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2/10/2010 6:54:08 PM PAGE 4/008 Fax Server

TO: BRANDON M. RESS COMPANY: () CONGRESS AVE. SUITE 2400

MCD 2/3/10

02-25-2010

Electronic Version v1.1
Stylesheet Version v1.1

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SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		CHANGE OF NAME	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Up Holdings Inc.		08/28/2009	CORPORATION: <i>Delaware</i>
RECEIVING PARTY DATA			
Name:	UniversalPegasus International, Inc.		
Street Address:	4848 Loop Central Drive, Suite 137		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77081		
Entity Type:	CORPORATION: <i>Delaware</i>		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77801144	UNIVERSALPEGASUS INTERNATIONAL	
Serial Number:	77801152		
CORRESPONDENCE DATA			
Fax Number:	(512)536-4598		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Email:	aotrademark@fulbright.com		
Correspondent Name:	Brandon M. Ress		
Address Line 1:	600 Congress Ave. Suite 2400		
Address Line 4:	Austin, TEXAS 78701		
ATTORNEY DOCKET NUMBER:	UPEG:003/1007519		
NAME OF SUBMITTER:	Brandon M. Ress		
Signature:	/Brandon M. Ress/		
Date:	02/03/2010		

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USPTO

2/10/2010 6:54:08 PM PAGE 5/008

Fax Server

TO: BRANDON M. RESS COMPANY: CONGRESS AVE. SUITE 2400

Total Attachments: 3
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TO: BRANDON M. RESS COMPANY: () CONGRESS AVE. SUITE 2400

Delaware

PAGE 1

The First State

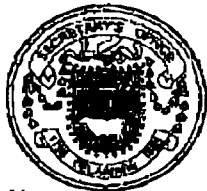
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "UP HOLDINGS INC.", CHANGING ITS NAME FROM "UP HOLDINGS INC." TO "UNIVERSALPEGASUS INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2009, AT 5:28 O'CLOCK P.M.

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

4493449 8100

090890998

You may verify this certificate online at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7553425
DATE: 09-29-09

USPTO

2/10/2010 8:54:08 PM PAGE 7/008 Fax Server

TO: BRANDON M. RESS COMPANY: CONGRESS AVE, SUITE 2400

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 05:45 PM 09/28/2009
 FILED 05:28 PM 09/28/2009
 SKV 090690996 - 4493449 FILE

**CERTIFICATE OF AMENDMENT OF
 AMENDED AND RESTATED
 CERTIFICATE OF INCORPORATION
 OF
 UP HOLDINGS INC.**

UP Holdings Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation (the "Board"), by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Board hereby approves that the Amended and Restated Certificate of Incorporation of UP Holdings Inc. be amended by changing Article I thereof so that, as amended, said Article shall be and read as follows:

"I

The name of the corporation is UniversalPegasus International, Inc. (the "Corporation")."

SECOND: In lieu of a meeting and vote of the stockholders, the holders of a majority of the outstanding stock of the Corporation have given written consent to said amendment to the Amended and Restated Certificate of Incorporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Amended and Restated Certificate of Incorporation shall be effective as of the date and time it is accepted for filing with the Secretary of State of the State of Delaware.

[signature page follows]

FORM 002866/00002 - (20)00 1/1

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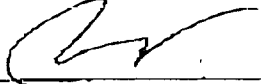
2/10/2010 6:54:08 PM PAGE 8/008

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TO: BRANDON M. RESS COMPANY; 6 CONGRESS AVE. SUITE 2400

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of the Amended and Restated Certificate of Incorporation of UP Holdings Inc. this 20th day of August, 2009.

UP HOLDINGS INC.

By: 
Name: Timothy J. Coughlon
Title: Vice President and Secretary

USPTO - 07/20/2010 - 02/10/10