

01-16-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RE



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

Tab settings

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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):

Long Reach Holdings, Inc.

1-14-03

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

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

2. Name and address of receiving party(ies)

Name: Long Reach, Inc.

Internal

Address:

Street Address: 12300 Amelia Drive

City: Houston State: TX Zip: 77045

- 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

Execution Date: 10/31/2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 0785552

Additional number(s) attached Yes No

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

Name: Erich W. Merrill, Jr.

Internal Address:

Street Address: 111 S.W. Fifth Avenue Suite 3400

City: Portland State: OR Zip: 97204

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.

Erich W. Merrill, Jr.

Name of Person Signing

Signature

1/9/03

Date

5

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, D.C. 20231

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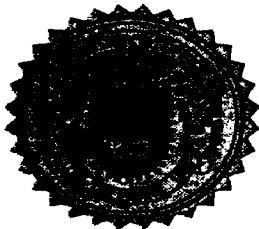
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Delaware

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 RESTATED CERTIFICATE OF "LONG REACH HOLDINGS, INC.", CHANGING ITS NAME FROM "LONG REACH HOLDINGS, INC." TO "LONG REACH, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2111732

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020727982

DATE: 11-26-02

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RESTATED
CERTIFICATE OF INCORPORATION
OF
LONG REACH HOLDINGS, INC.

Long Reach Holdings, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

1. The name of the Corporation is Long Reach Holdings, Inc., and the name under which the Corporation was originally incorporated was TBM Acquisition I, Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on January 5, 2000.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the Corporation to change the name of the Corporation to "Long Reach, Inc."

3. The text of the Certificate of Incorporation as heretofore amended and herein amended is hereby restated and integrated to read in its entirety as set forth in Exhibit I annexed hereto and made a part hereof by this reference (the "Restated Certificate").

4. The Restated Certificate was duly adopted by the written consent of the sole stockholder of the Corporation, in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Long Reach Holdings, Inc. has caused this Restated Certificate of Incorporation to be signed by its duly authorized officer this 31st day of October, 2000.

LONG REACH HOLDINGS, INC.

By:


William A. Schwartz, Secretary

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LONG REACH, INC.

FIRST: The name of the corporation (the "Corporation") is Long Reach, Inc.

SECOND: The registered office of the Corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of the registered agent at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 20,000, all of which are to be common stock with a par value of \$0.01 each.

FIFTH: In furtherance and not in limitation of the powers conferred by the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the bylaws of the Corporation in any manner not inconsistent with law or this Certificate of Incorporation; provided, however, that the stockholders of the Corporation entitled to vote shall retain the power to adopt additional bylaws and may alter or repeal any bylaw of the Corporation, whether adopted by them or otherwise.

SIXTH: The books and records of the Corporation may be kept, subject to any provision of the laws of the State of Delaware, outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of the Corporation or in the bylaws of the Corporation. Elections of directors need not be by written ballot, unless the bylaws of the Corporation so provide.

SEVENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in

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such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

EIGHTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any matter in respect of which such director shall be liable under Section 174 of Title 8 of the Delaware Code or any amendment or successor provision thereto, or (iv) for any transaction from which such director derived an improper personal benefit. Neither the amendment nor repeal of this Article, nor the adoption of any provision of the Certificate of Incorporation of the Corporation inconsistent with this Article shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation or any amendment hereof in the manner now or hereafter prescribed by law, and all rights of the stockholders are subject to this reservation.

[REDACTED]