

11-05-2002

FACSIMILE OF FORM PTO-1594 (Rev. 03/01)



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U.S. DEPARTMENT OF COMMERCE PATENT AND TRADEMARK OFFICE

OMB No. 0651 (exp. 5/31/2002)

102272329

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 J. C. Kinley Co. 10-30-02

Individual Association
 General Partnership Limited Partnership
 Corporation-State Texas
 Other:

Additional name(s) conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Kinley Corp.
 Internal Address: _____
 Street Address: One East First Street
 City: Reno State: Nevada Zip: 89501

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 26, 1990

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 name(s) & address(es) attached? Yes No

4. Application Number(s) or registration number(s)

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,327,744

Additional number(s) attached Yes No

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

NAME: Ben D. Tobor
 Internal Address: 28408.008
 Street Address: Bracewell & Patterson, L.L.P.
PO Box 61389
 City: Houston State: Texas Zip: 77208-1389

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (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.

Ben D. Tobor [Signature] 10/23/02
 Signature Date Signed

Total number of pages including cover sheet, attachments, and documents: 9

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002610 FRAME: 0511

FILED

1 of # 2

IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

OCT 29 1990

FILING FEE- 75.00 TS
REC. #C66083
CT CORPORATION SYSTEM
HOUSTON TX
C/O CT RENO,
VI MILLER

FRANKIE BUE DEL PAPA SECRETARY OF STATE

**AGREEMENT OF MERGER
OF**

Frankie Bue Del Papa
5487-81

**J. C. KINLEY CO., a Texas Corporation,
KINLEY CALIPER CO., a Texas Corporation,
CALIPER REPORT CO., a Texas Corporation, and
AMERICAN FEEL AND TELL CO., a Texas Corporation**

INTO

KINLEY CORP., a Nevada Corporation

AGREEMENT OF MERGER executed this 26th day of October, 1990, by and among J. C. KINLEY CO., KINLEY CALIPER CO., CALIPER REPORT CO. and AMERICAN FEEL AND TELL CO., each a Texas corporation (collectively referred to herein as the "Non-Surviving Corporations"), and their respective Board of Directors, and KINLEY CORP., a Nevada corporation (hereinafter sometimes referred to as the "Surviving Corporation").

WHEREAS, each of the Non-Surviving Corporations are corporations of the State of Texas with each of their registered offices located therein at 5815 Royalton Street, Houston, Harris County, Texas 77081; and

WHEREAS, KINLEY CORP. is a corporation of the State of Nevada with its principal office therein located at One East First Street, Reno, Washoe County, Nevada 89501; and

WHEREAS, the laws of the State of Texas permit a merger of a corporation of that state with and into a corporation of the State of Nevada; and

WHEREAS, the Non-Surviving Corporations, KINLEY CORP. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge each of the Non-Surviving Corporations with and into KINLEY CORP. pursuant to the provisions of the laws of the State of Texas and the laws of the State of Nevada upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon for submission to the stockholders of each of the Non-Surviving Corporations and of KINLEY CORP. as required by the laws of the State of Texas and by the laws of the State of Nevada, as hereinafter in this Agreement set forth.

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REEL: 002610 FRAME: 0512

1. Each of the Non-Surviving Corporations are hereby merged with and into KINLEY CORP., which shall be the continuing and resulting corporation and shall be governed by the laws of the State of Nevada.

2. The Articles of Incorporation of KINLEY CORP. shall be the Articles of Incorporation of the Surviving Corporation and all of the terms and provisions thereof are hereby incorporated in this Agreement of Merger with the same force and effect as if herein set forth in full; and, from and after the effective date of the merger said Articles of Incorporation shall be the Articles of Incorporation of the Surviving Corporation.

3. The present Bylaws of KINLEY CORP. shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until altered or amended as therein provided under the authority of the laws of the State of Nevada.

4. The names of the members of the Board of Directors and of the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation are as follows:

J. C. Kinley	Chairman of the Board and Director
Harry E. Dieckman	President and Director
Karl S. Kinley	Vice President and Director
Edith P. Kinley	Secretary-Treasurer and Director

5. The Surviving Corporation shall not issue any of its shares of capital stock for the issued shares of stock of the Non-Surviving Corporations inasmuch as the Non-Surviving Corporations are owned by the Surviving Corporation and, therefore, the shareholders of the Surviving Corporation effectively own an equal proportion of the issued shares of the Non-Surviving Corporations. All of the issued shares of the Non-Surviving Corporations shall, upon the effective date of the merger, be surrendered and canceled. The shares of capital stock of the Surviving Corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of capital stock of the Surviving Corporation.

6. The Agreement of Merger herein made and entered into shall be submitted to the stockholders of each of the Non-Surviving Corporations and of the Surviving Corporation for their adoption or rejection in the manner prescribed by the laws of the State of Texas and by the laws of the State of Nevada, as the case may be.

7. In the event that this Agreement of Merger shall have been adopted by the stockholders of the Non-Surviving Corporations in accordance with the provisions of the laws of the State of Texas and shall have been adopted by the stockholders of the Surviving Corporation in accordance with the provisions of the laws of the State of Nevada, then the Non-Surviving Corporations and the Surviving Corporation agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Texas and by the laws of the State of Nevada, and that they will cause to be performed all necessary acts within the State of Texas and within the State of Nevada and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the constituent corporations are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or the merger herein provided for.

9. The effective date in the State of Nevada of the merger herein provided for shall be the date upon which this Agreement of Merger is accepted for filing by the Secretary of State of the State of Nevada and Articles of Merger are accepted for filing by the Secretary of State of the State of Texas.

Executed this 26th day of October, 1990.

KINLEY CORP.

BY: 
Harry E. Dieckman, President

BY: 
Edith P. Kinley, Secretary

J. C. KINLEY CO.

BY: 
Harry E. Dieckman, President

By: Edith P. Kinley
Edith P. Kinley, Secretary

KINLEY CALIPER CO.

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

By: Edith P. Kinley
Edith P. Kinley, Secretary

CALIPER REPORT CO.

By: J. C. Kinley
J. C. Kinley, President

By: Edith P. Kinley
Edith P. Kinley, Secretary

AMERICAN FEEL AND TELL CO.

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

By: Edith P. Kinley
Edith P. Kinley, Secretary

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

I, the undersigned authority, a notary public, do hereby certify that on this 26th day of October, 1990, personally appeared before me Harry E. Dieckman, who declared he is President of KINLEY CORP., a Nevada corporation, and being first duly sworn, acknowledge that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Kay Storseth
Notary Public in and
The State of T E X A S

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

I, the undersigned authority, a notary public, do hereby certify that on this 26th day of October, 1990, personally appeared before me Harry E. Dieckman, who declared he is President of J. C. KINLEY CO., a Texas corporation, and being first duly sworn, acknowledge that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Kay Storseth
Notary Public in and
The State of T E X A S

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, the undersigned authority, a notary public, do hereby certify that on this 26th day of October, 1990, personally appeared before me Harry E. Dieckman, who declared he is President of KINLEY CALIPER CO., a Texas corporation, and being first duly sworn, acknowledge that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Kay Storseth

Notary Public in and
The State of T E X A S

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, the undersigned authority, a notary public, do hereby certify that on this 26th day of October, 1990, personally appeared before me J. C. Kinley, who declared he is President of CALIPER REPORT CO., a Texas corporation, and being first duly sworn, acknowledge that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Kay Storseth

Notary Public in and
The State of T E X A S

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, the undersigned authority, a notary public, do hereby certify that on this 26th day of October, 1990, personally appeared before me Harry E. Dieckman, who declared he is President of AMERICAN FEEL AND TELL CO., a Texas corporation, and being first duly sworn, acknowledge that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Kay Storseth
Notary Public in and
The State of T E X A S

BWA129:17.WP
10-23-90/81-090-01

CERTIFICATION

It is hereby certified that the foregoing Agreement of Merger by and among the Non-Surviving Corporations (as defined therein) and KINLEY CORP., as unanimously authorized by the directors of each of the Non-Surviving Corporations and KINLEY CORP., was authorized, adopted, and approved in respect of the Non-Surviving Corporations in accordance with the laws under which they were formed, and in respect of KINLEY CORP. by the requisite proportion of the stockholders of KINLEY CORP. pursuant to the provisions of Nevada General Corporation Law.

Executed this 26th day of October, 1990.

KINLEY CORP.

By: Edith P. Kinley
Edith P. Kinley, Secretary

J. C. KINLEY CO.

By: Edith P. Kinley
Edith P. Kinley, Secretary

KINLEY CALIPER CO.

By: Edith P. Kinley
Edith P. Kinley, Secretary

CALIPER REPORT CO.

By: Edith P. Kinley
Edith P. Kinley, Secretary

AMERICAN FEEL AND TELL CO.

By: Edith P. Kinley
Edith P. Kinley, Secretary

BWA130:52.wp/db
81-090-01:10/25/90

TRADEMARK

RECORDED: 10/30/2002

REEL: 002610 FRAME: 0519