

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/01/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Martin Resources, Inc.		11/01/2002	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Martin Operating Partnership L.P.
Street Address:	4200 Stone Road
City:	Kilgore
State/Country:	TEXAS
Postal Code:	75663
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	1310623	ULTRA TURF
Registration Number:	830068	ZIPP
Registration Number:	1448036	ARCTIC ICE-MELT
Registration Number:	2439935	DISPER-SUL
Registration Number:	1972128	PERMA-GRO

CORRESPONDENCE DATA

Fax Number: (214)661-4899
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: daltndept@bakerbotts.com
 Correspondent Name: Valerie Verret
 Address Line 1: 2001 Ross Avenue
 Address Line 2: Suite 600
 Address Line 4: Dallas, TEXAS 75201

CH \$140.00 1310623

NAME OF SUBMITTER:	Valerie Verret
Signature:	/Valerie Verret/
Date:	12/22/2004
Total Attachments: 4 source=MERGER Page1#page1.tif source=MERGER Page2#page1.tif source=MERGER Page3#page1.tif source=MERGER Page4#page1.tif	

Delaware

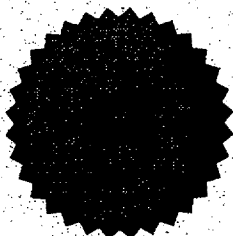
PAGE 1

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 CERTIFICATE OF MERGER, WHICH MERGES:

"MARTIN RESOURCES, INC.", A TEXAS CORPORATION,

WITH AND INTO "MARTIN OPERATING PARTNERSHIP L.P." UNDER THE NAME OF "MARTIN OPERATING PARTNERSHIP L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF NOVEMBER, A.D. 2002, AT 10 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3539954 8100M

020675658

AUTHENTICATION: 2067315

DATE: 11-01-02 TRADEMARK

REEL: 002995 FRAME: 0910

CERTIFICATE OF MERGER

of

MARTIN RESOURCES, INC.

with and into

MARTIN OPERATING PARTNERSHIP L.P.

This CERTIFICATE OF MERGER (the "Certificate") is being executed and filed pursuant to Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "DRULPA"). The undersigned, Martin Resources, Inc., a Texas corporation ("Resources"), and Martin Operating Partnership L.P., a Delaware limited partnership (the "Partnership"), hereby certify that:

FIRST: The name and state of formation of each of the constituent entities are as follows:

<u>Name</u>	<u>State of Incorporation or Formation</u>	<u>Type of Business Entity</u>
Martin Resources, Inc.	Texas	Corporation
Martin Operation Partnership L.P.	Delaware	Limited Partnership

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") has been approved and executed by each of the constituent entities in accordance with the provisions of Section 17-211 of the DRULPA.

THIRD: The name of the surviving entity at the Effective Time will be Martin Operating Partnership L.P.

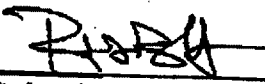
FOURTH: The executed Merger Agreement is on file at the offices of the surviving entity, at the following address: Martin Operating Partnership L.P., 4200 Stone Road, Kilgore, Texas 75662. A copy of the Merger Agreement will be furnished by the surviving entity, on request and without cost, to any shareholder or partner of any constituent entity.

FIFTH: The effective time, for accounting purposes, of the Merger (the "Effective Time") shall be 12:01 a.m., Eastern Standard Time, on the date on which this Certificate of Merger is filed with the Secretary of State of Delaware.

SIXTH: At any time prior to the time that this Certificate of Merger becomes effective, the Merger Agreement and this Certificate of Merger may be terminated by the Board of Directors of Resources or the General Partner of the Operating Partnership.

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed as of November 1, 2002.

MARTIN RESOURCES, INC.

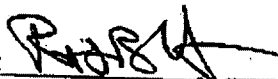
By: 
Robert D. Bondurant
Chief Financial Officer

MARTIN OPERATING PARTNERSHIP L.P.

By: Martin Operating GP LLC,
its General Partner

By: Martin Resources LLC,
its Sole Member

By: Martin Resource Management
Corporation,
its Sole Member

By: 
Robert D. Bondurant
Chief Financial Officer