

09-06-2002



102213014

To the Honorable Commissioner of Patents and Trademarks, original documents or copy thereof.

1. Name of conveying party(ies):
Elf Lubricants North America, Inc. *FILED 9-3-02*

Individual(s) Association
 General partnership Limited Partnership
 Corporate-State Delaware
 Other _____

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

2. Name and address of receiving party(ies)

Name: Total Fina Elf Lubricants USA, Inc.
Internal Address: _____
Address: _____
Street Address: 5 North Stiles Street
City: Linden State: New Jersey ZIP: 07036

Individual(s) citizenship _____
 Association _____
 General partnership _____
 Limited Partnership _____
 Corporate-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: _____

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 953,450

Additional number(s) attached Yes No

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

Name: Jay K. Meadway, Esquire
Internal Address: Ballard Spahr Andrews & Ingersoll, LLP

Street Address: 1735 Market Street, 51st Floor

City: Philadelphia State: PA Zip: 19103-7599

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:
02-0755

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

09/05/2002 LUPELLER 00000172 020755 953450
01 FC:481 40.00 CH

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.

Jay K. Meadway *Jay Meadway* 8/26/02
Name of Person Signing Signature Date

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

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

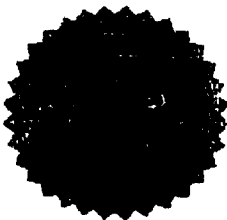
Delaware

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 AMENDMENT OF "ELF LUBRICANTS NORTH AMERICA, INC.", CEANGING ITS NAME FROM "ELF LUBRICANTS NORTH AMERICA, INC." TO "TOTAL FINA ELF LUBRICANTS USA, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

2248500 8100

020275945

AUTHENTICATION: 1751918

DATE: 04-30-02

TRADEMARK
 REEL: 2576 FRAME: 0407

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/30/2002
020275945 - 2248500

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

- First: That at a meeting of the Board of Directors of Elf Lubricants North America, Inc. on February 1, 2002

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "One" so that, as amended, said Article shall be and read as follows:

" The name of the Corporation is Total Fina Elf Lubricants USA, Inc.

- Second: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- Third: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: Robert C Devanny
(Authorized Officer)

NAME: ROBERT C DEVANNY
(Type or Print) VICE-PRESIDENT & CORPORATE SECRETARY

ELF LUBRICANTS NORTH AMERICA, INC.

**RESOLUTION ADOPTED BY UNANIMOUS
WRITTEN CONSENT OF THE BOARD OF DIRECTORS**

The undersigned, being all of the directors of Elf Lubricants North America, Inc., a Delaware corporation, acting pursuant to Section 141 of the Delaware General Corporation Law and Section 2.8 of the corporation's by-laws, hereby waive notice of, and take, the following actions:

RESOLVED, that effective February 1, 2002 the registered office of the Corporation be and it hereby is changed to Corporation Service Company and the authorization of the present registered agent of the Company be and the same is hereby withdrawn and CORPORATION SERVICE COMPANY shall be and is hereby constituted and appointed the registered agent of the Company at the address of its registered office.


RESOLVED, that effective April 1st, 2002 the Board of Directors of the Corporation recommends to the sole stockholder of the Corporation that the Articles of Incorporation of the Corporation be amended as set forth below:

Article One shall be amended to read:

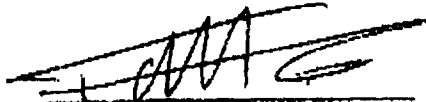
"Name

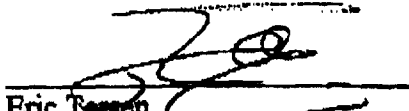
The name of the Corporation is Total Fina Elf Lubricants USA, Inc."

WHEREUNTO, we have signed our names and directed that the Secretary of the Corporation file this consent, or counterparts thereof, in the minutes of the Corporation.

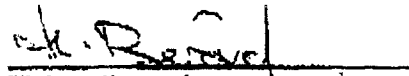

Christian Cabrol


Anthony Soriano


Otto Takken


Eric Fersen


Bernard Anselmi


Helene Berard

**CONSENT OF STOCKHOLDER
OF
ELF LUBRICANTS NORTH AMERICA, INC.**

The undersigned, being the sole stockholder of Elf Lubricants North America, Inc., a Delaware corporation, acting pursuant to Section 228 of the Delaware Corporation Law and Section 2.8 of the corporation's by-laws, waives notice of, and consents to, the following action:

RESOLVED, that effective April 1st 2002 the Articles of Incorporation of the Corporation be amended as set forth below:

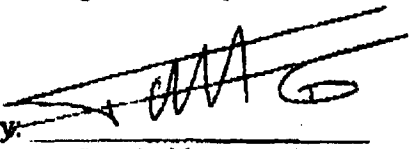
Article One shall be amended to read:

Name

The name of the Corporation is Total Fina Elf Lubricants USA, Inc."

WHEREUNTO, Elf Aquitaine, Inc. has executed this consent and directed the Secretary of the Corporation to insert this consent in the minutes of the Corporation.

ELF AQUITAINE, INC.

By: 

Otto Takken
Chief Operating Officer and
Executive Vice President