

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/06/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cal Dive International, Inc.		02/27/2006	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Helix Energy Solutions Group, Inc.
Street Address:	400 N. Sam Houston Parkway E.
Internal Address:	Suite 400
City:	Houston
State/Country:	TEXAS
Postal Code:	770603548
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	78824276	HELIX
Serial Number:	78824368	HELIX
Serial Number:	78824386	HELIX
Serial Number:	78824397	HELIX
Serial Number:	78824415	HELIX
Serial Number:	78828826	
Serial Number:	78828871	
Serial Number:	78828884	
Serial Number:	78828900	
Serial Number:	78828911	

CORRESPONDENCE DATA

CH \$265.00 78824276

Fax Number: (713)651-5245
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 7136515151
Email: rzembek@fulbright.com
Correspondent Name: Richard S. Zembek
Address Line 1: 1301 McKinney, Suite 5100
Address Line 2: Fulbright Tower
Address Line 4: Houston, TEXAS 770103095

ATTORNEY DOCKET NUMBER:	10023636
NAME OF SUBMITTER:	Richard S. Zembek
Signature:	/Richard S. Zembek/
Date:	06/20/2006

Total Attachments: 3
source=Merger#page1.tif
source=Merger#page2.tif
source=Merger#page3.tif

4M-925

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A
State of Formation and Names of Merging Entities:

MN: CAL DIVE INTERNATIONAL, INC.
MN: HELIX ENERGY SOLUTIONS GROUP, INC.

State of Formation and Name of Surviving Entity:

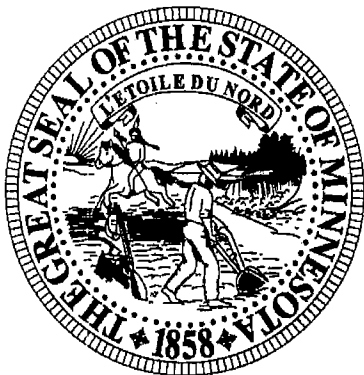
MN: CAL DIVE INTERNATIONAL, INC.

Effective Date of Merger: 03/06/2006

Name of Surviving Entity after Effective Date of Merger:

HELIX ENERGY SOLUTIONS GROUP, INC.

This Certificate has been issued on: February 27, 2006



Mary Kiffmeyer
Secretary of State.

4M-925

DC-M



**ARTICLES OF MERGER
OF
HELIX ENERGY SOLUTIONS GROUP, INC.
INTO
CAL DIVE INTERNATIONAL, INC.**

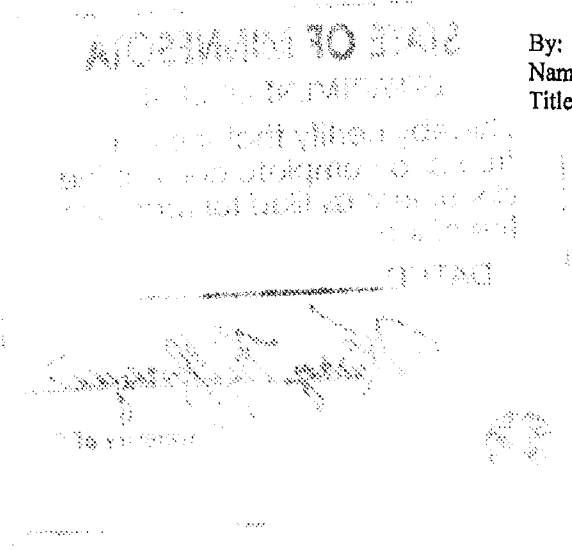
Pursuant to the provisions of the Minnesota Business Corporation Act, the undersigned corporation adopts the following articles of merger:

1. The plan of merger is as follows:
 - a. Cal Dive International, Inc., a Minnesota corporation, owns all of the issued and outstanding stock of Helix Energy Solutions Group, Inc., a Minnesota corporation.
 - b. Pursuant to Section 302A.621 of the Minnesota Business Corporation Act, Helix Energy Solutions Group, Inc. shall be merged with and into Cal Dive International, Inc., which shall be the surviving corporation.
 - c. All of the issued and outstanding capital stock of Helix Energy Solutions Group, Inc. shall be canceled upon the effectiveness of the merger.
 - d. As permitted under said Section 302A.621, upon the effectiveness of the merger, the name of Cal Dive International, Inc. shall be changed to Helix Energy Solutions Group, Inc.
2. The number of outstanding shares of each class and series of Helix Energy Solutions Group, Inc. is 1,000 shares of common stock, \$.01 par value.
3. The plan of merger has been approved by the board of directors of Cal Dive International, Inc., the parent corporation in this parent-subsidary merger pursuant to said Section 302A.621 of the Minnesota Business Corporation Act.
4. The merger shall become effective on March 6, 2006.

Dated: February 27, 2006

CAL DIVE INTERNATIONAL, INC.

By:
Name: Martin R. Ferron
Title: President



STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
FEB 27 2006
Mary Hoffmeyer
Secretary of State

JS

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 03/14/2006

Mary Hoffmeyer

Secretary of State



By

Laudia Kersch