

01-24-2003



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇌ ⇌ ⇌ ▼

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

1. Name of conveying party(ies):

M.D. Industries, Inc. 1-21-03

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

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

3. Nature of conveyance:

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

Execution Date: 08/07/2001

2. Name and address of receiving party(ies)

Name: MD Industries Acquisition LLC

Internal Address: _____

Street Address: 201 Main Street, Suite 1900

City: Fort Worth State: TX Zip: 76102

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Limited Liability Company - Delaware

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) none

B. Trademark Registration No.(s) 1,073,661 and

1,660,048

Additional number(s) attached Yes No

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

Name: Fulbright & Jaworski L.L.P.

Internal Address: Linda M. Merritt

Street Address: 2200 Ross Avenue,

Suite 2800

Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

- not applicable -

01/23/2003

DBYRNE

0000077-1073661

40.00 OP
25.00 OP

DO NOT USE THIS SPACE

9. Signature.

Linda M. Merritt
Name of Person Signing

Linda M. Merritt
Signature

1/13/2003
Date

Total number of pages including cover sheet, attachments, and document: 5

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

OFFICE OF RECORDS
FINANCE SECTION
JAN 21 AM 7:45

TRADEMARK
REEL: 002654 FRAME: 0664

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "MD INDUSTRIES ACQUISITION LLC" AS RECEIVED AND FILED IN THIS OFFICE.

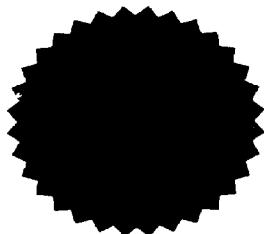
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TENTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE SEVENTH DAY OF AUGUST, A.D. 2001, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SEVENTH DAY OF AUGUST, A.D. 2001, AT 11:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3390909 8100H

AUTHENTICATION: 1828958

020381119

DATE: 06-13-02

TRADEMARK

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CERTIFICATE OF FORMATION

OF

MD INDUSTRIES ACQUISITION LLC

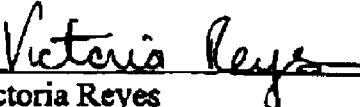
THE UNDERSIGNED, an authorized natural person, for the purpose of forming a limited liability company under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code, as amended (the "Delaware Limited Liability Company Act")), hereby certifies that:

FIRST: The name of the limited liability company is MD Industries Acquisition LLC (the "Company").

SECOND: The address of the registered office and the name of the registered agent of the Company for service of process at such address, as required to be maintained by § 18-104 of the Delaware Limited Liability Company Act, are as follows:

Corporation Service Company
2711 Centerville Road, Suite 400
Wilmington, Delaware 19808

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 10th day of May, 2001.


Victoria Reyes
c/o Fulbright & Jaworski L.L.P.
2200 Ross Avenue, Suite 2800
Dallas, Texas 75201

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/10/2001
010227423 - 3390909

CERTIFICATE OF MERGER

of

M.D. Industries, Inc.

with and into

MD Industries Acquisition LLC

(Under Section 18-209 of the Delaware Limited Liability Company Act)

The undersigned limited liability company organized and existing under and by virtue of the laws of the state of Delaware, DOES HEREBY CERTIFY:

1. That the name and jurisdiction of formation or organization of each of the constituent entities of the merger are as follows:

| <u>Name</u> | <u>State of Formation/Organization</u> |
|-------------------------------|--|
| M.D. Industries, Inc. | Delaware |
| MD Industries Acquisition LLC | Delaware |

2. That an agreement and plan of merger (the "Agreement of Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act and Section 264(c) of the Delaware General Corporation Law.

3. That the name of the surviving entity of the merger is M.D. Industries Acquisition LLC, a Delaware limited liability company.

4. That the executed Agreement of Merger is on file at an office of the surviving limited liability company at 201 Main Street, Suite 1900, Fort Worth, Texas 76102.

5. That a copy of the Agreement of Merger will be furnished by the surviving limited liability company, on request and without cost, to any stockholder, member, or other person holding an interest of either of the constituent entities.

6. That this Certificate of Merger shall be effective as of 11:58 P. M. on August 7, 2001.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 08/07/2001
010384985 - 3390909

EXECUTED to be effective August 7, 2001.

MD INDUSTRIES ACQUISITION LLC,
a Delaware limited liability company

By: 
Name: JOHN S. COCHRAN
Title: VICE PRESIDENT

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

2200 ROSS AVENUE, SUITE 2800

DALLAS, TEXAS 75201-2784

WWW.FULBRIGHT.COM

LMERRITT@FULBRIGHT.COM
DIRECT DIAL: (214) 855-8331

TELEPHONE: (214) 855-8000
FACSIMILE: (214) 855-8200

January 14, 2003

VIA FIRST CLASS MAIL

Commissioner of Patent & Trademarks
Box Assignments
Washington, D.C. 20231

Re: Request for Recordation of Merger Document
Matter No. 063138/10204862

Dear Sir or Madam:

Enclosed for recordation are the following documents:

1. Recordation cover sheet;
2. Copy of corporate documents including Certificate of Merger of M.D. Industries, Inc. with MD Industries Acquisition LLC, the resulting entity and trademark assignee being MD Industries Acquisition LLC; and
3. Our check in the amount of \$65.00 for the filing fee associated with correcting recordation affecting two (2) registrations. If for any reason the enclosed payment is insufficient, please charge any additional fees to Deposit Account No. 06-2380.

Very truly yours,



Linda M. Merritt

LMM/dcj
Enclosure

25246639.1

JUSTIN • DALLAS • HONG KONG • HOUSTON • LONDON • LOS ANGELES • MINNEAPOLIS • MUNICH • NEW YORK • SAN ANTONIO • WASHINGTON DC

TRADEMARK

RECORDED: 01/21/2003

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