

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
McPherson Oil Company, Inc.		03/08/2005	CORPORATION: ALABAMA
RECEIVING PARTY DATA			
Name:	The McPherson Companies, Inc.		
Street Address:	2340 Woodcrest Place		
Internal Address:	Suite 175		
City:	Birmingham		
State/Country:	ALABAMA		
Postal Code:	35209		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	78357695	PROTECK	
Serial Number:	78371243	MCPHERSON OIL PRODUCTS	
Serial Number:	78370434	MOP, MCPHERSON OIL PRODUCTS	
Serial Number:	78370501	RENEW	
Serial Number:	78370877	RENEW	
CORRESPONDENCE DATA			
Fax Number:	(205)488-3707		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	205-250-8307		
Email:	dlarsen@bakerdonelson.com		
Correspondent Name:	David A. Larsen		
Address Line 1:	420 N 20th Street		
Address Line 2:	Suite 1600		
Address Line 4:	Birmingham, ALABAMA 35203		

OP \$140.00 78357695

NAME OF SUBMITTER:	David A. Larsen
Signature:	/David A. Larsen/
Date:	03/08/2005
Total Attachments: 3 source=McPhersonMerger1#page1.tif source=McPhersonMerger2#page1.tif source=McPhersonMerger3#page1.tif	

Delaware

PAGE 1

The First State

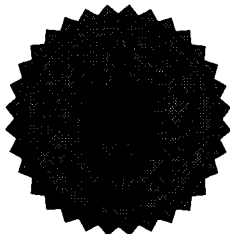
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MCPHERSON OIL COMPANY, INC.", A ALABAMA CORPORATION, WITH AND INTO "THE MCPHERSON COMPANIES, INC." UNDER THE NAME OF "THE MCPHERSON COMPANIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF OCTOBER, A. D. 2004, AT 7:37 O'CLOCK P.M.

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

3867455 8100M

040781114



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3488784

DATE: 11-19-04

TRADEMARK
REEL: 003042 FRAME: 0078

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:37 PM 10/28/2004
FILED 07:37 PM 10/28/2004
SRV 040781114 - 3867455 FILE

CERTIFICATE OF MERGER
OF
MCPHERSON OIL COMPANY, INC.
(an Alabama corporation)
WITH AND INTO
THE MCPHERSON COMPANIES, INC.
(a Delaware corporation)

TO THE SECRETARY OF STATE OF THE STATE OF DELAWARE;
THE SECRETARY OF STATE OF THE STATE OF ALABAMA; AND
THE JUDGE OF PROBATE OF BLOUNT COUNTY, ALABAMA:

Pursuant to the provisions of § 10-15-4 of the ALABAMA BUSINESS ENTITIES CONVERSION AND MERGER ACT and § 252 of the DELAWARE CORPORATION LAW, McPherson Oil Company, Inc., an Alabama corporation, and The McPherson Companies, Inc., a Delaware corporation, adopt this Certificate of Merger as of this 28th day of October, 2004.

1. NAME, JURISDICTION AND DATE OF FORMATION OF CONSTITUENT COMPANIES. McPherson Oil Company, Inc., an Alabama corporation (the "Alabama Corporation") was formed on June 13, 1973, under the laws of the State of Alabama by filing Articles of Incorporation with the Judge of Probate of Blount County, Alabama. The McPherson Companies, Inc., a Delaware corporation (the "Delaware Corporation"), was formed on October 13, 2004, under the laws of the State of Delaware by filing a Certificate of Formation with the office of the Secretary of State of the State of Delaware. The Alabama Corporation and the Delaware Corporation shall be referred to collectively as the "Constituent Corporations").
2. SURVIVING CORPORATION. The Delaware Corporation shall be the surviving corporation of the merger (the "Surviving Corporation") and shall continue to be governed by the laws of the State of Delaware. The Certificate of Incorporation of the Surviving Corporation shall be its certificate of incorporation.
3. AGREEMENT AND PLAN OF MERGER. An Agreement and Plan of Merger has been approved, adopted, certified, executed by each of the constituent corporations in accordance with § 10-15-4 of the ALABAMA BUSINESS ENTITIES CONVERSION AND MERGER ACT and § 252 of the DELAWARE CORPORATION LAW. The Agreement and Plan of Merger is on file at the following place of business of the Surviving Corporation: 2340 Woodcrest Place, Suite 175, Birmingham, Alabama 35209. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any business entity which is a party to the merger.

4. AUTHORIZED CAPITAL STOCK. The authorized capitalization of the Alabama Corporation consists of one thousand (1,000) shares of voting common stock par value of \$1.00 per share and five thousand (5,000) shares of nonvoting common stock par value of \$1.00 per share.

5. EFFECTIVE DATE OF THE MERGER. The merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Alabama and the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed as of the day and year first above written.

MCPHERSON OIL COMPANY, INC.,
An Alabama corporation

By: 

Charles K. McPherson
Its President

THE MCPHERSON COMPANIES, INC.,
A Delaware corporation

By: 

Charles K. McPherson
Its President

This instrument prepared by:

Thomas J. Mahoney, Attorney at Law
Baker, Donelson, Beaman, Caldwell & Berkowitz
A Professional Corporation
430 North 20th Street, Suite 1600
Birmingham, Alabama 35203