

02-15-2005



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FORM PTO-1594

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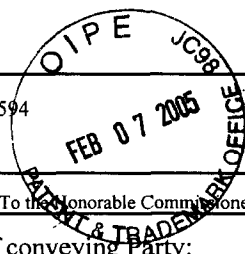
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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or certified copy thereof.

MRD 2-07-05



1. Name of conveying Party:

Croft Metals, Inc.

- Individual(s)
- General Partnership
- Corporation Mississippi
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and Address of receiving Party:

Name: Croft, LLC

Internal Address:

Address: **107 Emmerich Drive, P.O. Box 826
McComb, Mississippi 39648**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation
- Other Limited Liability Corporation

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: **September 18, 2002**

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,094,216

2,222,531

Additional sheet attached? Yes No

5. Name and address of party to whom correspondence concerning this matter should be mailed:

Jacobson Holman PLLC

400 7th Street, N.W.
Washington, DC 20004
Tel. 202-638-6666

Attorney Docket No. **T31547US0 and 31549US1**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41)..... \$ **65.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No.: **06-1358**

(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.

Nathaniel A. Humphries

Name of Person Signing

Signature

02/07/05

Date

Total number of pages including cover sheet, attachments, and document: **7**

JPH&S 341-8/92

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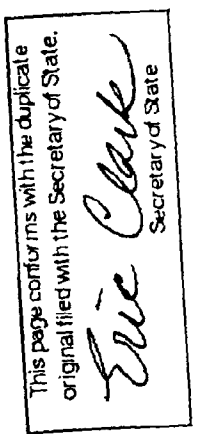
**CERTIFICATE OF MERGER
OF
CROFT METALS, INC.
(a Mississippi corporation)
WITH AND INTO
CROFT, LLC
(a Mississippi limited liability company)**

Pursuant to the provisions of Section 79-4-11.06 of the Mississippi Business Corporation Act and Section 79-29-211 of the Mississippi Limited Liability Company Act, Croft, LLC (the "Company") submits the following Certificate of Merger for filing and certifies that:

1. The names of each of the entities which are to merge are Croft Metals, Inc. and Croft, LLC.
2. A Plan and Agreement of Merger has been approved by the sole member Company in accordance with the Mississippi Limited Liability Company Act and the Company's Limited Liability Company Operating Agreement and Certificate of Formation. No voting by separate groups was required.
3. The Plan and Agreement of Merger was duly authorized by the Board of Directors and the sole shareholder of Croft Metals, Inc. by all action required under the Mississippi Business Corporation Act and the Articles of Incorporation and Bylaws of Croft Metals, Inc.
4. The surviving entity is Croft, LLC, which shall continue under the name "Croft, LLC".
5. The effective date and time of the Merger will be at 5:00 p.m., C.D.T., on September 30, 2002.
6. The Plan and Agreement of Merger is attached hereto as Exhibit A.



[Signatures on following page]



IN WITNESS WHEREOF, Croft, LLC and Croft Metals, Inc. have caused this Certificate of Merger to be executed by an authorized person this 18th day of September, 2002.

CROFT, LLC

By: *Gerald M. Abdalla*
Gerald M. Abdalla, Manager

CROFT METALS, INC.

By: *Gerald M. Abdalla*
Gerald M. Abdalla, President and
Chief Executive Officer

This page conforms with the duplicate original filed with the Secretary of State.
Eric Clark
Secretary of State

EXHIBIT A

This page conforms with the duplicate original filed with the Secretary of State.

Eric Clark
Secretary of State

PLAN AND AGREEMENT OF MERGER

Pursuant to this Plan and Agreement of Merger (this "Plan of Merger"), dated as of the 30th day of September, 2002, Croft Metals, Inc., a Mississippi corporation, will be merged with and into Croft, LLC, a Mississippi limited liability company.

SECTION I DEFINITIONS

1.1 Effective Time. "Effective Time" will mean 5:00 p.m., C.D.T., on September 30, 2002.

1.2 Surviving Company. "Surviving Company" will refer to Croft, LLC, a limited liability company organized and existing under the laws of the State of Mississippi. The principal office of the Surviving Company is located at 107 Oliver Emmerich Drive, McComb, Mississippi 39648.

1.3 Merging Corporation. "Merging Corporation" will refer to Croft Metals, Inc., a corporation organized and existing under the laws of the State of Mississippi.

1.4 Merger. "Merger" will refer to the merger of the Merging Corporation with and into the Surviving Company as provided in Section 2.1 of this Plan of Merger.

SECTION 2 TERMS OF MERGER

2.1 Merger. In accordance with the applicable laws of the State of Mississippi and subject to the terms and conditions set forth in this Plan of Merger, the Merging Corporation will, at the Effective Time, be merged with and into Croft, LLC, and the separate existence of the Merging Corporation will thereupon cease. The Surviving Company will continue to exist after the Merger and will be governed by the laws of the State of Mississippi under the name "Croft, LLC".

2.2 Effective Time. The Merger contemplated by this Plan of Merger will become effective as of the Effective Time.

2.3 Certificate of Formation. The Certificate of Formation of the Surviving Company as it exists at the Effective Time will remain in full force and effect after the Effective Time and will not be amended by virtue of the Merger.

2.4 Limited Liability Company Operating Agreement: The Limited Liability Company Operating Agreement of the Surviving Company as it exists at the Effective Time will remain in full force and effect after the Effective Time and will not be amended by virtue of the Merger.

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Eric Clark
Secretary of State

2.5 Manager. The Manager of Croft, LLC will continue to serve as the Manager of the Surviving Company, and will hold office from and after the Effective Time until his respective successor is elected and qualifies.

2.6 Officers. The officers of Croft, LLC will continue to serve as the officers of the Surviving Company, and will hold office from and after the Effective Time until their respective successors are elected and qualify.

SECTION 3
MANNER OF CONVERTING SHARES

The issued and outstanding shares of the Merging Corporation will be canceled and cease to exist by virtue of the Merger at the Effective Time. The issued and outstanding membership interests of the Surviving Company will remain issued and outstanding and be unaffected by the Merger.

SECTION 4
FURTHER ASSURANCES

Each party to this Plan of Merger agrees to do such things as may be reasonably required by the other party in order more effectively to consummate or document the transactions contemplated by this Plan of Merger.

[Signatures on following page]

This page conforms with the duplicate original filed with the Secretary of State.

Eric Clark
Secretary of State

IN WITNESS WHEREOF, the undersigned entities have caused this Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

SURVIVING COMPANY:

CROFT, LLC

By: *Gerald M. Abdalla*
Gerald M. Abdalla, Manager

MERGING CORPORATION:

CROFT METALS, INC.

By: *Gerald M. Abdalla*
Gerald M. Abdalla, President and
Chief Executive Officer

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Eric Clark
Secretary of State