

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Matco, Inc.		04/09/1998	CORPORATION: WYOMING

RECEIVING PARTY DATA	
Name:	The Matsco Companies, Inc.
Street Address:	1900 Powell Street, Suite 1150
City:	Emeryville
State/Country:	CALIFORNIA
Postal Code:	94608
Entity Type:	Delaware:

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2123411	MATSCO

CORRESPONDENCE DATA	
Fax Number:	(650)213-0260
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(650)812-1300
Email:	patrademarks@manatt.com
Correspondent Name:	Manatt, Phelps & Phillips, LLP
Address Line 1:	1001 Page Mill Road, Building 2
Address Line 4:	Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER:	14359.609
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NAME OF SUBMITTER:	Charlotte C. Carberry, Paralegal
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Total Attachments: 6 source=Matsco Doc 1#page1.tif source=Matsco Doc 1#page2.tif source=Matsco Doc 1#page3.tif source=Matsco Doc 1#page4.tif source=Matsco Doc 1#page5.tif

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State of Delaware
Office of the Secretary of State PAGE 1

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 MERGER, WHICH MERGES:

"MATSCO, INC.", A WYOMING CORPORATION,

WITH AND INTO "THE MATSCO COMPANIES, INC." UNDER THE NAME OF "THE MATSCO COMPANIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF APRIL, A.D. 1998, AT 9 O'CLOCK A.M.

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



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

Edward J. Freel, Secretary of State

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981144040

AUTHENTICATION: 9028349

DATE: 04-15-98

TRADEMARK
REEL: 002796 FRAME: 0203

CERTIFICATE OF MERGER

1. MATSCO, INC., a Wyoming corporation ("Matsco-Wyoming"), and THE MATSCO COMPANIES, INC., a Delaware corporation ("Matsco-Delaware"), are the constituent corporations of the merger.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Matsco-Wyoming and Matsco-Delaware as required by Wyoming Business Corporation Act sections 17-16-1101 and 17-16-1103 and Delaware General Corporation Law section 252(c).

3. Matsco-Wyoming shall be merged into Matsco-Delaware, and Matsco-Delaware shall be the surviving corporation on the effective date of the merger.

4. It is not desired to amend or change the Certificate of Incorporation or the Bylaws of the surviving corporation pursuant to the merger. Therefore, the Certificate of Incorporation and the Bylaws of Matsco-Delaware as in effect on the effective date of the merger shall continue to be the Certificate of Incorporation and the Bylaws of the surviving corporation and shall continue in full force and effect until amended or changed in the manner prescribed therein and by law.


5. The executed agreement of merger is on file at Matsco-Delaware's corporate headquarters located at 1900 Powell Street, Suite 1150, Emeryville, California 94608.

6. A copy of the Agreement and Plan of Merger will be furnished by Matsco-Delaware, on request and without cost, to any stockholder of Matsco-Wyoming.

7. The authorized capital stock of Matsco-Wyoming consists of 100,000 shares of common stock.

Executed this April 9, 1998.

THE MATSCO COMPANIES, INC.
A Delaware Corporation

By 
Matthew D. Shieman, President

State of Wyoming

Office of the Secretary of State

United States of America, }
State of Wyoming } ss.

I, DIANA J. OHMAN, Secretary of State of the State of Wyoming, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

CERTIFICATE OF MERGER

OF

MATSCO, INC. (WY)
merged into: **MATSCO COMPANIES, INC. (DE) (UNQUALIFIED)**
SURVIVOR

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 27TH day of APRIL A.D., 1998.

Diana J. Ohman

Secretary of State

By *Lisa O'Neil*

77 27 03 3 3 3 6 1 5

ARTICLES OF MERGER
PURSUANT TO
SECTION 17-16-1105 OF THE WYOMING BUSINESS CORPORATION ACT
SECRETARY OF STATE

The Matsco Companies, Inc., a Delaware corporation ("Matsco-Delaware"), having agreed to merge with Matsco, Inc., a Wyoming corporation ("Matsco-Wyoming"), hereby adopts the following Articles of Merger:

1. Matsco-Delaware has adopted the Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit A and made a part hereof, pursuant to Section 17-16-1101 of the Wyoming Business Corporations Act.

2. Approval of the Plan of Merger is required by the stockholders of Matsco-Wyoming. Stockholders holding the 1,000 shares of Matsco-Wyoming's outstanding common stock, which common stock is the only authorized capital stock of Matsco-Wyoming, unanimously approved the merger. Each share of outstanding common stock was entitled to one vote.

3. Approval of the Plan of Merger is not required by the stockholders of Matsco-Delaware pursuant to the subsection 251(f) of the Delaware General Corporation Law, because no shares of stock of the Matsco-Delaware were issued prior to the adoption by the Board of Directors of Matsco-Delaware of the resolution approving the Agreement and Plan of Merger.

4. The effective date of the merger shall be the date these Articles of Merger are filed with the ~~Delaware~~ Secretary of State.

of Wyoming

Executed this April 9, 1998.

THE MATSCO COMPANIES, INC.
A Delaware Corporation

By *Matthew D. Shieman*
Matthew D. Shieman, President

RECEIVED
WYOMING
SECRETARY OF STATE
98 APR 15 PM 9:28

RECEIVED
WYOMING
SECRETARY OF STATE
98 APR 27 AM 10:20

**AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
THE MATSCO COMPANIES, INC., A DELAWARE CORPORATION
AND
MATSCO, INC., A WYOMING CORPORATION**

1. The Matthew D. Shieman Family Trust (the "Matt Trust") and the Timothy Shieman Trust (the "Tim Trust") are the only holders of the outstanding capital stock of Matsco, Inc., a Wyoming corporation ("Matsco-Wyoming").
2. Matsco-Wyoming hereby merges with and into The Matsco Companies, Inc., a Delaware corporation ("Matsco-Delaware"), pursuant to the Wyoming Business Corporation Act and the Delaware General Corporation Law.
3. The separate existence of Matsco-Wyoming shall cease at the effective time and date of such merger (the "Effective Date") pursuant to the Wyoming Business Corporation Act; and Matsco-Delaware shall continue its existence as the surviving corporation pursuant to the Delaware General Corporation Law.
4. The name of the surviving corporation shall be "The Matsco Companies, Inc."
5. On the Effective Date, each outstanding share of capital stock of Matsco-Wyoming (the "Wyoming Stock") held by the Tim Trust shall be converted into and exchanged for (a) one-fifth of one share of the Common Stock of Matsco-Delaware and (b) three-fourths of one share of the Series A Preferred Stock of Matsco-Delaware.
6. On the Effective Date, each outstanding share of Wyoming Stock held by the Matt Trust shall be converted into and exchanged for (a) three-fifths of one share of the Common Stock of Matsco-Delaware and (b) two and one-fourth shares of Series B Preferred Stock of Matsco-Delaware.
7. From and after the conversion and exchange of stock provided in paragraphs 5 and 6 hereof, all shares of Wyoming Stock shall be deemed cancelled and the separate existence of Matsco-Wyoming shall cease. There shall be no consideration to Matsco-Wyoming or its shareholders or Matsco-Delaware other than as provided herein.
8. It is not desired to amend or change the Certificate of Incorporation or the Bylaws of the surviving corporation pursuant to the merger. Therefore, the Certificate of Incorporation and the Bylaws of Matsco-Delaware as in effect on the effective date of the merger shall continue to be the Certificate of Incorporation and the Bylaws of Matsco-Delaware as the surviving corporation and shall continue in full force and effect until amended or changed in the manner prescribed therein and by law.

9. Pursuant to subsection 251(f) of the Delaware General Corporation Law, no approval by the stockholders of Matsco-Delaware is necessary in connection with the merger, because no shares of stock of Matsco-Delaware were issued prior to the adoption by the Board of Directors of Matsco-Delaware of the resolution approving this Agreement and Plan of Merger.

10. This Agreement and Plan of Merger shall be effective when it is filed with the Delaware Secretary of State.

Executed this April 9, 1998.

THE MATSCO COMPANIES, INC.
A Delaware Corporation

By 
Matthew D. Shieman, President

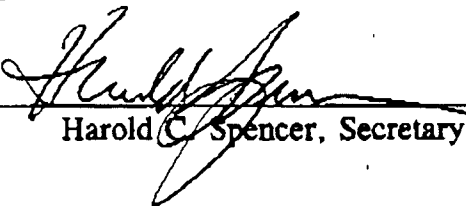
MATSCO, INC.
A Wyoming Corporation

By 
Matthew D. Shieman, President

Certification by Secretary:

I, Harold C. Spencer, the duly appointed and acting Secretary of The Matsco Companies, Inc., a Delaware corporation ("Matsco-Delaware"), hereby certify that the foregoing Agreement and Plan of Merger has been adopted by the Board of Directors of Matsco-Delaware pursuant to subsection 251(f) of the Delaware General Corporation Law, and that no shares of stock of Matsco-Delaware were issued prior to the adoption by said Board of Directors of the resolution approving the foregoing Agreement and Plan of Merger.

Executed this April 9, 1998.


Harold C. Spencer, Secretary