

To the Honorable Commissioner of

1 original documents or copy thereof.

101395840
MAY 26 2000

1. Name of conveying party(ies):

Kinetics Technology International Corporation

- Individual(s)
- General Partnership
- Corporation
- 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: June 14, 1999

Name and address of receiving party(ies):

Technip USA Corporation
650 Cienega Avenue
San Dimas, California 91773

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

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

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

A. Trademark Application No.(s):

B. Trademark Reg. No.(s):

428,712; 601,656; 1,394,710; 1,404,502; 1,458,121; 1,865,219

Additional numbers attached Yes No

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

Harriet E. Perkins, Esq.
Seidel, Gonda, Lavorgna & Monaco, P.C.
Suite 1800 Two Penn Center Plaza
Philadelphia, PA 19102

Attorney Docket No. 7458-AFF

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41)

\$165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 19-1135

DO NOT USE THIS SPACE

9. 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.

HARRIET E. PERKINS

Name of Person Signing

Harriet E. Perkins

Signature

24 May 2000

Date

Total number of pages including cover sheet, attachments and document: 3

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

07/03/2000 DNGUYEN 00000251 191135 428712

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 CH
125.00 CH

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING KTI FISH INC.
INTO KINETICS TECHNOLOGY INTERNATIONAL CORPORATION
(Pursuant to Section 253 of the General
Corporation Law of the State of Delaware)**

Kinetics Technology International Corporation, a corporation organized and existing under the laws of Delaware (the "Corporation"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "GCL"), hereby certifies:

FIRST: That this Corporation was incorporated on January 15, 1974 pursuant to the GCL.

SECOND: That the Corporation owns of record all of the outstanding shares of stock of KTI Fish Inc., a corporation incorporated on April 21, 1995 pursuant to the GCL.

THIRD: That the Corporation by unanimous written consent of the Board of Directors of the Corporation dated June 14, 1999, adopted the following resolutions:

"THREE That the Corporation shall merge its wholly owned subsidiary KTI Fish Inc. into the Corporation and as the surviving corporation it will assume all of said subsidiary's liabilities and obligations.

"FOUR That this Corporation change its corporate name by changing Article 1 of the Certificate of Incorporation of this Corporation to read as follows:

Article 1. The name of the Corporation is Technip USA Corporation.

"FIVE That each officer of the Corporation be and hereby is authorized and directed to take all such further action and to execute,

deliver and file in the Office of the Secretary of State of Delaware and such other places as may be required by law, all such agreements, certificates, including a Certificate of Ownership and Merger, consents and other papers on behalf of the Corporation and under its corporate seal or otherwise, to pay all such expenses and to make all such filings as such officer deems necessary or appropriate, proper or advisable to effectuate the intent of the foregoing Resolutions Three and Four."

FOURTH: That the effective time of the merger contemplated by the above referenced resolution shall be 12:01 a.m., Delaware time on July 1, 1999.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed and this certificate to be signed by its duly authorized officer as of June 16, 1999.



**KINETICS TECHNOLOGY
INTERNATIONAL CORPORATION**

By _____
A. Theeuws
Secretary