

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Technip Usa Corporation		12/31/2006	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Technip Offshore, Inc
Street Address:	650 CIENEGA AVENUE
City:	SAN DIMAS
State/Country:	CALIFORNIA
Postal Code:	91773
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	71498829	FLUO SOLIDS

**CORRESPONDENCE DATA**

Fax Number: (415)984-8287  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 415-984-8287  
 Email: jbegler@nixonpeabody.com  
 Correspondent Name: Jay Begler  
 Address Line 1: 1 Embarcadero Centre  
 Address Line 4: San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	038851/000001
NAME OF SUBMITTER:	Jay Begler
Signature:	/Jay Begler/

CH \$40.00 71498829

Date:

03/27/2007

**Total Attachments: 7**

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# 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:

"TECHNIP USA CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "TECHNIP OFFSHORE, INC." UNDER THE NAME OF  
"TECHNIP USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 4:06  
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF  
DECEMBER, A.D. 2006, AT 11:59 O'CLOCK P.M.

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

2262429 8100M

061176488



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5396523

DATE: 01-31-07

TRADEMARK  
REEL: 003508 FRAME: 0830

**CERTIFICATE OF MERGER  
OF**

**TECHNIP USA CORPORATION**  
(a Delaware Corporation)

**INTO**

**TECHNIP OFFSHORE, INC.**  
(a Delaware Corporation)

Technip Offshore, Inc., a Delaware corporation, and Technip USA Corporation, a Delaware corporation, hereby certify that:

- (1) The name and state of incorporation of each of the constituent corporations are:
  - (a) Technip USA Corporation, a Delaware corporation ("Technip USA"); and
  - (b) Technip Offshore, Inc., a Delaware corporation ("Offshore").
- (2) An Agreement and Plan of Merger ("Plan") has been approved, adopted, certified, duly authorized, executed and acknowledged by each of Technip USA and Offshore in accordance with all applicable provisions of the Delaware General Corporation Law ("DGCL"), including subsection (c) of Section 251 of the DGCL.
- (3) The surviving corporation is Offshore.
- (4) The certificate of incorporation of Offshore shall be the certificate of the surviving corporation, provided, that such certificate shall be amended by deleting Article I thereof and replacing it in its entirety as follows:

"The name of the corporation is Technip USA, Inc."
- (5) The executed Plan is on file at the principal place of business of Offshore, located at 11700 Old Katy Road, Houston, Texas 77079.
- (6) A copy of the Plan will be furnished by Offshore, on request and without cost, to any stockholder of Offshore or Technip USA.
- (7) Pursuant to Section 103(d) of the DGCL, this Certificate of Merger shall become effective at 11:59 p.m. on December 31, 2006.

IN WITNESS WHEREOF, the undersigned have caused this certificate to be signed  
this 22nd day of December, 2006.

TECHNIP OFFSHORE, INC.,  
a Delaware corporation

By: 

Gerard Rampon  
Chief Operating Officer

TECHNIP USA CORPORATION,  
a Delaware corporation

By: 

Luc Messier  
President and Chief Executive Officer



**CERTIFICATE OF SECRETARY**

The undersigned, Malachy W. Finnen, certifies that:

1. The undersigned is the duly elected and acting Secretary of Technip USA, Inc. (f/k/a/ Technip Offshore, Inc.) (the "Corporation") and in such capacity I have access to the books and records of the Corporation, including its Stock Transfer Ledger, Certificate of Incorporation, Amendments to the Certificate of Incorporation, By-Laws, Board Resolutions and Minutes.
2. The following attached documents constitute true and correct copies of the original Board of Director Resolutions, Certificate of Merger and Name Change associated with the merger of Technip USA Corporation into Technip USA, Inc. filed with the Delaware Secretary of State as of December 31, 2006.

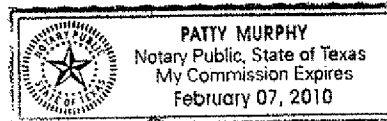
IN WITNESS WHEREOF, I have hereunto subscribed my name as of this 20<sup>th</sup> day MARCH of, 2007.



Malachy W. Finnen  
Secretary  
Technip USA, Inc.

STATE OF TEXAS §  
COUNTY OF HARRIS §

On this 20<sup>th</sup> day of March, 2007, before me, a Notary Public in and for said State, personally appeared Malachy W. Finnen, Secretary of Technip USA, Inc., known to me to be the person who executed the within Certificate on behalf of said corporation, and acknowledged to me that he executed the same on behalf of said corporation.



**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF  
TECHNIP OFFSHORE, INC.  
IN LIEU OF SPECIAL MEETING**

**December 22, 2006**

The undersigned, being all of the Directors (the "Board") of Technip Offshore, Inc., a Delaware corporation (the "Company"), pursuant to Section 141 of the Delaware General Corporation Law do hereby adopt the following resolutions by execution of this written Consent, and such written Consent shall have the same force and effect as a vote by the undersigned at a duly convened special meeting of the Board.

**WHEREAS**, the Company desires to merge (the "Merger") with Technip USA Corporation, a Delaware corporation ("Technip USA"), with the Company being the surviving company in accord with that certain Agreement and Plan of Merger, substantially in the form attached hereto in Exhibit A (the "Plan"); and

**WHEREAS**, the Company believes it to be in the best interest of the Company and the Company's stockholder to enter into the Merger and adopt and approve the Plan.

**NOW THEREFORE, BE IT RESOLVED**, that the Company enter into the Merger; and be it further

**RESOLVED**, that the officers of the Company are hereby authorized and directed to negotiate, enter into, execute and file such other agreements or documents as may be necessary or advisable to complete the Merger, including (i) the Plan with such changes thereto as the Company's officers and directors may deem appropriate, and (ii) a Certificate of Merger, substantially in the form attached hereto as Exhibit B; and be it further

**RESOLVED**, that the Board approves and adopts the Plan and the Merger, with such changes thereto as the Directors or officers of the Company may determine; and be it further

**RESOLVED**, that the Board hereby authorizes the Plan to be submitted to a vote of the Company's stockholder, and the Board hereby recommends the Company's stockholder vote for and approve the Merger and the Plan; and be it further

**RESOLVED**, that the Directors and officers of the Company be and they are hereby authorized and directed to do all acts and things whatsoever, whether within or outside the State of Delaware, which may be in any way necessary or proper to effect the Merger.

**IN WITNESS WHEREOF**, the undersigned, being all of the Directors of the Company, have executed this Consent effective as of the date first written above.



\_\_\_\_\_  
Luc Messier



\_\_\_\_\_  
Jean-Francois Hediard

\_\_\_\_\_  
Alain Cadelle

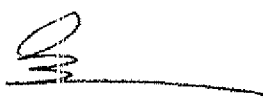


**RESOLVED**, that the Directors and officers of the Company be and they are hereby authorized and directed to do all acts and things whatsoever, whether within or outside the State of Delaware, which may be in any way necessary or proper to effect the Merger.

**IN WITNESS WHEREOF**, the undersigned, being all of the Directors of the Company, have executed this Consent effective as of the date first written above.

\_\_\_\_\_  
Luc Messier

  
\_\_\_\_\_  
Jean-Francois Hediard

  
\_\_\_\_\_  
Alain Cedelle

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