

07-30-2002

U.S. Department of Commerce
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102174029

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

- New 07.02.02
(Non-Recordation)
- Resubmission
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name: HALTER MARINE GROUP, INC.

Execution Date
Month Day Year

Formerly: _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name: FRIEDE GOLDMAN INTERNATIONAL, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 13085 INDUSTRIAL SEAWAY ROAD

Address (line 2) _____

Address (line 3) GULFPORT MISSISSIPPI 39503
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation
- Other _____
- Citizenship/State of Incorporation/Organization MISSISSIPPI

07/30/2002 191A21 0000011 300897 2471680

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only

Name: SCOTT OLSON, Esq.

Address (line 1) Andrews & Kurth, L.L.P.

Address (line 2) 600 TRAVIS, SUITE 4200

Address (line 3) _____

Address (line 4) Houston, TX 77002-2778
City State/Country Zip Code

Correspondent Name and Address

Area Code and Telephone Number: 713/220-4200

Name: SCOTT OLSON

Address (line 1) Andrews & Kurth, L.L.P.

Address (line 2) 600 TRAVIS, SUITE 4200

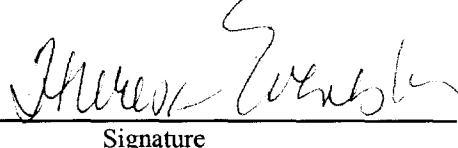
Address (line 3) _____

Address (line 4) Houston, Texas 77002-2778
City State/Country Zip Code

Pages Enter the total number of pages of the attached conveyance document # 3
Including any attachments.

Trademark Application Number(s) or Registration Numbers(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).
Trademark Application Number(s) Registration Number(s)
2,471,680

Number of Properties Enter the total number of Properties involved. # 1
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$40
Method of Payment: Enclosed Deposit Account
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #50-0897 (88023)
Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.
Theresa M. Evenbly  June 25, 2002
Name of Person Signing Signature Date Signed

CERTIFICATE OF MERGER

**Merger of Halter Marine Group, Inc., a Delaware corporation,
with and into
Friede Goldman International Inc., a Mississippi corporation.**

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law, the undersigned certifies as follows concerning the merger (the "Merger") of Halter Marine Group, Inc., a Delaware corporation, with and into Friede Goldman International Inc., a Mississippi corporation, with Friede Goldman International Inc. as the surviving corporation in the Merger (the "Surviving Corporation").

1. The Agreement and Plan of Merger dated as of June 1, 1999, as amended by Amendment No. 1 to Agreement and Plan of Merger dated as of September 14, 1999 (as amended, the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the laws under which they are formed.
2. The Merger contemplated in the Merger Agreement and this Certificate of Merger will be effective immediately upon filing this Certificate of Merger with the Secretary of State of the State of Delaware.
3. The name of the Surviving Corporation shall be Friede Goldman International, Inc.
4. The Articles of Incorporation of Friede Goldman International, Inc., as amended pursuant to the Merger Agreement, shall be the Articles of Incorporation of the Surviving Corporation. The amendments to the Articles of Incorporation of the Surviving Corporation shall, among other things, effect the change of the name of the Surviving Corporation to Friede Goldman Halter, Inc.
5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, 13085 Industrial Seaway Road, Gulfport, Mississippi 39503.
6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Halter Marine Group, Inc. or Friede Goldman International Inc.
7. The Surviving Corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Halter Marine Group, Inc. as well as for enforcement of any obligation of Friede Goldman International Inc. arising from the Merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law. The Surviving Corporation irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. A copy of such process shall be mailed by the Secretary of State of Delaware to Friede Goldman Halter, Inc., 13085 Industrial Seaway Road, Gulfport, Mississippi 39503, Attention: General Counsel, until the Surviving Corporation shall have hereafter designated in writing to the Secretary of State of Delaware a different address for such purpose.

IN WITNESS WHEREOF, Friede Goldman International Inc. has caused this Certificate to be signed by one of its duly authorized officers this 1st day of November, 1999.

FRIEDE GOLDMAN INTERNATIONAL INC.

By:



J. L. Holloway

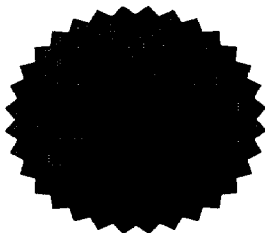
*Chairman of the Board of Directors,
President and Chief Executive Officer*

Delaware

PAGE 1

The First State

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 OF "HALTER MARINE GROUP, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF NOVEMBER, A.D. 1999, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2634888 8100

AUTHENTICATION: 1847846

020405379

DATE: 06-24-02

RECORDED: 07/02/2002

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REEL: 002551 FRAME: 0629