

04/17/00

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

05-09-2000

APR 17 AM 10: 53



OPR/FINANCE RECORD  
TRA 101350742

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
04/01/95

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/09/2000 DC0ATES 00000144 2026042

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01 FC:481  
02 FC:482

40.00 OP  
50.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:  
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TRADEMARK

REEL: 002068 FRAME: 0161

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2026042"/>	<input type="text" value="1748036"/>	<input type="text" value="1364032"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Michael L. Pozefsky

Name of Person Signing



Signature

4/6/00

Date Signed

PLAN OF MERGER

OF KNIGHT MARKETING CORPORATION, KNIGHT CHEMICAL CORPORATION,  
WELLS CHEMICAL CO., INC. AND MEDWILL CHEMICAL, INC.

INTO

KNIGHT OIL CORPORATION

PLAN OF MERGER, dated November 28, 1995 among Knight Oil Corporation ("Knight Oil" or "Surviving Corporation"), Knight Marketing Corporation ("Knight Marketing"), Knight Chemical Corporation ("Knight Chemical"), Wells Chemical Co., Inc. ("Wells") and Medwill Chemical, Inc. ("Medwill").

WHEREAS, Knight Oil, Knight Marketing, Wells and Medwill are corporations organized and existing under and by virtue of the laws of the State of New York, and;

WHEREAS, Knight Chemical is a corporation organized and existing under and by virtue of the laws of the State of Kentucky, and;

WHEREAS, the Boards of Directors of Knight Oil, Knight Marketing, Knight Chemical, Wells and Medwill, the parties hereto, deem it desirable and in the best interests of the corporations and their shareholders that Knight Marketing, Knight Chemical, Wells and Medwill be merged into Knight Oil,

and that upon such merger the name of Knight Oil Corporation be changed to Knight Marketing Corporation and its Certificate of Incorporation be amended, changed and restated as set forth herein;

NOW, THEREFORE, in consideration of the foregoing and the mutual promises and covenants, and subject to the conditions, set forth herein, the constituent corporations agree as follows:

1. The names of the constituent corporations are Knight Oil Corporation, Knight Marketing Corporation, Knight Chemical Corporation, Wells Chemical Co., Inc. and Medwill Chemical, Inc.

2. The name of the Surviving Corporation is Knight Oil Corporation. The name under which Knight Oil Corporation was formed was Hobson Oil Company, Inc. Subsequent to the merger, Knight Oil Corporation's name shall be changed to Knight Marketing Corporation.

3. As to Knight Marketing, Knight Chemical, Wells and Medwill, the designation and number of outstanding shares of each class and series, for each corporation, are: standing 200 shares of common stock. The classes and series entitled to vote are: common stock. There are no additional classes or series of shares.

4. As to Knight Oil, the designation and number of outstanding shares of each class and series are: 500 shares

of capital stock. The classes and series entitled to vote are: capital stock. There are no additional classes or series of shares.

5. The manner and basis of converting the shares of Knight Marketing, Knight Chemical, Wells and Medwill into shares of Knight Oil Corporation shall be as follows: On the effective date of the merger, all rights in respect thereof shall, forthwith, cease to exist upon such effective date, the certificates therefor shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.

6. Upon such merger, the separate corporate existence of Knight Marketing, Knight Chemical, Wells and Medwill shall cease, and the Surviving Corporation, Knight Oil, shall become the owner, without other transfer, of all of the rights and property of the constituent corporations, and the Surviving Corporation, Knight Oil, shall become subject to all of the liabilities and obligations of the constituent corporations.

7. The name, purposes, county where the principal office for the transaction of business shall be located, and capital stock of the Surviving Corporation, shall be as appears in the Certificate of Incorporation of the Surviving Corporation, as herein amended, changed, restated and set forth.

8. The by-laws of the Surviving Corporation, as they exist on the effective date of the merger, shall be and

remain the by-laws of the Surviving Corporation until the same shall be altered, amended or appealed, as provided therein.

9. The first annual meeting of the shareholders of the Surviving Corporation held after the date when the merger becomes effective, shall be the annual meeting provided or to be provided by the by-laws thereof for the year 1995.

10. The first meeting of the Board of Directors of the Surviving Corporation to be held after the date when the merger shall become effective may be called or may convene in the manner provided in the by-laws of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting.

11. All persons who shall be officers of the Surviving Corporation on the effective date of the merger shall be and remain in the same respective offices until the Board of Directors of the Surviving Corporation shall elect or appoint their successors.

12. This Plan shall be submitted to the respective shareholders of the constituent corporations for their authorization and approval, pursuant to law.

13. This Plan of Merger shall be effective as of April 1, 1995 and the merger shall be effective upon the filing of a Certificate of Merger by the Department of State, and the Certificate of Merger shall contain no provision to the contrary.

14. Notwithstanding shareholder authorization of this Plan of Merger, this Plan may be abandoned by any of the constituent corporations at any time prior to the filing of the Certificate of Merger by the Department of State if it becomes the opinion of the Boards of Directors of such corporations that events or circumstances have occurred which render the merger inadvisable. The filing of the certificate of merger by the Department of State shall establish conclusively that this plan has not been abandoned.

15. The Surviving Corporation shall pay all the expenses of carrying this Plan into effect and of accomplishing the merger.

16. For the convenience of the parties and to facilitate approval of this Plan, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

17. The Certificate of Incorporation of Knight Oil Corporation shall, on the effective date of merger, be amended and changed as follows:

(a) Paragraph FIRST, relating to the name of the corporation, is changed to read as follows:

FIRST: NAME. The name of the corporation is Knight Marketing Corporation.

(b) Paragraph SECOND, relating to the purposes for

which the corporation is formed is enlarged by adding the following paragraphs:

(a) To refine, manufacture, transport, buy, sell, import, export and generally deal in petroleum and allied products.

(b) To apply for, to obtain, purchase, or otherwise acquire, and to register, hold, own, sell, assign or otherwise dispose of and turn to account and profit, any and all trademarks, trade names and formulas, whether secured under letters patent of the United States or of any foreign country.

(c) To take, lease, hire, purchase, manufacture, or otherwise acquire and own, and to sell, hire, lease, pledge, mortgage, and otherwise deal in and with all kinds of goods, wares, chattels, merchandise, and other personal property, excepting gold and silver bullion, foreign coins and bills of exchange.

(d) In other States and jurisdictions, to have one or more offices, and to carry on all or any part of its operations and business and without restriction to hold, purchase, mortgage, lease and convey real and personal property as allowed by the laws of such states and jurisdictions.

(e) To engage in the business of developing, experimenting, inventing, designing, patenting,



licensing, manufacturing, refining, applying, preparing, compounding, producing, importing, exporting, storing, acquiring, buying, selling, contracting with others to produce, supply, or deal in and with, disposing at wholesale or retail, marketing, distributing, and dealing in and with, in accordance with rules and regulations, licensing requirements, and all pertinent and legal restraints and limitations, any and all washing, deodorizing, and cleansing, renovating, washing, deodorizing, disinfecting, polishing, dyeing, bleaching, and finishing compounds, powders, soaps, polishes, solutions, mixtures, liquids, articles, products, materials, supplies, preparations, and other substances, derivatives, and by-products thereof, of every nature and description, and any and all inventions, devices, processes, discoveries, formulae, letters patent or applications thereof, copyrights, trademarks, trade names, trade symbols, labels, and designs, and other indications of origin or ownership, and all other rights, interests or privileges in any manner incidental thereto, and to manufacture, produce, process, refine, develop, exploit, purchase, or otherwise acquire, handle, distribute, sell, market and generally deal and trade in and with, goods, merchandise, and articles of commerce and personal property of every kind, nature and description.

(f) To engage in any lawful act or activity for which corporations may be organized under the Business

Corporation Law of the State of New York. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

(c) Paragraph THIRD, relating to the amount of the capital stock of the corporation, is eliminated, and the following paragraph THIRD is substituted:

THIRD: DESIGNATION OF SECRETARY OF STATE AS AGENT. The Secretary of State is designated as the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him or her is PO Box 290, Johnstown, New York 12095.

(d) Paragraph FOURTH, relating to the number of shares of capital stock of the corporation, the par value and the amount of capital with which the corporation will begin business, is changed to read as follows:

FOURTH: CAPITAL STOCK. The aggregate number of shares which the corporation shall have the authority to issue is two hundred shares of common stock having no par value.

(e) Paragraph FIFTH, relating to the location of the

principal business affairs of the corporation, is changed to read as follows:

FIFTH: PRINCIPAL OFFICE. The principal office of the Corporation is to be located in the County of Fulton, State of New York.

(f) Paragraph SIXTH, relating to the duration of the Corporation, shall continue to refer to perpetual duration, but shall be re-worded to read as follows:

SIXTH: DURATION. The Corporation shall have perpetual existence.

(g) Paragraph SEVENTH, relating to the number of directors of the corporation, shall be eliminated, and the following paragraphs specifying the powers of the Corporation shall be substituted:

SEVENTH: POWERS. The Corporation shall have the following powers:

(a) To purchase, receive, take by grant, gift, devise, bequest, or otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(b) To file statements and certificates required under New York State Law, including Section 130 of the General Business Law.

(c) To sell, convey, lease, exchange, transfer or otherwise dispose of, mortgage, or pledge, all or any of its property, or any interest therein, wherever situated.

(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal with, bonds or other obligations, shares or other securities or interest issued by others, whether engaged in similar or different business, government, or other activities.

(e) In furtherance of its corporate business and in accordance with Section 202 of the Business Corporation Law, to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, or other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property or any interest therein, wherever situated.

(f) To lend money, invest and reinvest its funds, and take and hold real personal property as security for the payment of funds so loaned or invested.

(g) To do business, carry on its operations, and

have offices and exercise the powers granted by this chapter in any jurisdiction within or without the territory of the United States.

(h) To elect or appoint officers, employees, and other agents of the Corporation, define their duties, fix their compensation of directors, and to indemnify corporate personnel.

(i) To adopt, amend or repeal by-laws relating to the business of the Corporation, the conduct of its shareholders, directors or officers.

(j) To make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof.

(k) To pay pensions, establish and carry out pensions, profit-sharing, share purchase, share option, savings, thrift, and other retirement, incentive and benefit plans, trusts, and provisions for any or all of its directors, officers, and employees.

(l) To purchase, receive, take or otherwise acquire, own, hold, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal in and with its own shares.

(m) In furtherance of its corporate business and in accordance with Section 202 of the Business Corporation Law, to be a promoter, partner, member, associate or manager of other business enterprises or ventures, or to the extent permitted in this or any other jurisdiction, to be a shareholder or an incorporator of other corporations of any type or kind.

(n) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

(o) In addition to the powers set forth above, the Corporation in furtherance of its corporate powers set forth above, shall have all the powers enumerated in Section 202 of the Business Corporation Law, subject to any limitations provided in the Business Corporation Law or in any other statute of the State of New York.

(h) Paragraph EIGHTH, setting forth the names and addresses of the directors for the first year, is eliminated.

(i) Paragraph NINTH, setting forth the names and addresses of the subscribers to the Certificate, and the number of shares of stock which each agree to take, is eliminated.

18. The Certificate of Incorporation of Knight Oil Corporation, as changed and amended herein, is restated as follows:

FIRST: NAME. The name of the corporation is Knight Marketing Corporation.

SECOND. PURPOSES. The purposes for which the Corporation is formed are as follows:

(a) To refine, manufacture, transport, buy, sell, import, export and generally deal in petroleum and allied products.

(b) To apply for, to obtain, purchase, or otherwise acquire, and to register, hold, own, sell, assign or otherwise dispose of and turn to account and profit, any and all trademarks, trade names and formulas, whether secured under letters patent of the United States or of any foreign country.

(c) To take, lease, hire, purchase, manufacture, or otherwise acquire and own, and to sell, hire, lease, pledge, mortgage, and otherwise deal in and with all kinds of goods, wares, chattels, merchandise, and other personal property, excepting gold and silver bullion, foreign coins and bills of exchange.

(d) In other States and jurisdictions, to have one or more offices, and to carry on all or any part of

its operations and business and without restriction to hold, purchase, mortgage, lease and convey real and personal property as allowed by the laws of such states and jurisdictions.

(e) To engage in the business of developing, experimenting, inventing, designing, patenting, licensing, manufacturing, refining, applying, preparing, compounding, producing, importing, exporting, storing, acquiring, buying, selling, contracting with others to produce, supply, or deal in and with, disposing at wholesale or retail, marketing, distributing, and dealing in and with, in accordance with rules and regulations, licensing requirements, and all pertinent and legal restraints and limitations, any and all washing, deodorizing, and cleansing, renovating, washing, deodorizing, disinfecting, polishing, dyeing, bleaching, and finishing compounds, powders, soaps, polishes, solutions, mixtures, liquids, articles, products, materials, supplies, preparations, and other substances, derivatives, and by-products thereof, of every nature and description, and any and all inventions, devices, processes, discoveries, formulae, letters patent or applications thereof, copyrights, trademarks, trade names, trade symbols, labels, and designs, and other indications of origin or ownership, and all other rights, interests or privileges in any manner incidental thereto, and to manufacture, produce, process, refine, develop, exploit, purchase,



or otherwise acquire, handle, distribute, sell, market and generally deal and trade in and with, goods, merchandise, and articles of commerce and personal property of every kind, nature and description.

(f) To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: DESIGNATION OF SECRETARY OF STATE AS AGENT. The Secretary of State is designated as the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him or her is PO Box 290, Johnstown, New York 12095.

FOURTH: CAPITAL STOCK. The aggregate number of shares which the corporation shall have the authority to issue is two hundred shares of common stock having no par value.

FIFTH: PRINCIPAL OFFICE. The principal office of the Corporation is to be located in the County of Fulton, State of New York.

SIXTH: DURATION. The Corporation shall have perpetual existence.

SEVENTH: POWERS. The Corporation shall have the following powers:

(a) To purchase, receive, take by grant, gift, devise, bequest, or otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(b) To file statements and certificates required under New York State Law, including Section 130 of the General Business Law.

(c) To sell, convey, lease, exchange, transfer or otherwise dispose of, mortgage, or pledge, all or any of its property, or any interest therein, wherever situated.

(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal with, bonds or other obligations, shares or other securities or interest issued by others, whether engaged in similar or different business, government, or other activities.

(e) In furtherance of its corporate business and in

accordance with Section 202 of the Business Corporation Law, to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, or other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property or any interest therein, wherever situated.

(f) To lend money, invest and reinvest its funds, and take and hold real personal property as security for the payment of funds so loaned or invested.

(g) To do business, carry on its operations, and have offices and exercise the powers granted by this chapter in any jurisdiction within or without the territory of the United States.

(h) To elect or appoint officers, employees, and other agents of the Corporation, define their duties, fix their compensation of directors, and to indemnify corporate personnel.

(i) To adopt, amend or repeal by-laws relating to the business of the Corporation, the conduct of its shareholders, directors or officers.

(j) To make donations, irrespective of corporate benefit, for the public welfare or for community fund,

hospital, charitable, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof.

(k) To pay pensions, establish and carry out pensions, profit-sharing, share purchase, share option, savings, thrift, and other retirement, incentive and benefit plans, trusts, and provisions for any or all of its directors, officers, and employees.

(l) To purchase, receive, take or otherwise acquire, own, hold, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal in and with its own shares.

(m) In furtherance of its corporate business and in accordance with Section 202 of the Business Corporation Law, to be a promoter, partner, member, associate or manager of other business enterprises or ventures, or to the extent permitted in this or any other jurisdiction, to be a shareholder or an incorporator of other corporations of any type or kind.

(n) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

(o) In addition to the powers set forth above, the Corporation in furtherance of its corporate powers set forth above, shall have all the powers enumerated in Section 202 of the Business Corporation Law, subject to any limitations provided in the Business Corporation Law or in any other statute of the State of New York.

IN WITNESS WHEREOF, this Plan of Merger, effective as of April 1, 1995, has been subscribed on behalf of Knight Oil Corporation, Knight Marketing Corporation, Knight Chemical Corporation, Wells Chemical Co., Inc. and Medwill Chemical, Inc. on November 28, 1995, by the undersigned duly authorized officers of those corporations. This Plan has already been duly adopted by the Boards of Directors of the corporations on November 28, 1995.

Knight Oil Corporation

By:

Michael S. Kozepko  
President

Attest:

Walter P. Pugh  
Secretary

Knight Marketing Corporation

By:

Edward T. Brown  
President

Attest:

Walter P. Pugh  
Secretary

Knight Chemical Corporation

By:

Michael S. Kozepko  
President

Attest:

Walter P. Pugh  
Secretary

Wells Chemical Co., Inc.

By:

Michael S. Kozepko  
President

Attest:

Walter P. Pugh  
Secretary

Medwill Chemical, Inc.

By:

Michael L. Byrd  
President

Attest:

Willie Joseph  
Secretary

CERTIFICATE OF MERGER

OF KNIGHT MARKETING CORPORATION, WELLS CHEMICAL CO., INC.,  
MEDWILL CHEMICAL, INC. AND KNIGHT CHEMICAL CORPORATION

INTO

KNIGHT OIL CORPORATION  
UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

WE, Michael L. Pozefsky and William Pozefsky, the undersigned, being respectively president and secretary of Knight Oil Corporation, Wells Chemical Co., Inc., Medwill Chemical, Inc. and Knight Chemical Corporation, and Edward L. Brown and William Pozefsky, being respectively president and secretary of Knight Marketing Corporation, do hereby certify that on this date, effective immediately, said corporations have mutually agreed to, and hereby do, unite and merge into a single corporation under the name of Knight Oil Corporation, pursuant to Section 904 and, with respect to Knight Chemical Corporation, Section 907, of the New York Business Corporation Law.

(1) The Certificate of Incorporation of the said constituent corporation, Knight Oil Corporation (Knight Oil), was filed by the Department of State of New York on January 6, 1921 under the original name of Hobson Oil Company, Inc. The name of said corporation was changed to Knight Oil Corporation by Certificate of Change of Name filed by the Department of State on December 17, 1926.

(2) The Certificate of Incorporation of the said constituent corporation, Wells Chemical Co., Inc. (Wells), was filed by the Department of State of New York on December 4, 1962.

(3) The Certificate of Incorporation of the said constituent corporation, Medwill Chemical, Inc. (Medwill), was filed by the Department of State of New York on August 20, 1982.

(4) The Certificate of Incorporation of the said constituent corporation, Knight Marketing Corporation (Knight Marketing), was filed by the Department of State of New York on January 11, 1980.

(5) The Certificate of Incorporation of the said constituent corporation, Knight Chemical Corporation (Knight Chemical), was filed by the Department of State of Kentucky on October 11, 1976.

(6) As to Knight Marketing, Wells, Medwill Chemical, and Knight Chemical, the designation and number of outstanding shares of each class and series and the voting rights are as follows: 200 shares of common stock entitled to vote for each corporation. There are no additional classes or series of shares.

(7) As to Knight Oil, the designation and number of



outstanding shares of each class and series and the voting rights are as follows: 500 shares of capital stock entitled to vote. There are no additional classes or series of shares.

(8) The terms of this merger were initially agreed upon among the officers and directors of the above-named constituent corporations, all of whom are the same individuals, and were authorized and approved by unanimous affirmative vote of all the outstanding shares of each corporation at special meetings of shareholders duly called, noticed and held on the 28 day of November, 1995, in accordance with the laws of the States of New York and Kentucky, for the expressly stated purpose of considering and obtaining shareholders approval of such terms.

(9) Knight Chemical has complied with the applicable provisions of the laws of the State of Kentucky under which it is incorporated, and this merger is permitted by such laws.

(10) No application by Knight Chemical for authority to do business in the State of New York has been filed by the Department of State.

(11) The terms of this plan of Merger, as authorized and adopted are:

A. The names of the constituent corporations are Knight Oil Corporation (Knight Oil), Knight Marketing Corporation

Chemical), Wells Chemical Co., Inc. (Wells) and Medwill Chemical, Inc. (Medwill).

B. The name of the Surviving Corporation is Knight Oil Corporation. The name under which Knight Oil Corporation was formed was Hobson Oil Company, Inc. Subsequent to the merger, Knight Oil Corporation's name shall be changed to Knight Marketing Corporation.

C. As to Knight Marketing, Knight Chemical, Wells and Medwill, the designation and number of outstanding shares of each class and series, for each corporation, are: standing 200 shares of common stock. The classes and series entitled to vote are: common stock.

D. As to Knight Oil, the designation and number of outstanding shares of each class and series are: 500 shares of capital stock. The classes and series entitled to vote are: capital stock.

E. The manner and basis of converting the shares of Knight Marketing, Knight Chemical, Wells and Medwill into shares of Knight Oil Corporation shall be as follows: On the effective date of the merger, all rights in respect thereof shall, forthwith, cease to exist upon such effective date, the certificates therefor shall be cancelled and no shares of the Surviving Corporation, Knight Oil, shall be issued in exchange therefor.

F. Upon such merger, the separate corporate existence of Knight Marketing, Knight Chemical, Wells and Medwill shall cease, and the Surviving Corporation, Knight Oil, shall become the owner, without other transfer, of all of the rights and property of the constituent corporations, and the Surviving Corporation, Knight Oil, shall become subject to all of the liabilities and obligations of the constituent corporations.

G. The name, purposes, county where the principal office for the transaction of business shall be located, and capital stock of the Surviving Corporation, Knight Oil, shall be as appears in the Certificate of Incorporation of the Surviving Corporation, Knight Oil, as herein amended, changed, restated and set forth.

H. The by-laws of the Surviving Corporation, Knight Oil, as they exist on the effective date of the merger, shall be and remain the by-laws of the Surviving Corporation, Knight Oil, until the same shall be altered, amended or repealed, as provided therein.

I. The first annual meeting of the shareholders of the Surviving Corporation, Knight Oil, held after the date when the merger becomes effective, shall be the annual meeting provided or to be provided by the by-laws thereof for the year 1995.

J. The first meeting of the Board of Directors of the Surviving Corporation, Knight Oil, to be held after the date when the merger shall become effective may be called or may convene in the manner provided in the by-laws of the Surviving Corporation, Knight Oil, and may be held at the time and place specified in the notice of the meeting.

K. All persons who shall be officers of the Surviving Corporation, Knight Oil, on the effective date of the merger shall be and remain in the same respective offices until the Board of Directors of the Surviving Corporation, Knight Oil, shall elect or appoint their successors.

L. This Plan shall be submitted to the respective shareholders of the constituent corporations for their authorization and approval, pursuant to law.

M. This Plan of Merger shall be effective as of April 1, 1995 and the merger shall be effective upon the filing of a Certificate of Merger by the Department of State. The Certificate of Merger shall contain no provision to the contrary.

N. Notwithstanding shareholder authorization of this Plan of Merger, this Plan may be abandoned by any of the constituent corporations at any time prior to the filing of the Certificate of Merger by the Department of State if it becomes the opinion of the Boards of Directors of such corporations that events or circumstances have occurred which render the merger inadvisable. The filing of the certificate of merger by the Department of State shall establish conclusively that this plan has not been abandoned.

O. The Surviving Corporation, Knight Oil, shall pay all the expenses of carrying this Plan into effect and of accomplishing the merger.

P. For the convenience of the parties and to facilitate approval of this Plan, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

Q. The Certificate of Incorporation of the Surviving Corporation, Knight Oil shall, on the effective date of merger, be amended and changed as follows:

(1) Paragraph FIRST, relating to the name of the corporation, is changed to read as follows:

FIRST: NAME. The name of the corporation is Knight Marketing Corporation.

(2) Paragraph SECOND, relating to the purposes for which the corporation is formed is enlarged by adding the following paragraphs:

(a) To refine, manufacture, transport, buy, sell, import, export and generally deal in petroleum and allied products.

(b) To apply for, to obtain, purchase, or otherwise acquire, and to register, hold, own, sell, assign or otherwise dispose of and turn to account and profit, any and all trademarks, trade names and formulas, whether secured under letters patent of the United States or of any foreign country.

(c) To take, lease, hire, purchase, manufacture, or otherwise acquire and own, and to sell, hire, lease, pledge, mortgage, and otherwise deal in and with all kinds of goods, wares, chattels, merchandise, and other personal property, excepting gold and silver bullion, foreign coins and bills of exchange.

(d) In other States and jurisdictions, to have one or more offices, and to carry on all or any part of its operations and business and without restriction to hold, purchase, mortgage, lease and convey real and personal property as allowed by the laws of such states and jurisdictions.

(e) To engage in the business of developing, experimenting, inventing, designing, patenting, licensing, manufacturing, refining, applying, preparing, compounding, producing, importing, exporting, storing, acquiring, buying, selling, contracting with others to produce, supply, or deal in and with, disposing at wholesale or retail, marketing, distributing, and dealing in and with, in accordance with rules and regulations, licensing requirements, and all pertinent and legal restraints and limitations, any and all washing, deodorizing, and cleansing, renovating, washing, deodorizing, disinfecting, polishing, dyeing, bleaching, and finishing compounds, powders, soaps, polishes, solutions, mixtures, liquids, articles, products, materials, supplies, preparations, and other substances, derivatives, and by-products thereof, of every nature and description, and any and all inventions, devices, processes, discoveries, formulae, letters patent or applications thereof, copyrights, trademarks, trade names, trade symbols, labels, and designs, and other indications of origin or ownership, and all other rights, interests or privileges in any manner incidental thereto, and to manufacture, produce, process, refine, develop, exploit, purchase, or otherwise acquire, handle, distribute, sell, market and generally deal and trade in and with, goods, merchandise, and articles of commerce and personal property of every kind, nature and description.

(f) To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other

body without such consent or approval first being obtained.

(3) Paragraph THIRD, relating to the amount of the capital stock of the corporation, is eliminated, and the following paragraph THIRD is substituted:

THIRD: DESIGNATION OF SECRETARY OF STATE AS AGENT. The Secretary of State is designated as the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him or her is PO Box 290, Johnstown, New York 12095.

(4) Paragraph FOURTH, relating to the number of shares of capital stock of the corporation, the par value and the amount of capital with which the corporation will begin business, is changed to read as follows:

FOURTH: CAPITAL STOCK. The aggregate number of shares which the corporation shall have the authority to issue is two hundred shares of common stock having no par value.

(5) Paragraph FIFTH, relating to the location of the principal business affairs of the corporation, is changed to read as follows:

FIFTH: PRINCIPAL OFFICE. The principal office of the Corporation is to be located in the County of Fulton, State of New York.

(6) Paragraph SIXTH, relating to the duration of the Corporation, shall continue to refer to perpetual duration, but shall be re-worded to read as follows:

SIXTH: DURATION. The Corporation shall have perpetual existence.

(7) Paragraph SEVENTH, relating to the number of directors of the corporation, shall be eliminated, and the following paragraphs specifying the powers of the Corporation shall be substituted:

SEVENTH: POWERS. The Corporation shall have the following powers:

(a) To purchase, receive, take by grant, gift, devise, bequest, or otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(b) To file statements and certificates required under New York State Law, including Section 130 of the General Business Law.

(c) To sell, convey, lease, exchange, transfer or

otherwise dispose of, mortgage, or pledge, all or any of its property, or any interest therein, wherever situated.

(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal with, bonds or other obligations, shares or other securities or interest issued by others, whether engaged in similar or different business, government, or other activities.

(e) In furtherance of its corporate business and in accordance with Section 202 of the Business Corporation Law, to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, or other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property or any interest therein, wherever situated.

(f) To lend money, invest and reinvest its funds, and take and hold real personal property as security for the payment of funds so loaned or invested.

(g) To do business, carry on its operations, and have offices and exercise the powers granted by this chapter in any jurisdiction within or without the territory of the United States.

(h) To elect or appoint officers, employees, and other agents of the Corporation, define their duties, fix their compensation of directors, and to indemnify corporate personnel.

(i) To adopt, amend or repeal by-laws relating to the business of the Corporation, the conduct of its shareholders, directors or officers.

(j) To make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof.

(k) To pay pensions, establish and carry out pensions, profit-sharing, share purchase, share option, savings, thrift, and other retirement, incentive and benefit plans, trusts, and provisions for any or all of its directors, officers, and employees.

(l) To purchase, receive, take or otherwise acquire, own, hold, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal in and with its own shares.

(m) In furtherance of its corporate business and in accordance with Section 202 of the Business Corporation Law, to be a promoter, partner, member, associate or manager of other business enterprises or ventures, or to the extent permitted in this or any other jurisdiction, to be a shareholder or an incorporator of other corporations of any type or kind.

(n) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

(o) In addition to the powers set forth above, the Corporation in furtherance of its corporate powers set forth above, shall have all the powers enumerated in Section 202 of the Business Corporation Law, subject to any limitations provided in the Business Corporation Law or in any other statute of the State of New York.

(8) Paragraph EIGHTH, setting forth the names and addresses of the directors for the first year, is eliminated.

(9) Paragraph NINTH, setting forth the names and addresses of the subscribers to the Certificate, and the number of shares of stock which each agree to take, is eliminated.

R. The Certificate of Incorporation of Knight Oil Corporation, as changed and amended herein, is restated as follows:

FIRST: NAME. The name of the corporation is Knight Marketing Corporation.

SECOND. PURPOSES. The purposes for which the Corporation is formed are as follows:

(a) To refine, manufacture, transport, buy, sell, import, export and generally deal in petroleum and allied products.

(b) To apply for, to obtain, purchase, or otherwise acquire, and to register, hold, own, sell, assign or otherwise dispose of and turn to account and profit, any and all trademarks, trade names and formulas, whether secured under letters patent of the United States or of any foreign country.

(c) To take, lease, hire, purchase, manufacture, or otherwise acquire and own, and to sell, hire, lease, pledge, mortgage, and otherwise deal in and with all kinds of goods, wares, chattels, merchandise, and

other personal property, excepting gold and silver bullion, foreign coins and bills of exchange.

(d) In other States and jurisdictions, to have one or more offices, and to carry on all or any part of its operations and business and without restriction to hold, purchase, mortgage, lease and convey real and personal property as allowed by the laws of such states and jurisdictions.

(e) To engage in the business of developing, experimenting, inventing, designing, patenting, licensing, manufacturing, refining, applying, preparing, compounding, producing, importing, exporting, storing, acquiring, buying, selling, contracting with others to produce, supply, or deal in and with, disposing at wholesale or retail, marketing, distributing, and dealing in and with, in accordance with rules and regulations, licensing requirements, and all pertinent and legal restraints and limitations, any and all washing, deodorizing, and cleansing, renovating, washing, deodorizing, disinfecting, polishing, dyeing, bleaching, and finishing compounds, powders, soaps, polishes, solutions, mixtures, liquids, articles, products, materials, supplies, preparations, and other substances, derivatives, and by-products thereof, of every nature and description, and any and all inventions, devices, processes, discoveries, formulae, letters patent or applications thereof, copyrights, trademarks, trade names, trade symbols, labels, and designs, and other indications of origin or ownership, and all other rights, interests or privileges in any manner incidental thereto, and to manufacture, produce, process, refine, develop, exploit, purchase, or otherwise acquire, handle, distribute, sell, market and generally deal and trade in and with, goods, merchandise, and articles of commerce and personal property of every kind, nature and description.

(f) To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: DESIGNATION OF SECRETARY OF STATE AS AGENT. The Secretary of State is designated as the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him or her is PO Box 290, Johnstown, New York 12095.

FOURTH: CAPITAL STOCK. The aggregate number of shares



which the corporation shall have the authority to issue is two hundred shares of common stock having no par value.

FIFTH: PRINCIPAL OFFICE. The principal office of the Corporation is to be located in the County of Fulton, State of New York.

SIXTH: DURATION. The Corporation shall have perpetual existence.

SEVENTH: POWERS. The Corporation shall have the following powers:

(a) To purchase, receive, take by grant, gift, devise, bequest, or otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(b) To file statements and certificates required under New York State Law, including Section 130 of the General Business Law.

(c) To sell, convey, lease, exchange, transfer or otherwise dispose of, mortgage, or pledge, all or any of its property, or any interest therein, wherever situated.

(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal with, bonds or other obligations, shares or other securities or interest issued by others, whether engaged in similar or different business, government, or other activities.

(e) In furtherance of its corporate business and in accordance with Section 202 of the Business Corporation Law, to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, or other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property or any interest therein, wherever situated.

(f) To lend money, invest and reinvest its funds, and take and hold real personal property as security for the payment of funds so loaned or invested.

(g) To do business, carry on its operations, and have offices and exercise the powers granted by this chapter in any jurisdiction within or without the territory of the United States.

(h) To elect or appoint officers, employees, and other agents of the Corporation, define their duties,

fix their compensation of directors, and to indemnify corporate personnel.

(i) To adopt, amend or repeal by-laws relating to the business of the Corporation, the conduct of its shareholders, directors or officers.

(j) To make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof.

(k) To pay pensions, establish and carry out pensions, profit-sharing, share purchase, share option, savings, thrift, and other retirement, incentive and benefit plans, trusts, and provisions for any or all of its directors, officers, and employees.

(l) To purchase, receive, take or otherwise acquire, own, hold, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal in and with its own shares.

(m) In furtherance of its corporate business and in accordance with Section 202 of the Business Corporation Law, to be a promoter, partner, member, associate or manager of other business enterprises or ventures, or to the extent permitted in this or any other jurisdiction, to be a shareholder or an incorporator of other corporations of any type or kind.

(n) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

(o) In addition to the powers set forth above, the Corporation in furtherance of its corporate powers set forth above, shall have all the powers enumerated in Section 202 of the Business Corporation Law, subject to any limitations provided in the Business Corporation Law or in any other statute of the State of New York.

(12) The Certificate of Incorporation of Knight Oil Corporation is hereby restated in the manner set forth in the Plan of Merger quoted above.

(13) This Certificate of Merger is effective immediately upon its filing.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate of Merger this 28 day of November, 1995 and affirmed that the contents are true under penalties of perjury.

Knight Oil Corporation

By Michael L. Pozefsky  
Michael L. Pozefsky, President  
William Pozefsky  
William Pozefsky, Secretary

Wells Chemical Co., Inc.

By Michael L. Pozefsky  
Michael L. Pozefsky, President  
William Pozefsky  
William Pozefsky, Secretary

Medwill Chemical, Inc.

By Michael L. Pozefsky  
Michael L. Pozefsky, President  
William Pozefsky  
William Pozefsky, Secretary

Knight Chemical Corporation

By Michael L. Pozefsky  
Michael L. Pozefsky, President  
William Pozefsky  
William Pozefsky, Secretary

Knight Marketing Corporation

By Edward L. Brown  
Edward L. Brown, President  
William Pozefsky  
William Pozefsky, Secretary

FILING RECEIPT

ENTITY NAME : KNIGHT MARKETING CORPORATION

DOCUMENT TYPE : MERGER (DOM. BUSINESS) COUNTY: FULT  
STOCK COUNTY PURPOSES PROCESS NAME PROVISIONS

SERVICE COMPANY : \*\* NO SERVICE COMPANY \*\* SERVICE CODE: 00

CONSTITUENT NAME: KNIGHT MARKETING CORPORATION (ET AL)

FILED: 12/01/1995 DURATION: \*\*\*\*\* CASH #: 951201000471 FILM #: 951201000

ADDRESS FOR PROCESS

EFFECT D:

THE CORPORATION  
PO BOX 290  
JOHNSTOWN, NY 12095

12/01/19

REGISTERED AGENT



STOCK: 200 NPV

FILER	FEE	PAYMENTS	
ATTN: WILLIAM POZEFSKY	FILING :	60.00	CASH :
POZEFSKY, BRAMLEY & MURPHY	TAX :	0.00	CHECK :
90 STATE STREET	CERT :	0.00	BILLED:
ALBANY, NY 12207	COPIES :	0.00	
	HANDLING:	0.00	REFUND:

00S-1025 (11/89)



Department of the Treasury  
Internal Revenue Service  
ANDOVER, MA 05501

Date of this notice: SEP. 4, 1995  
Taxpayer Identifying Number 14-1443566  
Form: 2363 Tax Period:



For assistance you may  
call us at

1-800-829-1040 ST. OF

KNIGHT MARKETING CORP  
251 N COMRIE AVE  
JOHNSTOWN NY 12095-1501510

**WE CHANGED YOUR NAME AND/OR ADDRESS**

THANK YOU FOR YOUR CORRESPONDENCE. AS YOU REQUESTED, WE'VE MADE THE FOLLOWING  
CHANGES TO YOUR NAME AND/OR ADDRESS:

NAME AND ADDRESS PREVIOUSLY  
SHOWN ON YOUR ACCOUNT

NAME AND ADDRESS NOW  
SHOWN ON YOUR ACCOUNT

KNIGHT OIL CORP  
251 N COMRIE AVE  
JOHNSTOWN NY 12095-1501510

KNIGHT MARKETING CORP  
251 N COMRIE AVE  
JOHNSTOWN NY 12095-1501510

IF YOU DON'T AGREE WITH THIS CHANGE, PLEASE LET US KNOW.