



To the Honorable Commissioner of

101784762

attached original documents or copy thereof.

1. Name of conveying party(ies): **7-1301**
 The Jacobus Company
 Individual(s) Association
 General Partnership Limited
 Corporation-State WI Partnership
 Other:
 Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: April 18, 2001

2. Name and address of receiving party(ies):
 Name: Jacobus Energy, Inc.
 Internal Address:
 Street Address: P.O. Box 13009
 City: Milwaukee State: WI Zip: 53213-0009
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State WI
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment) Additional names(s) & address(es) attached?
 Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

Additional numbers attached?

B. Trademark registration No.(s)
 1,172,572
 1,173,617
 1,171,630
 1,169,610
 Yes No

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

Name: Brian G. Gilpin
Godfrey & Kahn, S.C.
 Internal Address:
 Street Address: 780 N. Water Street
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[4]

7. Total fee (37 CFR 3.41):\$ 115.00
 Enclosed
 Authorized to be charged to deposit account for any deficiencies

8. Deposit account number: 07-1509

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Brian G. Gilpin
 Name of Person Signing

Brian G. Gilpin
 Signature

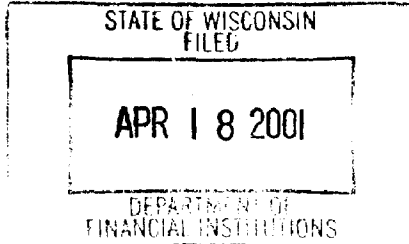
July 13, 2001
 Date

Total Number of pages, including cover sheet and attachments: [6]

STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS

2001 APR 17 10:01

ARTICLES OF MERGER
OF
THE JACOBUS COMPANY
WITH AND INTO
JACOBUS ENERGY, INC.



The undersigned officer of Jacobus Energy, Inc., a corporation organized under the laws of the State of Wisconsin, pursuant to Section 180.1105 of the Wisconsin Statutes, hereby certifies as follows:

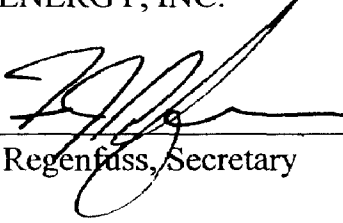
1. The Plan of Merger by and between The Jacobus Company, a Wisconsin corporation, and Jacobus Energy, Inc. is attached hereto as Exhibit A and made a part hereof.
2. All of the outstanding shares of Energy consisting of One Hundred (100) shares of no par value Common Stock are owned by The Jacobus Company.
3. Said Plan of Merger was adopted and approved by the Board of Directors and sole shareholder of The Jacobus Company on April 17th, 2001 in accordance with Section 180.1103 of the Wisconsin Statutes.
4. Said Plan of Merger was adopted and approved by the Board of Directors and sole shareholder of Jacobus Energy, Inc. on April 17th, 2001 in accordance with Section 180.1103 of the Wisconsin Statutes.
5. All provisions of the laws of the State of Wisconsin applicable to the proposed merger have been complied with.

IN WITNESS WHEREOF, Jacobus Energy, Inc. has caused these Articles of Merger to

be executed as of the day of April, 2001.

JACOBUS ENERGY, INC.

By: _____


Fred J. Regenfuss, Secretary

This instrument was drafted by:

John A. Dickens
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, WI 53202

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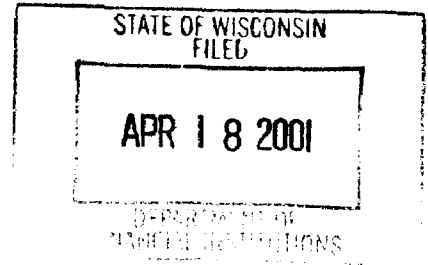


EXHIBIT A

PLAN OF MERGER OF THE JACOBUS COMPANY

WITH AND INTO

JACOBUS ENERGY, INC.

1. The names of the corporations proposing to merge are Jacobus Energy, Inc., a Wisconsin corporation, hereinafter referred to as "Energy" or the "Surviving Corporation" and The Jacobus Company, a Wisconsin corporation, hereinafter referred to as "Jacobus."

2. Jacobus shall merge with and into Energy and the Surviving Corporation shall exist by virtue and under the laws of the State of Wisconsin. The corporate identity, existence, purpose, powers, franchises, rights and immunities of Energy shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purpose, powers, franchises, rights and immunities of Jacobus shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Jacobus, except insofar as it may be continued by reason of the Wisconsin Statutes, shall cease upon this Plan of Merger becoming effective and thereupon Jacobus and the Surviving Corporation shall become a single corporation.

3. The Articles of Incorporation of Energy on the Effective Date (as hereinafter defined) of the merger shall be and remain the Articles of Incorporation of the Surviving Corporation.

4. On the Effective Date of the merger, all of the issued and outstanding common stock of Jacobus shall be deemed to be cancelled without further consideration. The sole shareholder of the One Dollar (\$1.00) par value Common Stock of Jacobus shall surrender to the Surviving Corporation stock certificates representing shares of stock of Jacobus in exchange for the One

Hundred (100) shares of the no par value Common Stock of Energy held by Jacobus prior to the Effective Date of the merger.

5. The By-Laws of Energy as they exist on the Effective Date of the merger shall be and remain the By-Laws of the Surviving Corporation until altered, amended or repealed as provided therein.

6. The Board of Directors of Energy prior to the merger shall, upon the Effective Date of the merger, be and remain the Board of Directors of the Surviving Corporation, and they shall hold office until the next annual meeting of the Sole Shareholder of the Surviving Corporation and/or until their successors are duly elected and qualified.

7. The officers of Energy prior to the date of merger shall, upon the Effective Date of the merger, be and remain the officers of the Surviving Corporation, and they shall hold office until their respective successors are duly elected and qualified.

8. The first annual meeting of the Sole Shareholder of the Surviving Corporation held after the Effective Date of the merger shall be the annual meeting provided by the By-Laws of Energy. The first regular meeting of the Board of Directors of the Surviving Corporation held after the Effective Date of the merger shall be convened in a manner provided in the By-Laws of Energy and may be held at the time and place specified in the notice of meeting.

9. This Plan of Merger shall become effective upon filing with the Wisconsin Department of Financial Institutions, herein sometimes referred to as the "Effective Date." On such Effective Date, the separate existence of Jacobus shall cease and it shall be merged with and into Energy in accordance with the provisions of this Plan of Merger.

10. Notwithstanding anything contained herein to the contrary, this Plan of Merger may be terminated and abandoned by the Boards of Directors of Jacobus or Energy at any time prior

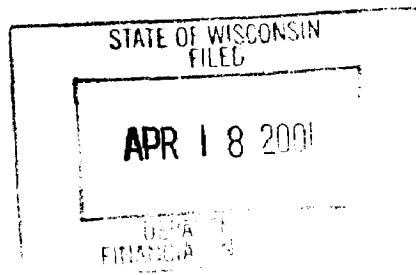
to the filing of the Articles of Merger, if the Boards of Directors of Jacobus or Energy should decide that it would not be in the best interest of the Surviving Corporation. The Boards of Directors of Jacobus and Energy have determined that the merger would permit the Surviving Corporation to realize operating economies and increased growth potential as well as other administrative and management efficiencies benefiting each corporation and its shareholder.

11. Pending the completion of the merger, no dividend shall be paid or other distributions made to the holders of the stock of Jacobus or Energy.

12. On the Effective Date, the Surviving Corporation shall, without other transfer, succeed to and have all the rights, privileges, immunities and franchises and the Surviving Corporation shall be subject to all the restrictions, disabilities and duties of Jacobus, and all property, real, personal and mixed, and all debts due to Jacobus on whatever account, including stock subscriptions to shares as well as other choses in actions shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, franchises and each and every other interests shall be thereafter as effectively the property of the Surviving Corporation as they were of Jacobus.

13. This merger shall constitute a complete liquidation under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and corresponding provisions of the Wisconsin Statutes.

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NOT RETURN TO

STATE OF WISCONSIN