

11-01-2002

Attorney Docket No. 1020-12200

10-7802

REC



U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

102268475

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, Inc.  
12000 W. Little York Road  
Box 2108  
Houston, Texas 77252

- 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: Phoenix Energy Products Holdings, 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)

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.

JONATHAN PIERCE  
Name of Person Signing

Signature

October 22, 2002  
Date

10/31/2002 LMUELLER 00000244 032769 2010072  
01 FC:8521 40.00 CH

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

TRADEMARK  
REEL: 002608 FRAME: 0646

State of Delaware  
Office of the Secretary of State

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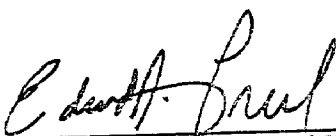
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PHOENIX ENERGY PRODUCTS, INC.", A DELAWARE CORPORATION, WITH AND INTO "PHOENIX ENERGY PRODUCTS HOLDINGS, INC." UNDER THE NAME OF "PHOENIX ENERGY PRODUCTS HOLDINGS, 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 1:30 O'CLOCK P.M.



2808026 8100M

001038110

  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0218222

DATE: 01-26-00

TRADEMARK  
REEL: 002608 FRAME: 0647

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
PHOENIX ENERGY PRODUCTS, INC.  
WITH AND INTO  
PHOENIX ENERGY PRODUCTS HOLDINGS, INC.**

Pursuant to Section 253 of  
the Delaware General Corporation Law

Phoenix Energy Products Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on the 14th day of October, 1997 pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That the Company owns all of the outstanding capital stock of Phoenix Energy Products, Inc. (the "Subsidiary Corporation"), a Delaware corporation incorporated on 26th day of October, 1994 pursuant to the DGCL.

THIRD: That the Company, by resolutions of its Board of Directors duly adopted on June 30, 1998, as set forth on Exhibit A hereto, determined to merge into itself the Subsidiary Corporation (the "Merger").

FOURTH: That this Certificate of Ownership and Merger shall become effective at 12:00 a.m. on July 1, 1998.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be duly executed in its corporate name on the 30 day of June, 1998, in accordance with Sections 103 and 253 of the Delaware General Corporation Law.

**PHOENIX ENERGY PRODUCTS HOLDINGS, INC.**

By:   
Steven W. Krablin  
Vice President

**RESOLUTIONS OF THE  
BOARD OF DIRECTORS OF  
PHOENIX ENERGY PRODUCTS HOLDINGS, INC.**

WHEREAS, the merger of Phoenix Energy Products, Inc., a Delaware corporation (the "Subsidiary") with and into the Company (the "Merger") is intended to be a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended;

RESOLVED, that the Merger, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 368(a) of the Internal Revenue Code of 1986, as amended be approved; and that the Merger shall become effective and the corporate existence of the Subsidiary shall cease upon the time and date specified in the Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware pursuant to the applicable provisions of the DGCL with respect to the Merger (such time being called the "Effective Time"); and it is further

RESOLVED, that the Company shall be the surviving corporation in the Merger (the "Surviving Corporation"), which shall continue its corporate existence under the DGCL, including the provisions of Section 259 thereof, and shall possess all rights and assets of each of the Company and the Subsidiary (the "Constituent Corporations") in the Merger and be subject to all the liabilities and obligations of each of the Constituent Corporations in accordance with the provisions of the DGCL; and it is further

RESOLVED, that the Certificate of Incorporation of the Company shall continue in full force and effect as the Certificate of Incorporation of the Company; and it is further

RESOLVED, that the officers of the Company be, and they hereby are, authorized, empowered and directed to determine the date of filing of the Certificate of Ownership and Merger under the DGCL and to do and perform all such further acts and things as they shall determine to be necessary or advisable in order to effectuate the purpose of the foregoing resolutions; and it is further

RESOLVED, that any acts of any officer or officers of the Company, and any person or persons designated and authorized to act by any officer of the Company, on behalf of the Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as the acts of the Company.

State of Delaware  
Office of the Secretary of State

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2808026 8100M  
001038110

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0218222  
DATE: 01-26-00

TRADEMARK  
REEL: 002608 FRAME: 0650

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