

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Williams & Mettle Co.		05/31/1996	COMPANY: TEXAS

RECEIVING PARTY DATA	
Name:	WMW Industries, Inc.
Street Address:	14309 Sommermeyer
City:	Houston
State/Country:	TEXAS
Postal Code:	77041
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2145303	MAXPAK

CORRESPONDENCE DATA	
Fax Number:	(713)787-1440
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	713-787-1400
Email:	hollandk@howrey.com
Correspondent Name:	Julie A. McWhirter
Address Line 1:	750 Bering Drive
Address Line 4:	Houston, TEXAS 77057

ATTORNEY DOCKET NUMBER:	13134.0319.TMUS00
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NAME OF SUBMITTER:	Katherine J. Holland
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RESTATED ARTICLES OF INCORPORATION
OF
WILLIAMS & METTLE CO.

FILED
In the Office of the
Secretary of State of Texas
MAY 31 1996

Corporations Section

ARTICLE ONE

Williams & Mettle Co., pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

The Articles of Incorporation of the corporation are amended by these Restated Articles of Incorporation as follows:

1. Article I is hereby deleted in its entirety and the following new Article I is substituted in lieu thereof:

I.

The name of the corporation is WMW Industries, Inc.

2. Article IV of the Articles of Incorporation is hereby deleted in its entirety and the following new Article IV is substituted in lieu thereof:

1. Capitalization. The aggregate number of shares which the corporation shall have authority to issue is Five Million (5,000,000) shares of Common Stock, par value \$.01 per share, and Five Hundred Thousand (500,000) shares of Preferred Stock, \$.01 par value per share.

2. Corporation's Right to Purchase Its Own Shares The corporation may purchase, directly or indirectly, its own shares to the extent of the corporation's surplus.

3. Denial of Preemptive Rights. No shareholder shall have a preemptive right to acquire any share or securities of any class, whether now or hereafter authorized, which may at any time be issued, sold or offered for sale by the corporation; and all such additional or treasury shares may be sold for such consideration, at such time, and to such person or persons as the Board of Directors may from time to time determine.

4. Dividends. Dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time out of any funds legally available therefor.

TRADEMARK

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5. Voting. The holders of Common Stock shall possess voting power for the election of directors and for all other purposes, subject to such limitations as may be imposed by law and by any provision of the Articles of Incorporation in the exercise of their voting power. The holders of Common Stock shall be entitled to one vote for each share held. Cumulative voting for the election of directors is expressly prohibited.

6. Issuance of Preferred Stock. Authority is hereby expressly vested in the Board of Directors to authorize the issuance of Preferred Stock from time to time in one or more series, and with respect to each series of Preferred Stock, to fix and determine by resolution, in the manner provided for by law, the number of shares to constitute the series, the designation thereof and the rights and preferences of the shares of any series so established, including, without limitation:

- (i) The rate of dividend payable and the dates, terms and other conditions on which such dividends shall be payable;
- (ii) The nature of the dividend payable as cumulative, noncumulative or partially cumulative;
- (iii) The price at, and the terms and conditions on which, such shares may be redeemed;
- (iv) The amount payable upon such shares in event of involuntary liquidation;
- (v) The amount payable upon such shares in event of voluntary liquidation;
- (vi) Sinking fund provisions for the redemption or purchase of such shares;
- (vii) The terms and conditions on which such shares may be converted, if the shares of any series are issued with the privilege of conversion;
- (viii) Voting rights;
- (ix) Repurchase obligations of the corporation with respect to the shares of each series; and
- (x) Any other right, preference or limitation of the shares of such series.

Each series of the Preferred Stock may vary from the shares of any other series in any or all of the foregoing respects. The Board of Directors may decrease the number of shares designated for any existing series of Preferred Stock, provided, however, that the Board of Directors may not decrease the number of shares of Preferred Stock within a series below the number of shares within such series that is then issued.

Each share of Preferred Stock within an individual series shall be identical in all respects with the other shares of such series, except as to the date, if any, from which dividends thereon shall accumulate and other details which, because of the passage of time, are required to be made in order for the substantive rights of the holders of the shares of such series to be identical.

4. Article VI of the Articles of Incorporation is hereby deleted in its entirety and the following new Article VI is substituted in lieu thereof:

VI.

The post office address of the registered office of the corporation is 14309 Sommermeyer, Houston, Texas 77041, and the registered agent at said address authorized to accept service on behalf of the corporation is Allan J. Goertz.

5. Article VII of the Articles of Incorporation is amended by deleting Section 1 in its entirety and replacing same with the provision set forth below:

VII.

Section 1. The number of directors constituting the Board of Directors is four (4) and the names and addresses of those persons who are to serve as directors until the next annual meeting of shareholders or until their successors are elected and qualified are:

NAME:

ADDRESS:

Robert H Thurmond, III

1300 Post Oak Blvd., Suite 1850
Houston, Texas 77056

Kenneth R. Howard

12515 Blackstone Ct.
Houston, Texas 77077

B Alan Arterbury

16405 Wall Street
Houston, Texas 77040

Gary L. Forbes

2929 Allen Parkway, Suite 2500
Houston, Texas 77019

ARTICLE THREE

Each such amendment made by the Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act and such Restated Articles of Incorporation and each such amendment made by the Restated Articles of

Incorporation were duly adopted by the shareholders of the corporation on the 30th day of May, 1996.

ARTICLE FOUR

The number of shares outstanding was: 900,000 shares of Common Stock; 298,493 shares of Series A Preferred Stock; and 500,000 shares of Series B Preferred Stock. The number of shares entitled to vote on the Restated Articles of Incorporation as so amended was 900,000 shares of Common Stock; 298,493 shares of Series A Preferred Stock; 500,000 shares of Series B Preferred Stock; and 9,819,495 shares of all classes voting together as a class, with each share of Series A and Series B Preferred Stock being entitled to such number of votes per share as shall equal the number of shares of Common Stock into which such share of Preferred Stock is convertible. The number of shares voted for such Restated Articles of Incorporation as so amended was 782,159 shares of Common Stock (representing 86.91% of such class); 215,475 shares of Series A Preferred Stock (representing 72.19% of such class); 347,904 shares of Series B Preferred Stock (representing 69.58% of such class); and 7,077,291 shares of all classes voting together as a class (representing 72.07% of such class). The number of shares voted against such Restated Articles of Incorporation as so amended was 51,617 shares of Common Stock; 83,018 shares of Series A Preferred Stock; 152,096 shares of Series B Preferred Stock; and 2,675,980 shares of all classes voting together as a class.

ARTICLE FIVE

The manner in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows: The Series A and Series B Preferred Stock will be cancelled, and upon the filing of these Restated Articles of Incorporation each holder of a share of Series A Preferred Stock shall be entitled to receive, upon surrender of their certificates representing the Series A Preferred Stock, 11.421892 shares of the Company's Common Stock, and each holder of a share of Series B Preferred Stock shall be entitled to receive, upon surrender of their certificates representing the Series B Preferred Stock, 11.02028 shares of the Company's Common Stock.

ARTICLE SIX

The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: the conversion of the Series A and Series B Preferred Stock into Common Stock effected by the amendments will increase the aggregate stated capital from \$16,984.93 to \$98,194.95.

ARTICLE SEVEN

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

I.

The name of the corporation is WMW Industries, Inc.

II.

The period of the corporation's duration is perpetual.

III.

The purpose or purposes for which the corporation is organized are:

To transact any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act and, in general, to have and exercise all the powers conferred by the laws of the State of Texas upon corporations formed under the Texas Business Corporation Act and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

IV.

1. Capitalization. The aggregate number of shares which the corporation shall have authority to issue is Five Million (5,000,000) shares of Common Stock, par value \$.01 per share, and Five Hundred Thousand (500,000) shares of Preferred Stock, \$.01 par value per share.

2. Corporation's Right to Purchase Its Own Shares. The corporation may purchase, directly or indirectly, its own shares to the extent of the corporation's surplus.

3. Denial of Preemptive Rights. No shareholder shall have a preemptive right to acquire any share or securities of any class, whether now or hereafter authorized, which may at any time be issued, sold or offered for sale by the corporation; and all such additional or treasury shares may be sold for such consideration, at such time, and to such person or persons as the Board of Directors may from time to time determine

4. Dividends. Dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time out of any funds legally available therefor.

5. Voting. The holders of Common Stock shall possess voting power for the election of directors and for all other purposes, subject to such limitations as may be imposed by law and by any provision of the Articles of Incorporation in the exercise of their voting power. The holders of Common Stock shall be entitled to one vote for each share held. Cumulative voting for the election of directors is expressly prohibited.

6. Issuance of Preferred Stock. Authority is hereby expressly vested in the Board of Directors to authorize the issuance of Preferred Stock from time to time in one or more series, and with respect to each series of Preferred Stock, to fix and determine by resolution, in the manner provided for by law, the number of shares to constitute the series, the designation thereof and the rights and preferences of the shares of any series so established, including, without limitation:

- (i) The rate of dividend payable and the dates, terms and other conditions on which such dividends shall be payable;
- (ii) The nature of the dividend payable as cumulative, noncumulative or partially cumulative;
- (iii) The price at, and the terms and conditions on which, such shares may be redeemed;
- (iv) The amount payable upon such shares in event of involuntary liquidation;
- (v) The amount payable upon such shares in event of voluntary liquidation;
- (vi) Sinking fund provisions for the redemption or purchase of such shares;
- (vii) The terms and conditions on which such shares may be converted, if the shares of any series are issued with the privilege of conversion;
- (viii) Voting rights;
- (ix) Repurchase obligations of the corporation with respect to the shares of each series; and
- (x) Any other right, preference or limitation of the shares of such series

Each series of the Preferred Stock may vary from the shares of any other series in any or all of the foregoing respects. The Board of Directors may decrease the number of shares designated for any existing series of Preferred Stock; provided, however, that the Board of Directors may not decrease the number of shares of Preferred Stock within a series below the number of shares within such series that is then issued

Each share of Preferred Stock within an individual series shall be identical in all respects with the other shares of such series, except as to the date, if any, from which dividends thereon shall accumulate and other details which, because of the passage of time, are required to be made in order for the substantive rights of the holders of the shares of such series to be identical.

V.

The corporation shall not commence business until it has received for the issuance of its shares consideration of the value of One Thousand and NO/100 Dollars (\$1,000.00), consisting of money, labor done or property actually received.

VI.

The post office address of the registered office of the corporation is 14309 Sommermeyer, Houston, Texas 77041, and the registered agent at said address authorized to accept service on behalf of the corporation is Allan J. Goertz.

VII.

Section 1. The number of directors constituting the Board of Directors is four (4) and the names and addresses of those persons who are to serve as directors until the next annual meeting of shareholders or until their successors are elected and qualified are:

<u>NAME:</u>	<u>ADDRESS:</u>
Robert H. Thurmond, III	1300 Post Oak Blvd., Suite 1850 Houston, Texas 77056
Kenneth R. Howard	12515 Blackstone Ct. Houston, Texas 77077
B. Alan Arterbury	16405 Wall Street Houston, Texas 77040
Gary L. Forbes	2929 Allen Parkway, Suite 2500 Houston, Texas 77019

Section 2. The Board of Directors shall consist of not less than one (1) nor more than ten (10) directors, as so determined from time to time by resolution of the Board of Directors. Within the above limits the number of directors may be increased or decreased (provided such decrease does not shorten the term of any incumbent director) from time to time by resolution of the Board of Directors.

VIII.

Except as may be provided in the Bylaws, the Board of Directors of this corporation is expressly authorized to alter, amend or repeal the Bylaws of this corporation or adopt new

Bylaws, without any action on the part of the shareholders; but the Bylaws made by the directors and the powers so conferred may be altered or repealed by the shareholders.

IX.

No contract or other transaction between the corporation and any other firm, corporation, association or person and no other act of the corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors, officers or shareholders of the corporation are pecuniarily or otherwise interested in such transaction, or are directors, officers, or shareholders of, or in any way interested in, such other firm, corporation, association or person. Any director, officer or shareholder of the corporation individually or any firm, corporation or association in which any such person is interested, directly or indirectly, may be a party to, or may be pecuniarily or otherwise interested in, any transaction of the corporation. Any director of the corporation who has any pecuniary or other interest in such transaction or is a director, officer or shareholder of, or is in any way interested in such other firm, corporation, association or affiliate thereof, upon such disclosure of his interest therein to the Board of Directors, may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such transaction, and may vote thereat to authorize any such transaction, with like force and effect as if he were not such director, officer or shareholder of such other firm, corporation, association, or affiliate thereof, or not so interested. Any director of the corporation may vote upon any contract or other transaction between the corporation, any subsidiary of the corporation or any affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation. No director, officer or shareholder of the corporation shall be liable to the corporation by reason of contracting with the corporation for his own benefit or for the benefit of any firm, corporation or association in which any such person is in any way interested if such interest has been disclosed to the corporation.

Any contract, transaction or act of the corporation or of the directors which, after such disclosure of the persons interested therein, shall be ratified by a majority of a quorum of the shareholders of the corporation (or such greater percentage as may be specified by the Bylaws of the corporation or by the Texas Business Corporation Act) at any annual or special meeting, shall be as valid and binding as though ratified by every shareholder of the corporation; provided, however, that any failure of the shareholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the corporation, its directors, officers or employees, of its or their right to proceed with such contract, transaction or act, nor shall this provision require the submission of such matters to a vote of the shareholders.

X.

A director of the corporation shall not be liable to the corporation or its shareholders or members for monetary damages for an act or omission in the director's capacity as a director, except for liability for (i) a breach of the director's duty of loyalty to the corporation or its

shareholders, (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, (iv) an act or omission for which the liability of a director is expressly provided for by statute, or (v) an act related to an unlawful stock repurchase or payment of a dividend.

If the Texas Miscellaneous Corporation Laws Act is amended after approval by the shareholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Texas Miscellaneous Corporation Laws Act, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

XI.

Any action required to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

WILLIAMS & METTLE CO.


E. Alan Arterbury, President

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