

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Total Petroleum, Inc.
(name change)

- Individual(s)
- General Partnership
- Corporation- State: Michigan
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) April 29, 1998

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: TPI Petroleum, Inc.

Internal

Address: Commercial Law Dept.

Street Address: One Valero Way

City: San Antonio

State: Texas

Country: U.S. Zip: 78249

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other Citizenship

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2259783, 1549759, 1115028, 0968917

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Tobacco Country, V Mart, Road Runner, Road Runner

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Eliot G. Bowytz

Internal Address: Valero Energy Corp.
Commercial Law Dept.

Street Address: One Valero Way

City: San Antonio

State: TX Zip: 78249

Phone Number: 210-345-5881

Fax Number:

Email Address:

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 160.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

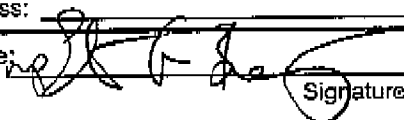
8. Payment Information:

a. Credit Card Last 4 Numbers 1003
Expiration Date 09/06

b. Deposit Account Number

Authorized User Name

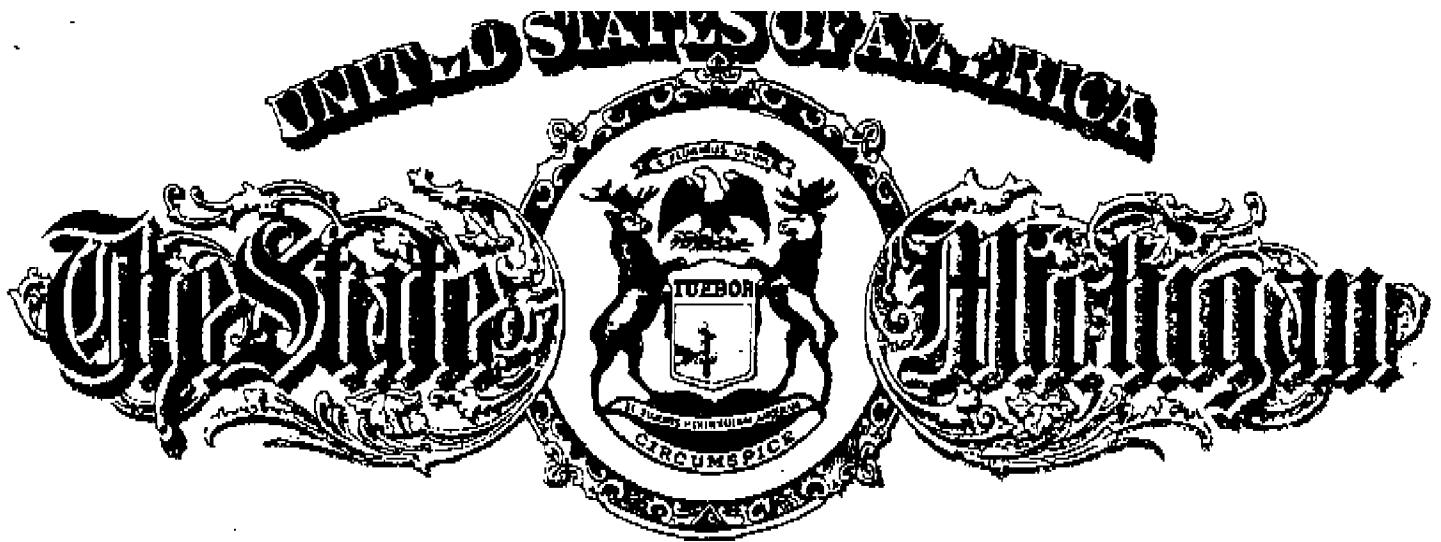
9. Signature:


Signature

Date

Total number of pages including cover sheet, attachments, and document: 1

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 29th day of April, 1998.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau

C&S 515 (Rev 8/98)

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received APR 29 1998	

(FOR BUREAU USE ONLY)

FILED

APR 29 1998

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

Name	PH. 517-663-2525 Ref # 82653
Attn	Attn: Cheryl J. Bixby
Ac	MICHIGAN RUNNER SERVICE
	P.O. Box 266
Ch	Eaton Rapids, MI. 48827-0266

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	Total Petroleum, Inc.
2. The identification number assigned by the Bureau is:	052-722
3. The location of its registered office is:	
c/o The Corporation Company	
30600 Telegraph Road,	Bingham Farms, Michigan 48025
(Street Address)	(City) (ZIP Code)

4. Article <u>I</u> of the Articles of Incorporation is hereby amended to read as follows:
The name of the corporation is TPI Petroleum, Inc.

TRADEMARK

(MICHIGAN SEAL APPEARS ONLY ON ORIGINAL)

REEL: 003146 FRAME: 0759

5. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____

, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, 19____.

_____	_____
(Signature)	(Signature)
_____	_____
(Type or Print Name)	(Type or Print Name)
_____	_____
(Signature)	(Signature)
_____	_____
(Type or Print Name)	(Type or Print Name)

6. (For profit corporations, and for nonprofit corporations whose articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the 17th day of April, 1998 by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- at a meeting. The necessary votes were cast in favor of the amendment.
- by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 20th day of April, 1998

By [Signature]
(Signature of President, Vice-President, Chairperson, Vice-Chairperson)

Timothy J. Fretthold Executive Vice President
(Type or Print Name) (Type or Print Title)

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