

04-11-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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

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

1. Name of conveying party(ies): Pennzoil Products Company

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

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

2. Name and address of receiving party(ies)

Name: Pennzoil Products Company

Internal Address:

Street Address: 700 Milam

City: Houston State: TX Zip: 77002

- Individual(s) citizenship Association General Partnership Limited Partnership 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 Change State of Incorporation

Execution Date: 3/27/98

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,534,388

Additional number(s) attached Yes No

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

Name: Pennzoil-Quaker State Company

Internal Address: Legal Department

Street Address: 700 Milam

City: Houston State: TX Zip: 77002

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

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature:

Margaret A. Boulware Name of Person Signing

Margaret A. Boulware Signature

March 16, 2002 Date

Total number of pages including cover sheet, attachments, and document: 4

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

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*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PENNZOIL PRODUCTS COMPANY", A NEVADA CORPORATION,  
WITH AND INTO "PPC REINCORP COMPANY" UNDER THE NAME OF  
"PENNZOIL PRODUCTS COMPANY", A CORPORATION ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MARCH, A.D.  
1998, AT 10 O'CLOCK A.M.



*Harriet Smith Windsor*  
\_\_\_\_\_  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1225462

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DATE: 07-03-01

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**CERTIFICATE OF MERGER**

**merging**

**PENNZOIL PRODUCTS COMPANY**  
**(a Nevada corporation)**

**with and into**

**PPC REINCORP COMPANY**  
**(a Delaware corporation)**  
**(under the name PENNZOIL PRODUCTS COMPANY)**

PPC Reincorp Company, a Delaware corporation, DOES HEREBY CERTIFY:

1. The name and state of incorporation of each of the constituent corporations are:

Pennzoil Products Company, a Nevada corporation; and  
PPC Reincorp Company, a Delaware corporation.

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the General Corporation Law of the State of Delaware.

3. The surviving corporation is PPC Reincorp Company, a Delaware corporation, the name of which shall be changed in accordance with the amendment to its certificate of incorporation hereinafter described.

4. The Certificate of Incorporation of the surviving corporation is amended by changing Article I thereof to read in its entirety as follows:

"ARTICLE I

Name

The name of this corporation (the "Corporation") is Pennzoil Products Company."

5. The executed agreement of merger is on file at the office of the surviving corporation at P.O. Box 2967, Houston, Texas 77252-2967.

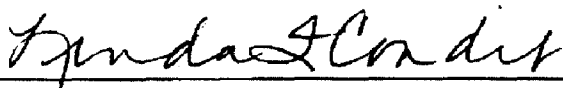
6. A copy of the agreement of merger will be furnished by the surviving corporation, Pennzoil Products Company, a Delaware corporation, on request and without cost, to any stockholder of any constituent corporation in the merger.

7. The authorized capital stock of Pennzoil Products Company, a Nevada corporation, is 250,000,000 shares, divided into 50,000,000 shares of Preferred Stock, \$1.00 par value, 100,000,000 shares of Class A Common Stock, \$0.10 par value, and 100,000,000 shares of Class B Common Stock, \$0.10 par value.

8. This Certificate of Merger shall be effective at 11:59 p.m., Eastern Standard time on March 27, 1998.

IN WITNESS WHEREOF, PPC Reincorp Company has caused this Certificate to be signed by Linda F. Condit, Vice President and Secretary, on the 25th day of March, 1998

PPC REINCORP COMPANY

By   
Linda F. Condit  
Vice President and Secretary