

11-21-2003

IEET

Docket No.:

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41004/310

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102580371

MRD
11/21/03

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Enefco International, Ltd.

- Individual(s)
- General Partnership
- Corporation-State Maine
- Other _____

- Association
- Limited Partnership

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

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

Name: Enefco USA, Inc.

Internal Address: c/o Odyssey Bay Ventures, Inc.

Street Address: 3 Hitchcock Farm Road

City: Andover State: MA ZIP: 01810

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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: 11/14/2003

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

A. Trademark Application No.(s)

76/470,912
76/470,913

B. Trademark Registration No.(s)

2,742,854 2,387,477 2,419,765
2,443,135 2,419,764 2,764,035

Additional numbers Yes No

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

Name: Peter E. Nussbaum

Internal Address: Wolf & Samson PC

Street Address: One Boland Drive

City: West Orange State: NJ ZIP: 07052

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

8

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

- Enclosed
- Authorized to be charged to deposit account

(Fee Paid)

8. Deposit account number:

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.

Peter E. Nussbaum
Name of Person Signing

[Signature]
Signature

11/21/03
Date

Total number of pages (including cover sheet, attachments, and

4

Mail documents to be recorded with required cover sheet information to:
Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

Filing Fee \$80.00

STATE OF MAINE
 ARTICLES/CERTIFICATE OF MERGER
 OR
 SHARE EXCHANGE

File No. 20040344 F Pages 7
 File No. 19920282 D
 Fee Paid \$ 80
 DCN 2033231500032 MERG
 ---FILED--- EFFECTIVE---
 11/19/2003 11/19/2003

Jules R. Signa
 Deputy Secretary of State

A True Copy When Attested By Signature
Jules R. Signa
 Deputy Secretary of State

Pursuant to 13-C M.R.S.A. §§1106 and 1107, 31 M.R.S.A. §417 and/or 31 M.R.S.A. §741-A the undersigned survivor of the merger or the acquiring corporation in a share exchange executes and delivers the following Articles/Certificate of Merger or Share Exchange:

FIRST: The names, type of entity, jurisdiction of the parties involved in the merger or share exchange and the date on which the merger or share exchange occurred or is to be effective (attach additional pages, if necessary):

Name	Type of Entity	Jurisdiction	Date
Enefco International, Ltd.	Corporation	Maine	(upon filing)
Enefco USA, Inc.	Corporation	Delaware	(upon filing)

SECOND: The name of the surviving entity is Enefco USA, Inc.

THIRD: The surviving entity is not a domestic corporation and the executed agreement or plan of merger is on file at the principal place of business of the surviving business entity. A copy of the agreement or plan of merger will be furnished by the surviving entity, on request and without cost, to any shareholder of any constituent corporation and any record owner of interests in any other business entity that participated in the merger. The address of each place of business is as follows:

FOURTH: (X "one box only")

If the originating document of the survivor of a merger is an amended, the amendments to the survivor's originating document set forth in Exhibit A attached hereto and made a part hereof.

If the result of the merger or share exchange creates a new entity, attached is Exhibit _____ which contains all the provisions required to be set forth in its public organic documents with any other desired provisions that are permitted.

For a Domestic Business Corporation, attach form M BCA-6-1.
 For a Domestic Limited Liability Company, attach form M LLC-6-1.
 For a Domestic Limited Partnership, attach form M LPA-6-1.

FIFTH : The firm effective date of the articles/certificate of merger or share exchange (if other than the date of filing of the articles/certificate of merger or share exchange) is N/A

SIXTH : (X " if applicable)

- The plan was duly approved by the shareholders and, if voting by any separate voting group was required, by each separate group in the manner required by this Act and the corporation's articles of incorporation.
- The plan of merger or share exchange did not require approval by the shareholders.

SEVENTH : (X " if applicable)

- The participation of the foreign corporation was duly authorized as required by the organic law of the corporation.
- The participation of the eligible entity was duly authorized as required by the organic law of that entity.

EIGHTH : When a merger becomes effective, a foreign corporation or a foreign other entity that is the survivor of the merger is deemed to appoint the Secretary of State as its agent for service of process in a proceeding to enforce the rights of shareholders of each domestic corporation that is a party to the merger who exercise appraisal rights. The foreign corporation or the foreign other entity shall provide the mailing address to which the Secretary of State may mail a copy of any process served on the Secretary of State.

c/o PHS Corporation Services, Inc., 1201 Market St., Suite 1600, Wilmington, DE 19801

(mailing address)

NINTH : The foreign corporation or foreign other entity agrees that it will promptly pay the amount, if any, to which the shareholders are entitled under chapter 13 of Title 13-C.

TENTH : The merger was effected in compliance with the laws applicable to mergers of all parties to the merger.

ELEVENTH : There is an agreement that the surviving corporation or other business entity shall continue to comply with all provisions of all laws applicable to mergers of all parties to the merger, including, without limitation, provisions on payment of amounts to which dissenting shareholders are entitled.

Must Be Completed By The First Participant To The Merger

Eneco International, Ltd., a Maine corporation

(name and type of participating business entity)

11/14/2003
(dated)

BT Young
(authorized signature)

(authorized signature)

BRADLEY A. YOUNG President
(type or print name and capacity)

(type or print name and capacity)

Must Be Completed By The Second Participant To The Merger

Eneco USA, Inc., a Delaware corporation

(name and type of participating business entity)

11/14/2003
(dated)

BT Young
(authorized signature)

(authorized signature)

BRADLEY A. YOUNG President
(type or print name and capacity)

(type or print name and capacity)

Must Be Completed By The Third Participant To The Merger

(name and type of participating business entity)

(dated)

(authorized signature)

(type or print name and capacity)

(authorized signature)

(type or print name and capacity)

(Copy this page, and modify participant number, if more signature spaces are needed.)

Instructions For Required Signatures

Corporations

If this is a corporation, this document **MUST** be signed by an officer or other duly authorized representative on behalf of each party. (Title 13-C, §1106.1)

Limited Partnerships

If this is a limited partnership, this document **MUST** be signed by

- (1) at least one general partner OR
- (2) any duly authorized person.

The execution of this certificate constitutes an oath or affirmation, under the penalties of false swearing under Title 17-A, §453.

Limited Liability Companies

If this is a limited liability company, this document **MUST** be signed by

- (1) at least one manager OR
- (2) at least one member if the limited liability company is managed by the members OR
- (3) any duly authorized person.

The execution of this certificate constitutes an oath or affirmation, under the penalties of false swearing under Title 17-A, §453.

Please remit your payment made payable to the Maine Secretary of State.

**SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101**

FORM NO. MBCA-10 (3 of 3) Rev. 10/2/2003

TEL. (207) 624-7740