Delaware corporation). FWM Texas shall merge with and into FWM Delaware. FWM Delaware shall be the surviving corporation and shall continue its corporate existence under the laws of the state of Delaware, and the separate existence of FWM Texas shall cease.

This Agreement and Plan of Merger shall be adopted and approved by the Board of Directors and the shareholders of both FWM Delaware and FWM Texas as required by the General Corporation Law of the State of Delaware and Article 5.01, et seq. of the Texas Business Corporation Act.

ARTICLE II

MODE OF CARRYING THE MERGER INTO EFFECT

2.1 In accordance with Sections 252 and 251(b) of the General Corporation Law of the State of Delaware, and Article 5.01 et seq. of the Texas Business Corporation Law, the Board of Directors of both FWM Delaware and FWM Texas have unanimously adopted resolutions approving this Agreement and Plan of Merger, as evidenced by their resolutions attached hereto and incorporated herein as Exhibits A and B, respectively.

2.2 This Agreement and Plan of Merger shall, pursuant to the provisions of Section 252(c) of the General Corporation Law of the State of Delaware, be adopted, approved, certified, executed and acknowledged by both FWM Delaware and FWM Texas in accordance with the laws under which each is formed, and in the case of FWM Delaware (a Delaware corporation) in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware. Pursuant to Section 252 of the General Corporation Law of the State of Delaware, this Agreement and Plan of Merger shall be filed and recorded and shall become effective for all purposes of the laws of the State of Delaware when and as provided in Sections 251 and 103 of the General Corporation Law of the State of Delaware.

2.3 This Agreement and Plan of Merger shall, pursuant to the provisions of Sections 252(c) and 251(c) of the General Corporation Law of the State of Delaware and Articles 5.01 and 5.03 of the Texas Business Corporation Law, be submitted to the shareholders of each corporation for approval in the manner required by law.

2.4 If the shareholders of each corporation approve this Agreement and Plan of Merger by the vote required by Section 251 of the General Corporation Law of the State of

Delaware and Articles 5.01 and 5.03 of the Texas Business Corporation Act, the fact of such approval shall be certified by the secretary or assistant secretary of each corporation, and the Agreement and Plan of Merger so approved and certified by each corporation shall then be filed and shall become effective, in accordance with Section 103 of the General Corporation Law of the State of Delaware and Section 2.8 of this Agreement and Plan of Merger.

2.5 In accordance with Section 103(c)(1) of the General Corporation Law of the State of Delaware, the original signed Agreement and Plan of Merger, if so adopted, approved, certified, executed and acknowledged by each of the corporations in accordance with the laws under which it was formed, and in the case of FWM Delaware, in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware, shall be delivered to the office of the Secretary of State of the State of Delaware for filing.

In accordance with Section 103(c)(3), upon delivery of the original signed Agreement and upon tender of the required taxes and fees, the Delaware Secretary of State shall certify that the Agreement and Plan of Merger has been filed by endorsing upon it the word "Filed," and the date and hour of filing. This endorsement is the "Filing Date" of the Agreement and Plan of Merger, and is conclusive of the date and time of its filing. The Secretary of State shall then disperse to the counties any documents and related fees for the recording of corporate filings.

2.6 Pursuant to Sections 252(c), 251(c) and 103(c)(5) of the General Corporation Law of the State of Delaware, a copy of the Agreement and Plan of Merger filed with the Secretary of State shall be recorded in the Office of the Recorder of New Castle County, Delaware, the Delaware county in which the registered office of the surviving Corporation, FWM Delaware, is located.

2.7 Pursuant to Section 251(c), a copy of the Agreement and Plan of Merger filed with the Secretary of State shall also be recorded in the Office of the Recorder of Deeds of New Castle County, Delaware, the Delaware County in which the registered office of the Surviving Corporation, FWM Delaware, is located.

2.8 As provided in Sections 252(c), 251(c) and 103(d) of the General Corporation Law of the State of Delaware and Article 5.05 of the Texas Business Corporation Act this merger shall be effective upon the later of (i) September 30, 1997, or (ii) such date as the Certificate of Merger is issued by the Secretary of State of the State of Texas (the "Effective Date").

ARTICLE III

ASSETS AND LIABILITIES

3.1 On the Effective Date, all rights, title and interests to all real estate and other property owned by FWM Texas and all other claims, goodwill, rights, entitlements, powers, privileges, immunities and franchises of FWM Texas of any kind or character shall be vested

in FWM Delaware without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred.

3.2 From and after the Effective Date, FWM Delaware shall be responsible for all liabilities and obligations of FWM Texas of any kind or character, and any proceeding pending against FWM Texas may be continued against FWM Delaware as if the merger of FWM Texas with and into FWM Delaware had not taken place, or FWM Delaware may be substituted in place of FWM Texas in any such proceeding.

ARTICLE IV

MANNER OF CONVERTING SHARES

The manner and basis of converting the shares of FWM Texas into shares of FWM Delaware shall be as follows:

4.1 Upon the Effective Date of the merger, each share of voting common stock of FWM Texas issued and outstanding shall be surrendered by the shareholders of FWM Texas to FWM Delaware in exchange for 100 shares of FWM Delaware. The shares of FWM Texas stock shall be canceled and no new shares of FWM Texas stock shall be issued.

4.2 All shares of FWM Delaware now authorized, issued, and outstanding shall remain outstanding and shall not be affected by this merger.

ARTICLE V ORGANIZATIONAL MATTERS OF THE SURVIVING CORPORATION

5.1 The Certificate of Incorporation of the Surviving Corporation, First Wave Marine, Inc. (a Delaware corporation), shall not be altered or otherwise affected in any way by virtue of this merger, and shall thereafter continue in full force and effect as the Certificate of Incorporation of FWM Delaware.

5.2 The Bylaws of FWM Delaware as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Bylaws of FWM Delaware, the Surviving Corporation, until amended in accordance with applicable law.

5.3 The officers and directors who are serving as officers and directors of FWM Delaware, immediately prior to the Effective Date shall hold their respective offices and remain as directors of FWM Delaware, continuing to hold his respective office or serve in such capacity in accordance with the provisions of the Certificate of Incorporation and Bylaws of FWM Delaware until his successor shall have been duly elected and qualified or until the earliest of his or her death, resignation or removal.

The undersigned Secretary of First Wave Marine, Inc. (a Delaware corporation) and First Wave Marine, Inc. (a Texas corporation) has signed and executed this Agreement and Plan of Merger, in accordance with Sections 252(c), 251(c) and 103(a)(2) of the General Corporation Law of the State of Delaware and Article 5.01, et seq. of the Texas business Corporation Act, at Baton Rouge, Louisiana, on this 29th day of September, 1997.

SURVIVING CORPORATION:

FIRST WAVE MARINE, INC.
(A Delaware Corporation)

By: David B. Ammons
David B. Ammons, Secretary

MERGING CORPORATION:

FIRST WAVE MARINE, INC.
(A Texas Corporation)

By: David B. Ammons
David B. Ammons, Secretary

**CERTIFICATE OF ADOPTION OF
AGREEMENT AND PLAN OF MERGER
BY THE SHAREHOLDERS OF
FIRST WAVE MARINE, INC.
(A DELAWARE CORPORATION)**

In accordance with Section 251(c) of the General Corporation Law of the State of Delaware, I, David B. Ammons, Secretary of First Wave Marine, Inc. (a Delaware corporation) (hereinafter referred to as the "Corporation"), do hereby certify that the foregoing Agreement and Plan of Merger by and between the Corporation and First Wave Marine, Inc. (a Texas Corporation) was approved by the shareholders of the Corporation in the manner required by the General Corporation Law of the State of Delaware.

SECRETARY:

DATE: 9/29/97

BY: David B. Ammons
David B. Ammons, Secretary

09/30/97 17:14 FAX 504 381 8029
FROM CORPORATION TRUST CO. 302-655-1476

BSW

010/016

(TUE) 09. 30' 97 16:41/ST. 16:37/NO. 3561004809 P 9/15

09/29/97 15:41 FAX 504 387 5397

BS&W

003

**CERTIFICATE OF ADOPTION OF
AGREEMENT AND PLAN OF MERGER
BY THE SHAREHOLDERS OF
FIRST WAVE MARINE, INC.
(A TEXAS CORPORATION)**

In accordance with Section 251(c) of the General Corporation Law of the State of Delaware, I, David B. Ammons, Secretary of First Wave Marine, Inc. (a Texas corporation) (hereinafter referred to as the "Corporation"), do hereby certify that the foregoing Agreement and Plan of Merger by and between the Corporation and First Wave Marine, Inc. (a Delaware Corporation) was approved by the shareholders of the Corporation in the manner required by the Texas Business Corporation Law.

SECRETARY:

DATE:

9/29/97

By:

David B. Ammons
David B. Ammons, Secretary

**ACKNOWLEDGMENT OF THE
AGREEMENT AND PLAN OF MERGER OF
FIRST WAVE MARINE, INC. (A Texas Corporation)
INTO FIRST WAVE MARINE, INC. (A Delaware Corporation)
BY THE SECRETARY OF
FIRST WAVE MARINE, INC. (A Delaware Corporation)**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned Notary Public, personally came and appeared:

DAVID B. AMMONS,

who, after being duly sworn, did declare and acknowledge before me and the undersigned competent witnesses that he is the duly elected Secretary of First Wave Marine, Inc. (a Delaware Corporation), and that he signed the foregoing Agreement and Plan of Merger of First Wave Marine, Inc. (a Texas corporation) into First Wave Marine, Inc. (a Delaware corporation). in said capacity having been authorized to do so by Resolution of the Board of Directors of First Wave Marine, Inc. (a Delaware corporation), for the purposes therein expressed as his and said Corporation's free act and deed, and that the facts stated therein are true.

IN WITNESS WHEREOF, the said appearer, witnesses and I, Notary, have hereunto affixed our hands on this 29th day of September, 1997, at Baton Rouge, Louisiana.

WITNESSES:

APPEARER:

Kim Williams

David B. Ammons
David B. Ammons

Shelly M. F.

Dorothy Jean Cox
NOTARY PUBLIC
(Affix Seal)

My Commission Expires at Death

**ACKNOWLEDGMENT OF THE
AGREEMENT AND PLAN OF MERGER OF
FIRST WAVE MARINE, INC. (A Texas Corporation)
INTO FIRST WAVE MARINE, INC. (A Delaware Corporation)
BY THE SECRETARY OF
FIRST WAVE MARINE, INC. (A Texas Corporation)**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned Notary Public, personally came and appeared:

DAVID B. AMMONS,

who, after being duly sworn, did declare and acknowledge before me and the undersigned competent witnesses that he is the duly elected Secretary of First Wave Marine, Inc. (a Texas Corporation), and that he signed the foregoing Agreement and Plan of Merger of First Wave Marine, Inc. (a Texas corporation) into First Wave Marine, Inc. (a Delaware corporation), in said capacity having been authorized to do so by Resolution of the Board of Directors of First Wave Marine, Inc. (a Texas corporation), for the purposes therein expressed as his and said Corporation's free act and deed, and that the facts stated therein are true.

IN WITNESS WHEREOF, the said appearer, witnesses and I, Notary, have hereunto affixed our hands on this 29th day of September, 1997, at Baton Rouge, Louisiana.

WITNESSES:

APPEARER:

[Signature]

David B. Ammons
David B. Ammons

[Signature]

[Signature]
NOTARY PUBLIC
(Affix Seal)

My Commission Expires at Death

09/29/97 15:42 FAX 504 387 5397

BS&W

011

EXHIBIT A

**MINUTES OF A MEETING OF
THE BOARD OF DIRECTORS OF
FIRST WAVE MARINE, INC.
(A Delaware Corporation)**

A meeting of the Board of Directors of First Wave Marine, Inc., a corporation organized and existing under the laws of the State of Delaware (hereinafter referred to as the "Corporation"), duly called and convened, was held in the City of Baton Rouge, State of Louisiana, on the 29 day of September, 1997, at which meeting all directors were present.

Upon motion duly made, seconded and unanimously passed, it was:

RESOLVED, that the Corporation shall, and is hereby authorized to, merge into itself First Wave Marine, Inc., a Texas business corporation.

RESOLVED, that the Agreement and Plan of Merger by and between the Corporation and First Wave Marine, Inc. (a Texas corporation) submitted to the Board of Directors is hereby approved.

RESOLVED, that the officers of the Corporation, Samuel F. Eakin, President, and David B. Ammons, Secretary-Treasurer, or either of them, shall and each is hereby authorized to, execute, sign, acknowledge, certify and file with the Delaware and Texas Secretaries of State and with all other offices and authorities where such may be required to be filed, and to execute any and all documents necessary to complete and consummate the merger of First Wave Marine, Inc. (a Texas corporation), into the Corporation, including but not limited to an Agreement and Plan of Merger of First Wave Marine, Inc. (a Texas corporation) into First Wave Marine, Inc. (a Delaware corporation), Certificate of Adoption, and Acknowledgment of Adoption. Such officers, or either one of them, shall, and are hereby authorized to, execute, sign, certify, acknowledge, file and record any and all documents, and to do all things, and to take all steps, which they or either one of them, deem necessary and appropriate, in their sole discretion, to complete and consummate the merger of First Wave Marine, Inc. (a Texas corporation) into the Corporation, as set forth herein.

There being no further business, upon motion duly made, seconded and unanimously passed, the meeting was adjourned.

APPROVED:

By: David B. Ammons
David B. Ammons, Secretary-Treasurer

TRADEMARK
REEL: 002455 FRAME: 0373

09/30/97 17:15 FAX 504 381 8029

BSW

014/016

FROM CORPORATION TRUST CO. 302-655-1476

(TUE) 09. 30' 97 16:42/ST. 16:37/NO. 3561004809 P 13/15

09/29/97 15:43 FAX 504 387 8397

BS&W

012

CERTIFICATE

I, David B. Ammons, Secretary-Treasurer of First Wave Marine, Inc. (a Delaware Corporation) (hereinafter referred to as the "Corporation") do hereby certify that the foregoing are the true and correct minutes of a meeting of the Board of Directors of the Corporation held on the 29 day of September, 1997, at which all directors were present, and that the same has not been revoked or rescinded.

SECRETARY:

DATE:

9/29/97

By:

David B. Ammons
David B. Ammons, Secretary

TRADEMARK

REEL: 002455 FRAME: 0374

EXHIBIT B

**MINUTES OF A MEETING OF
THE BOARD OF DIRECTORS OF
FIRST WAVE MARINE, INC.
(A Texas Corporation)**

A meeting of the Board of Directors of First Wave Marine, Inc., a corporation organized and existing under the laws of the State of Texas (hereinafter referred to as the "Corporation"), duly called and convened, was held in the City of Baton Rouge, State of Louisiana, on the 29 day of September, 1997, at which meeting all directors were present.

Upon motion duly made, seconded and unanimously passed, it was:

RESOLVED, that the Corporation shall, and is hereby authorized to, merge into First Wave Marine, Inc., a Delaware business corporation.

RESOLVED, that the Agreement and Plan of Merger by and between the Corporation and First Wave Marine, Inc. (a Delaware corporation) submitted to the Board of Directors is hereby approved.

RESOLVED, that the officers of the Corporation, Samuel F. Eakin, President, and David B. Ammons, Secretary-Treasurer, or either of them, shall and each is hereby authorized to, execute, sign, acknowledge, certify and file with the Delaware and Texas Secretaries of State and with all other offices and authorities where such may be required to be filed, and to execute any and all documents necessary to complete and consummate the merger of the Corporation into First Wave Marine, Inc. (a Delaware corporation), including but not limited to an Agreement and Plan of Merger of First Wave Marine, Inc. (a Texas corporation) into First Wave Marine, Inc. (a Delaware corporation), Certificate of Adoption, and Acknowledgment of Adoption. Such officers, or either one of them, shall, and are hereby authorized to, execute, sign, certify, acknowledge, file and record any and all documents, and to do all things, and to take all steps, which they or either one of them, deem necessary and appropriate, in their sole discretion, to complete and consummate the merger of the Corporation into First Wave Marine, Inc. (a Delaware corporation), as set forth herein.

There being no further business, upon motion duly made, seconded and unanimously passed, the meeting was adjourned.

APPROVED:

By: David B. Ammons
David B. Ammons, Secretary-Treasurer

CERTIFICATE

I, David B. Ammons, Secretary-Treasurer of First Wave Marine, Inc. (a Texas Corporation) (hereinafter referred to as the "Corporation") do hereby certify that the foregoing are the true and correct minutes of a meeting of the Board of Directors of the Corporation held on the 29 day of September, 1997, at which all directors were present, and that the same has not been revoked or rescinded.

SECRETARY:

DATE: 9/29/97

By: David B. Ammons
David B. Ammons, Secretary