

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Fritz Chemical Company
P.O. Box 17087
Dallas, TX 75217

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) June 30, 1993

- Assignment
- Security Agreement
- Other Amended & Restated Articles of Inc.
- Merger
- Change of Name

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

Additional names, addresses, or citizenship attached? Yes No

Name: Fritz Industries, Inc.
 Internal Address: _____
 Street Address: 500 Sam Houston Road
 City: Mesquite
 State: TX
 Country: USA Zip: 75104

- Association
- General Partnership
- Limited Partnership
- Corporation
- 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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

815,691

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is not known):

FRITZTILE

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

Name: Kay Lyn Schwartz

Internal Address: Gardere Wynne Sewell LLP

Street Address: 1601 Elm Street
Suite 3000

City: Dallas

State: Texas Zip: 75201-4761

Phone Number: 214-999-4702

Fax Number: 214-999-3623

Email Address: ip@gardere.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 07-0153

Authorized User Name Kay Lyn Schwartz

9. Signature:

Kay Lyn Schwartz
Signature

9-16-03
Date

Kay Lyn Schwartz
Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

FRITE CHEMICAL CO.FILED
In the Office of the
Secretary of State of Texas

JUL 6 1993

ARTICLE ONE

Corporations Section

Frite Chemical Co., a Texas corporation (the "Corporation"), pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts restated articles of incorporation which accurately copy the articles of incorporation and all amendments thereto that are in effect to date and as further amended by such amended and restated articles of incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

The articles of incorporation of the Corporation, as amended, are further amended by the amended and restated articles of incorporation as follows:

- (a) Article One is amended to read as set forth in Article One hereof, Article Three is amended to read as set forth in Article Three hereof and Article Four is amended to read as set forth in Article Four hereof; and
- (b) new Articles Nine, Ten, Eleven, Twelve, Thirteen and Fourteen are added.

ARTICLE THREE

Each such amendment made by the amended and restated articles of incorporation of the Corporation has been effected in conformity with the provisions of the Texas Business Corporation Act and such amended and restated articles of incorporation and each such amendment made by the amended and restated articles of incorporation of the Corporation were duly adopted by the shareholders of the Corporation on the 30th day of June, 1991.

ARTICLE FOUR

The number of shares outstanding was 51,394 the number of shares entitled to vote on the amended and restated articles of incorporation as so amended was 48,506 the

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number of shares voted for such amended and restated articles as so amended was unanimous and the number of shares voted against such amended and restated articles as so amended was -0-

ARTICLE FIVE

The articles of incorporation and all amendments and supplements thereto are hereby superseded by the following amended and restated articles of incorporation which accurately copy the entire text thereof and as amended as above set forth:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FRITZ CHEMICAL CO.**

ARTICLE ONE

The name of the Corporation is Fritz Industries, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful businesses for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 100,000, par value \$10.00 per share, designated Common Stock. Each share of such Common Stock shall have identical rights and privileges in every respect.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of Ten Thousand Dollars (\$10,000.00), consisting of money, labor done or property actually received, which sum is at least equal to ten per cent (10%) of the total capitalization of said corporation and not less than One Thousand Dollars (\$1,000).

ARTICLE SIX

The post office address of its registered office is 501 San Houston Road, Mesquite, Texas 75149 and the name of its registered agent at such address is Charles Frederick Weisend.

ARTICLE SEVEN

The number of directors constituting the Board of Directors is three (3), and the names and addresses of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

C. Frederick Weisend, 500 San Houston Road, Mesquite, Texas 75149

Martha Barnes Weisend, 500 San Houston Road, Mesquite, Texas 75149

Cesar Ricci, 500 San Houston Road, Mesquite, Texas 75149

ARTICLE EIGHT

The names and addresses of the incorporators are:

ARTICLE NINE

No holder of any shares of capital stock of the Corporation, whether now or hereafter authorized, shall, as such holder, have any preemptive or preferential right to receive, purchase, or subscribe to (a) any unissued or treasury shares of any class of stock (whether now or hereafter authorized) of the Corporation, (b) any obligations, evidences of indebtedness, or other securities of the Corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase, or subscribe to, any such unissued or treasury shares, (c) any right of subscription to or to receive, or any warrant or option for the

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purchase of, any of the foregoing securities, or (d) any other securities that may be issued or sold by the Corporation.

ARTICLE TEN

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision or to subject any director or officer to any liability that he would not be subject to in the absence of this provision.

ARTICLE ELEVEN

The Corporation shall have the power and authority to indemnify any person to the fullest extent permitted by law.

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ARTICLE TWELVE

Any action of the Corporation which, under the provisions of the Texas Business Corporation Act or any other applicable law, is required to be authorized or approved by the holders of any specified fraction which is in excess of one-half or any specified percentage which is in excess of fifty percent of the outstanding shares (or of any class or series thereof) of the Corporation shall, notwithstanding any law, be deemed effectively and properly authorized or approved if authorized or approved by the vote of the holders of more than fifty percent of the outstanding shares entitled to vote thereon (or, if the holders of any class or series of the Corporation's shares shall be entitled by the Texas Business Corporation Act or any other applicable law to vote thereon separately as a class, by the vote of the holders of more than fifty percent of the outstanding shares of each such class or series). Without limiting the generality of the foregoing, the foregoing provisions of this Article Twelve shall be applicable to any required shareholder authorization or approval of: (a) any amendment to these articles of incorporation; (b) any plan of merger, share exchange, or reorganization involving the Corporation; (c) any sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the Corporation; and (d) any voluntary dissolution of the Corporation.

Directors of the Corporation shall be elected by a plurality of the votes cast by the holders of shares entitled to vote in the election of directors of the Corporation at a meeting of shareholders at which a quorum is present.

Except as otherwise provided in this Article Twelve or as otherwise required by the Texas Business Corporation Act or other applicable law, with respect to any matter, the affirmative vote of the holders of a majority of the Corporation's shares entitled to vote on that matter and represented in person or by proxy at a meeting of shareholders at which a quorum is present shall be the act of the shareholders.

Nothing contained in this Article Twelve is intended to require shareholder authorization or approval of any action of the Corporation whatsoever unless such approval is specifically required by the other provisions of these articles of incorporation, the bylaws of the Corporation, or by the Texas Business Corporation Act or other applicable law.

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ARTICLE THIRTEEN

To the fullest extent permitted by applicable law, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article Thirteen does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (i) a breach of the director's duty of loyalty to the Corporation or its shareholders;
- (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute.

Any repeal or amendment of this Article Thirteen by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article Thirteen, a director shall not be liable to the Corporation or its shareholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Texas Miscellaneous Corporation Law Act or the Texas Business Corporation Act.

The foregoing provisions of this Article Thirteen shall not authorize the elimination or limitation of the liability of a director of the Corporation for any act or omission occurring prior to August 31, 1987.

ARTICLE FOURTEEN

Any action which may be taken, or which is required by law or the Articles of Incorporation or bylaws of the Corporation to be taken, at any annual or special meeting of shareholders may be

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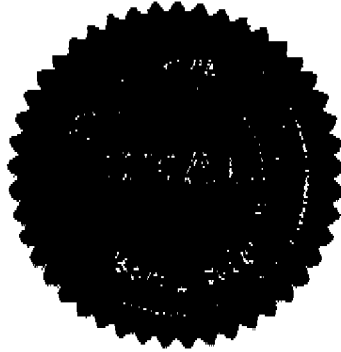
taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

Dated: June 30, 1993.

FAIRTS CHEMICAL CO.

By: *C. Frederick Weisen*
C. Frederick Weisen

Title: President



Anita Walker
Anita Walker

Title: Corporate Secretary