

11-01-2002

Attorney Docket No. 1020-12200

10.28.02

RE



U.S. DEPARTMENT OF COMMERCE

102268476

Patent and Trademark Office

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

1. Name and address of conveying party(ies)
 Phoenix Energy Products Holdings, Inc.
 3000 Delaware Avenue, Suite 1704
 Wilmington, Delaware 19801

Individual Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other _____

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

2. Name and address of receiving party(ies):
 Name: Natoil, Inc.
 Internal Address:
 Street Address: 3000 Delaware Avenue, Suite 1704
 City/State/Zip: Wilmington, Delaware 19801

Individual Association
 General Partnership Limited Partnership
 Corporation-State of 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) and address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 30, 1998

4. Application number(s) or registration number(s): Mark if additional numbers attached

A. Trademark Application No.(s): _____ Trademark Registration No.(s): 2,010,072

5. Name and address of party to whom correspondence concerning document should be mailed:
 JONATHAN PIERCE
 Conley, Rose & Tayon, P.C.
 P. O. Box 3267
 Houston, Texas 77253-3267
 Telephone: (713) 238-8000
 Facsimile: (713) 238-8008

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Any deficiencies or overpayments are authorized to be charged to or credited to deposit account

8. Deposit Account Number: 03-2769
 (Attach duplicate copy of this page if paying by deposit account)

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.

JONATHAN PIERCE October 22, 2002
 Name of Person Signing Signature Date

10/31/2002 LNUELLER 00000243 032769 2010072
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Total number of pages including cover sheet, attachments and document: 4

TRADEMARK
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Delaware

PAGE 1

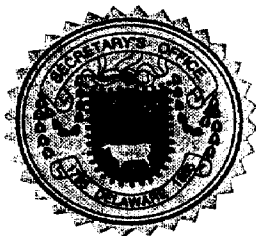
The First State

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, WHICH MERGES:

"PHOENIX ENERGY PRODUCTS HOLDINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "NATOIL, INC." UNDER THE NAME OF "NATOIL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1998, AT 1:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 1998.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2808026 8100M

020198342

AUTHENTICATION: 1690949

DATE: 03-27-02

TRADEMARK

REEL: 002608 FRAME: 0626

CERTIFICATE OF MERGER

MERGING

PHOENIX ENERGY PRODUCTS HOLDINGS, INC.

WITH AND INTO

NATOIL, INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), Natoil, Inc. (the "Surviving Corporation"), a corporation organized under and existing by virtue of the DGCL, does hereby certify as follows:

FIRST: The (i) the Surviving Corporation was incorporated on the 27th day of December, 1995 pursuant to the DGCL and (ii) Phoenix Energy Products Holdings, Inc. (the "Merging Corporation" and, together with the Surviving Corporation, the "Constituent Corporations") was incorporated on the 14th day of October, 1997 pursuant to the DGCL.

SECOND: An Agreement and Plan of Merger, dated as of June 30, 1998, between the Surviving Corporation and the Merging Corporation (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL.

THIRD: The name of the corporation surviving the merger shall be:

Natoil, Inc.

FOURTH: Upon the filing of this Certificate of Merger with the Secretary of State of Delaware, the Certificate of Incorporation of Natoil, Inc. shall be the Certificate 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, which is located at 3000 Delaware Avenue, Suite 1704, Wilmington, Delaware 19801.

SIXTH: A copy of the executed Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: The authorized capital stock of the Merging Corporation consists of Fifteen Hundred (1500) shares of Common Stock, par value .01, and Five Hundred (500) shares of Preferred Stock, par value \$1.00.

EIGHTH: This Certificate of Merger shall become effective at 12:00 a.m. on July 1, 1998.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed by the undersigned officer this 30 day of June, 1998

NATOL INC.

By: 

Norman J. Stumman
President

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(TELE) 61.501.98 12 49/ST. 12.46/NO. 4860405529 F S

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Delaware

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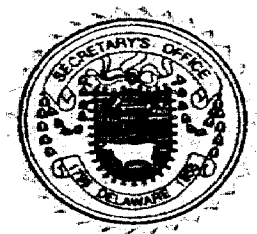
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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2803026 8100M

020198342

AUTHENTICATION: 1690949

DATE: 03-27-02

TRADEMARK
REEL: 002608 FRAME: 0629

CERTIFICATE OF MERGER

MERGING

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WITH AND INTO

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10-27-1998

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NATCOIL INC

By: *Norman J. Sturmes*
Norman J. Sturmes
President

40272859

JUN 30 1998

RECORDED & INDEXED

RECORDED: 10/28/2002

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