

TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	01/07/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
STAR PIPE, INC.		01/07/2004	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	STAR PIPE PRODUCTS, LTD.
Street Address:	4018 Westhollow Parkway
City:	HOUSTON
State/Country:	TEXAS
Postal Code:	77082
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2240145	STARGRIP

CORRESPONDENCE DATA

Fax Number: (713)266-8510
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (713) 266-1130
 Email: lbrevard@madanlaw.com
 Correspondent Name: Chandran D. Kumar
 Address Line 1: 2603 AUGUSTA
 Address Line 2: SUITE 700
 Address Line 4: HOUSTON, TEXAS 77057

NAME OF SUBMITTER:	Chandran D. Kumar
Signature:	/Chandran D. Kumar/
Date:	01/14/2005

CH \$40.00 2240145

Total Attachments: 5

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P.O. Box 13697
Austin, Texas 78711-3697



Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion

for

STAR PIPE, INC.
Filing Number: 58698300

Converting it to

Star Pipe Products, Ltd.
Filing Number: 800288713

have been received in this office and have been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 01/07/2004

Effective: 01/07/2004



Geoffrey S. Connor
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>
FAX(512) 463-5709

PHONE(512) 463-5555
Prepared by Jean Marchione

TTY7-1-1

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P.O.Box 13697
Austin, Texas 78711-3697



Office of the Secretary of State

CERTIFICATE OF FILING OF

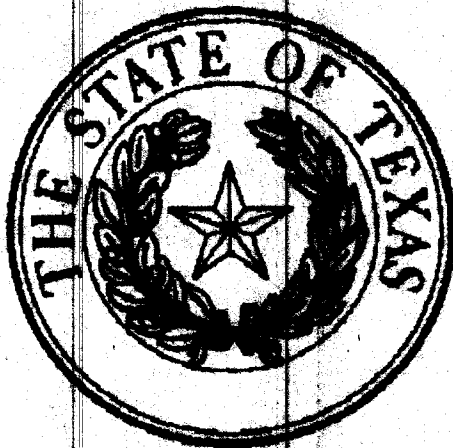
Star Pipe Products, Ltd.
Filing Number: 800288713

The undersigned, as Secretary of State of Texas, hereby certifies that a certificate of limited partnership for the above named limited partnership has been received in this office and filed as provided by law on the date shown below.

Accordingly, the undersigned, as Secretary of State hereby issues this Certificate evidencing the filing in this office.

Dated: 01/07/2004

Effective: 01/07/2004



Geoffrey S. Connor
Secretary of State

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FAX(512) 463-5709

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Prepared by Jean Marchione

TTY7-1-1

FILED
in the Office of the
Secretary of State of Texas

Articles of Conversion And Reorganization of Star Pipe, Inc.

JAN 07 2004

Corporations Section

We, the undersigned do amend these Articles of Conversion and Reorganization pursuant to the Plan of Conversion and Reorganization ("Plan") adopted as of the 1st day of January, 2004 by the directors and shareholders of Star Pipe, Inc. ("The Corporation") to convert the Corporation from a Texas Corporation into a Texas Limited Partnership for the purpose of carrying out a non-tax reorganization within the meaning of §368(a)(1)(F) of the Internal Revenue Code of 1986 as amended, and do hereby adopt the following Articles for the Converting and Converted Entities.

Article 1. The Plan. The Board of Directors of the Corporation have unanimously approved the Plan, and all of the Shareholders have executed written consents to action approving the Plan set forth as follows:

1.1 Star Pipe, Inc. is the converting entity. The converting entity is a Texas Corporation. The converted entity is Star Pipe Products, Ltd.

1.2 Star Pipe, Inc., the converting entity, is continuing its existence in the organizational form of the converted entity.

1.3 Star Pipe Products, Ltd., the converted entity, will be a Limited Partnership organized under the laws of the state of Texas.

1.4 **Manner and basis for converting shares in Star Pipe, Inc. into units of limited partnership interest in Star Pipe Products, Ltd.:**

1.4.1 The exchange of the Star Pipe, Inc. common shares into Units of Limited Partnership Interest in Star Pipe Products, Ltd. shall happen automatically by operation of law. Shareholders of Star Pipe, Inc. will not be required to deliver their share certificates to Star Pipe Products, Ltd. in order to effect conversion. Each Star Pipe, Inc. shareholder will be credited with one Unit of Limited Partnership Interest in Star Pipe Products, Ltd. for each share of common stock held by him or her in Star Pipe, Inc. The Units of Limited Partnership Interest in Star Pipe Products, Ltd. will not be evidenced by certificates. In addition to the Units of Limited Partnership Interest which the shareholders will receive, each shareholder shall also receive a number of Units of Membership Interest in Star Pipe L.L.C., the General Partner of the converted entity. The number of Units of Membership Interest each shareholder will receive will be equal to the number of shares held by such shareholder in Star Pipe, Inc. as the date of conversion. The Units of Membership Interest will not be certificated.

1.4.2 Star Pipe Products, Ltd., the converted entity, by its execution and delivery hereof acknowledges and agrees that it has assumed and agreed to pay in accordance with the terms and conditions of the instruments evidencing, securing, or pertaining to such liabilities and obligations, all the liabilities and obligations of the converting entity, Star Pipe, Inc. including but not limited to the subordinated promissory notes executed by Star Pipe, Inc. payable to the order of

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the Shareholders of Star Pipe, Inc. and all fees and franchise costs as required by law. Star Pipe Products, Ltd. further agrees that it shall have the tax returns for the calendar years 2000, 2001, and 2002 of Star Pipe, Inc. amended to allocate the R&D tax credits for those tax years to the shareholders in accordance with their share holdings.

There were 50,740 shares outstanding. All shares voted for the conversion.

Article 2. Copies of the Plan.

2.1 An executed Plan is on file at the principal place of business of the converting entity, Star Pipe, Inc, 4010 Westhollow Parkway, Houston TX 77062.

2.2 An executed Plan will be on file from and after the conversion at the principal place of business of the converted entity, Star Pipe Products, Ltd., 4010 Westhollow Parkway, Houston TX 77062.

2.3 A copy of the Plan will be furnished by the converting entity (prior to the conversion) or the converted entity (after the conversion) on written request and without cost to any shareholder of the converting or the converted entity.

In witness whereof, the parties hereunto set their hands as of the 1st day of January, 2004.

Star Pipe, Inc. (converting entity)

By: Vijay K. Pillai
Vijay Pillai, Chairman

Star Pipe Products, Ltd. (converted entity)

By: Vijay K. Pillai
Vijay Pillai, Chairman of Star Pipe, LLC

Certificate of Limited Partnership for Star Pipe Products, Ltd.

FILED
In the Office of the
Secretary of State of Texas

JAN 07 2004

Corporations Section

1. The name of this Limited Partnership is Star Pipe Product, Ltd. a Texas Limited Partnership.

2. The address of the registered office and the name and address of the registered agent for service of process pursuant to Section 106 of the Texas Revised Limited Partnership Act is:

Registered Office: 4018 Washallow Parkway
Houston, Texas 77062
Registered Agent: Kenneth Blotstein

3. The address of the principal office in the United States where records are to be kept and made available under Section 1.07 of the Texas Revised Limited Partnership Act is:

4018 Washallow Parkway
Houston, Texas 77062

4. The name, mailing address, and the street address of the business address of each general partner is as follows:

STAR PIPE, LLC
4018 Washallow Parkway
Houston, Texas 77062

5. This limited partnership is being formed pursuant to a Plan of Conversion and Reorganization a copy of which Plan is attached hereto marked Exhibit "A" and by this reference made a part hereof for all purposes under Section 2.15 of the Texas Revised Limited Partnership Act.

6. The name, address, date of formation, and jurisdiction of incorporation of the converting entity are as follows:

Name: Star Pipe, Inc
Address: 4018 Washallow Parkway
Houston, Texas 77062
Date of Formation: November 30, 1991

The converting entity was organized under the laws of the state of Texas.

Executed as of the 1st day of January, 2004.

Star Pipe, L.L.C., General Partner

By Kenneth Blotstein
Registered Agent