

04-24-2003

Form PTO-1594

Rev. 10/02

OMB No. 0651-0027 (exp. 6/30/2005)

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

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

1. Name of conveying party(ies):

Western Mobile, Inc.

4-21-03

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 12/10/2001

2. Name and address of receiving party(ies)

Name: Lafarge West, Inc.

Internal Address: Suite 500

Street Address: 12950 Worldgate Drive

City: Herndon State: VA Zip: 20170

- 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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2259282, 2321646

Additional number(s) attached Yes No

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

Name: Pam Melvin, Lafarge North America

Internal Address: Suite 500

Street Address: 12950 Worldgate Drive

City: Herndon State: VA Zip: 20170

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Pam Melvin
Name of Person Signing

Pam Melvin
Signature

4/18/2003
Date

Total number of pages including cover sheet, attachments, and document: 5

04/23/2003 DBYRM
01 FC:8521
02 FC:8522

00000163-2259282

Mail documents to be recorded with required cover sheet information to:
40.00 UP
25.00 OP
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002717 FRAME: 0146

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

WESTERN-MOBILE BOULDER, INC.
(a Delaware corporation)

INTO

WESTERN MOBILE, INC.
(a Delaware corporation)

Pursuant to Section 253 of the
Delaware General Corporation Law

WESTERN MOBILE, INC. ("Western"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify that:

FIRST: Western was organized pursuant to the provisions of the Delaware General Corporation Law on August 18, 1986.

SECOND: Western owns all of the outstanding shares of the capital stock of Western-Mobile Boulder, Inc. ("Boulder"), a corporation organized pursuant to the provisions of the Delaware General Corporation Law on May 9, 1989.

THIRD: Attached hereto as Exhibit A is a copy of a unanimous written consent of the directors of Western dated November 15, 2001, pursuant to which the board of directors of Western has determined to merge Boulder with and into Western in accordance with Section 253 of the Delaware General Corporation Law.

FOURTH: Western will survive the merger and its name will be changed to Lafarge West, Inc. No other changes will be made to its Articles of Incorporation as a result of the merger.

FIFTH: The merger will become effective on December 31, 2001 at 5:00 p.m. eastern standard time.

SIXTH: The executed agreement of merger is on file at Western office located at:

12950 Worldgate Drive, Suite 500
Herndon, Virginia 20170

IN WITNESS WHEREOF, the undersigned have executed this certificate as of the 15th day of November, 2001.

ATTEST:


WESTERN MOBILE, INC.
(a Delaware corporation)

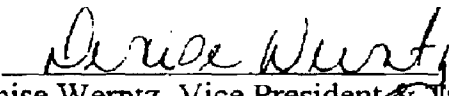

Timothy A. Power, Vice President & Secretary

By: 
Denise Wertz, Vice President & Treasurer

ATTEST:

WESTERN-MOBILE BOULDER, INC.
(a Delaware corporation)


Timothy A. Power, Vice President & Secretary

By: 
Denise Wertz, Vice President & Treasurer

WESTERN MOBILE, INC.

UNANIMOUS WRITTEN CONSENT OF DIRECTORS
IN LIEU OF SPECIAL MEETING

The undersigned, being all the members of the Board of Directors of Western Mobile, Inc., a Delaware corporation (the "Corporation"), and being the only persons who would be entitled to vote upon the following matters at a special meeting of the Board of Directors of the Corporation, hereby waive any and all requirements for calling, giving notice of, and holding a special meeting of the Board of Directors of the Corporation, and, in lieu of a special meeting and pursuant to Section 141(f) of the Delaware General Corporation Law, hereby consent to the adoption of the following resolutions:

WHEREAS, Management of the Corporation has proposed that, Western-Mobile Boulder, Inc. ("Boulder") be merged with and into the Corporation; and

WHEREAS, this Board of Directors deems it advisable and in the best interests of the Corporation and its stockholder to approve the merger of Boulder with and into the Corporation in accordance with the laws of the State of Delaware, the Corporation's and Boulder's jurisdiction of incorporation, and to authorize the proper officers of the Corporation to take such actions as may be necessary to permit the Corporation to effect the merger;

NOW, THEREFORE, BE IT RESOLVED, that the merger of Boulder with and into the Corporation in accordance with Section 253 of the Delaware General Corporation Law is hereby approved in all respects; and

RESOLVED FURTHER, that, upon effectiveness of the merger of Boulder with and into the Corporation, each issued and outstanding share of the capital stock of Boulder shall, without further act, be canceled.

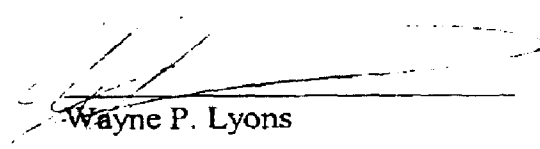
RESOLVED FURTHER, that upon effectiveness of the merger of Boulder with and into the Corporation, the Corporation's name shall be changed to Lafarge West, Inc.

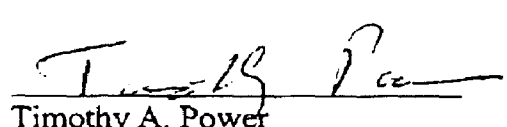
RESOLVED FURTHER, that the President, any Vice President or Secretary of the Corporation (the "Designated Officers"), and each of them, acting in conjunction with the proper officers of Boulder to the extent appropriate, are hereby authorized, in the name and on behalf of the Corporation, to prepare, execute and file, or cause to be prepared, executed and filed, with the appropriate officials of the State of Delaware, a Certificate of Ownership and Merger setting forth the terms of the merger with and into the Corporation, in accordance with Section 253 of the Delaware General Corporation Law.

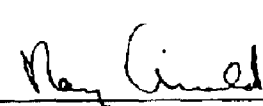
RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and instructed to take such actions, in the name and on behalf of the Corporation, as may be necessary or appropriate to permit the Corporation to assume all of the rights, powers and obligations of Boulder, under Boulder's contracts and other agreements.

RESOLVED FURTHER, that the proper officers of the Corporation, and each of them, are hereby authorized to take any and all actions and to execute, deliver and file, or cause to be executed, delivered and filed any and all agreements, certificates, letters, documents, consents, notices or other writings that such officers may deem necessary, appropriate or desirable, acting upon the advice of counsel where appropriate, to effect the merger of Boulder with and into the Corporation and to otherwise accomplish the purposes and carry out the intent of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this consent as of the 15th day of November, 2001.


Wayne P. Lyons


Timothy A. Power


Ray Arnold