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03-30-1999



Docket No.:

395967-002

Tab s 03-12-1999

To U.S. Patent & TMO/c/TM Mail Rcpt Dt. #34

Patents and Trademarks 100997753

Attached original documents or copy thereof.

1. Name of conveying party(ies):

J.C. Kinley Co.

Mkb 3-12-99

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

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Kinley Corporation

Internal Address: _____

Street Address: 5815 Royalton

City: Houston State: TX ZIP: 77081

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Nevada
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: Nov. 5, 1990

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,114,797

Additional numbers Yes No

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

Name: Sue Z. Shaper

Internal Address: BUTLER & BINION, L.L.P.

Street Address: 1000 Louisiana, Ste. 1600

City: Houston State: TX ZIP: 77002

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

7. Total fee (37 CFR 3.41):.....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-4952 (auth. for any additional charges or overpayment)

03/29/1999 JSHABAZZ 00000112 1114797

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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.

Marilyn M. Huston

Name of Person Signing

Signature

March 12, 1999

Date

Total number of pages including cover sheet, attachments, and

6



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AUTHORITY

OF

KINLEY CORPORATION dba J. C. KINLEY CO.

CHARTER NO. 085573-6

The undersigned, as Secretary of State of the State of Texas, hereby certifies that an application of the above corporation for a Certificate of Authority to transact business in this State, duly signed pursuant to the provisions of the Texas Business Corporation Act, has been received in this Office and is found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Authority to transact business in this State from and after this date for the purpose or purposes set forth in the application under the name of

KINLEY CORPORATION dba J. C. KINLEY CO.

and attaches hereto a copy of the Application for such Certificate.

Dated NOVEMBER 5, 1990.



Gery S Bayard Jr.
Secretary of State

TRADEMARK
REEL: 1875 FRAME: 0574

9. The names and respective addresses of its directors are:

<u>Name</u>	<u>Address</u>
J. C. Kinley	5815 Royalton Street Houston, Texas 77081
Harry E. Dieckman	5815 Royalton Street Houston, Texas 77081
Karl S. Kinley	5815 Royalton Street Houston, Texas 77081
Edith P. Kinley	5815 Royalton Street Houston, Texas 77081

10. The names and respective addresses of its officers are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
J. C. Kinley	5815 Royalton Street Houston, Texas 77081	Chairman
Harry E. Dieckman	5815 Royalton Street Houston, Texas 77081	President
Karl S. Kinley	5815 Royalton Street Houston, Texas 77081	Vice President
Edith P. Kinley	5815 Royalton Street Houston, Texas 77081	Secretary/ Treasurer

11. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
100,000	A Common	-	\$.10
650,000	B Common	-	.10

APPLICATION FOR CERTIFICATE OF AUTHORITY NOV 0 5 1990
TO TRANSACT BUSINESS

Pursuant to the provisions of Article 8.05 of the Texas Corporations Section Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Authority to transact business in Texas:

1. The name of the corporation is Kinley Corporation.
2. If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then the name of the corporation with the word or abbreviation which it elects to add thereto for us in Texas is (if the corporate name is not available in Texas, then set forth the name under which the corporation will qualify and transact business in Texas): J. C. Kinley Co.
3. It is incorporated under the laws of the State of Nevada.
4. The date of its incorporation is August 12, 1981 and the period of duration is perpetual.
5. The address of its principal office in the state or country under the laws of which it is incorporated is

One East First Street, Suite 1600
Reno, Nevada 89501

6. The address of its proposed registered office in Texas is (a P. O. Box is not sufficient)

5815 Royalton
Houston, Texas 77081

and the name of its proposed registered agent in Texas at such address is:

Harry E. Dieckman

7. The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Texas are to transact any and all lawful business for which corporations may be qualified to transact under the Texas Business Corporation Act.
8. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is incorporated.

12. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
25,000	A Common	-	\$.10
394,575	B Common	-	.10

13. The amount of its stated capital is \$41,957. (See Texas Business Corporation Act, Article 1.02A(17) for definition of stated capital.)

14. Consideration of the value of at least One Thousand Dollars (\$1,000.00) has been paid for the issuance of its shares.

15. The application is accompanied by a certificate issued by the Secretary of State or other authorized officer of the jurisdiction of incorporation evidencing the corporate existence.

KINLEY CORPORATION

By: 
Harry E. Dieckman, President

By: 
Edith P. Kinley, Secretary

BWA130.53.wp
78-484-00/10/29-90

ANTITRUST AFFIDAVIT

STATE OF TEXAS §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Harry E. Dieckman, the President of KINLEY CORPORATION, a Nevada corporation, who, being by me duly sworn, deposes and says:

Kinley Corporation, a Nevada corporation, is not a trust or organization in restraint of trade in violation of the laws of Texas, has not within twelve (12) months next preceding the making of such affidavit become or been a part to any trust agreement of any kind which would constitute a violation of any antitrust law of Texas existing at the date of this affidavit, and has not within that time entered into or been in any wise a party to any combination in restraint of trade within the United States. No officer of this corporation has, within the knowledge of affiant, within such time and on behalf of this corporation or for its benefit, made any such contract, or entered into or become a party to any such combination in restraint of trade.

KINLEY CORPORATION

By: *Harry E. Dieckman*
Harry E. Dieckman, President

SWORN TO AND SUBSCRIBED BEFORE ME, this the 29th day of October, 1990.



BARBARA W. MABRY
Notary Public, State of Texas
My Commission Expires 07-18-93

Barbara W. Mabry
NOTARY PUBLIC IN AND FOR
THE STATE OF T E X A S

My commission expires:
Nov 18, 1993

BWA130:54.WP
78-484-00