

05-18-2004



102747378

original documents or copy thereof.

To the Honorable Commissioner o.

1. Name of conveying party(ies):
Total Fina Elf Lubricants USA, Inc.
 Individual(s) Association
 General partnership Limited Partnership
 Corporate-State Delaware
 Other _____

2. Name and address of receiving party(ies)
Name: TOTAL Lubricants USA, Inc.
Internal Address: _____
Street Address: 5 North Stiles Street
City: Linden State: New Jersey ZIP: 07036
 Individual(s) citizenship _____
 Association _____

Additional name(s) of conveying party(ies) attached? Yes No
3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: June 1, 2003

General partnership _____
 Limited Partnership _____
 Corporate-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)
1327893
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jay K. Meadway, Esquire
Internal Address: Ballard Spahr Andrews & Ingersoll, LLP
Street Address: 1735 Market Street, 51st Floor
City: Philadelphia State: PA Zip: 19103-7599
40.00 DA

7. Total Fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: MAY 2004
02-0755
(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.
Jay K. Meadway Signature 5/6/04 Date
Name of Person Signing
Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, DC 20231

05/17/2004
01 FC:8521

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

- First: That at a meeting of the Board of Directors of _____
Total Fina Elf Lubricants USA, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " One " so that, as amended, said Article shall be and read as follows:

" The name of the corporation is TOTAL Lubricants USA, Inc.

- Second: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- Third: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: Robert Davenney
(Authorized Officer)

NAME: Robert Davenney
(Type or Print)

Total Fina Elf Lubricants USA, INC.

**RESOLUTION ADOPTED BY UNANIMOUS
WRITTEN CONSENT OF THE BOARD OF DIRECTORS**

The undersigned, being all of the directors of Total Fina Elf Lubricants USA, Inc., a Delaware corporation, acting pursuant to Section 141 of the Delaware General Corporation Law and Section 2.8 of the corporation's by-laws, hereby waive notice of, and take, the following actions:

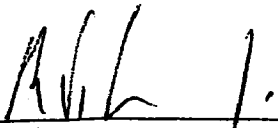
RESOLVED, that effective June 1st, 2003 the Board of Directors of the Corporation recommends to the sole stockholder of the Corporation that the Articles of Incorporation of the Corporation be amended as set forth below:

Article One shall be amended to read:

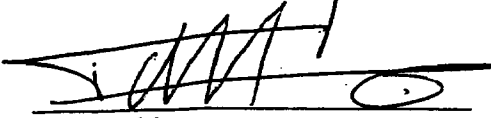
"Name

The name of the Corporation is TOTAL Lubricants USA, Inc."

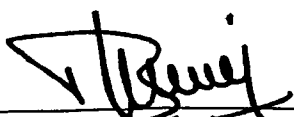
WHEREUNTO, we have signed our names and directed that the Secretary of the Corporation file this consent, or counterparts thereof, in the minutes of the Corporation.



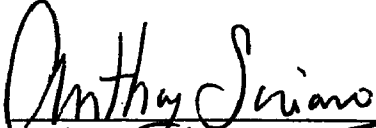
Robert de Lassus



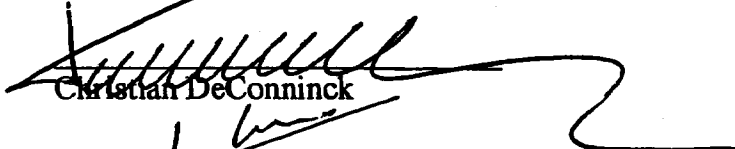
Otto Takken



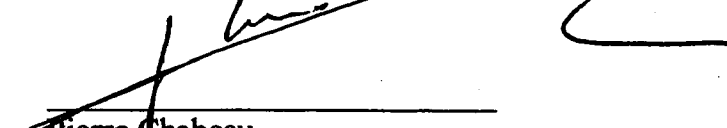
Bernard Anselmi



Anthony Soriano



Christian DeConninck



Pierre Chabeau

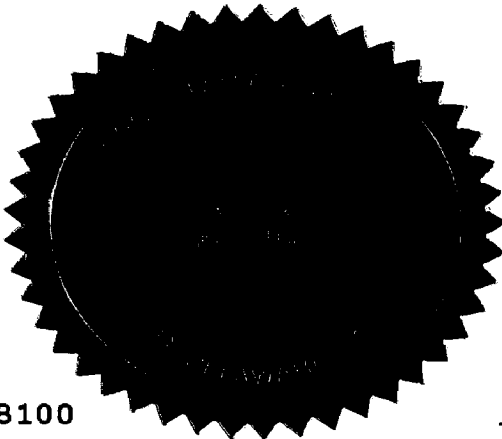
<u>Mark</u>	<u>Registration No.</u>
KEYGEAR	1,327,893

Delaware

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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 CERTIFICATE OF AMENDMENT OF "TOTAL FINA ELF LUBRICANTS USA, INC.", CHANGING ITS NAME FROM "TOTAL FINA ELF LUBRICANTS USA, INC." TO "TOTAL LUBRICANTS USA, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 2003, AT 3:54 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2248500 8100

AUTHENTICATION: 2809178

030742198

DATE: 12-12-03

TRADEMARK

RECORDED: 05/10/2004

REEL: 002969 FRAME: 0298