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04-17-2002

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(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102057189

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

1. Name of conveying party(ies):

Pennzoil Products Company,
a Nevada Corporation

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

2. Name and address of receiving party(ies)
Name: Pennzoil Products Company,
a Delaware Corporation
Internal Address: _____

Street Address: 700 Milam

City: Houston State: TX Zip: 77002
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Change State of Incorporation

Execution Date: 3/27/98

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: _____
A. Patent Application No.(s) _____
B. Patent No.(s) 5,500,456 and 4,970,242
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Pennzoil-Quaker State Company
Internal Address: Legal Department

Street Address: 700 Milam

City: Houston State: TX Zip: 77002

6. Total number of applications and patents involved: 2
7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:

OFFICE OF PATENT AND TRADEMARK RECORDS
FINANCE SECTION
700 MILAM - 11/10/01

DO NOT USE THIS SPACE

9. Signature.
Margaret A. Squire
Name of Person Signing
Signature: *Margaret A. Squire*
Date: *March 16, 2002*

04/16/2002 JJALLAN2 00000033 100447 5500456
15.00 Margaret A. Squire 65.00.00

Total number of pages including cover sheet, attachments, and documents: 4

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

PATENT
REEL: 012785 FRAME: 0079

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PENNZOIL PRODUCTS COMPANY", A NEVADA CORPORATION,
WITH AND INTO "PPC REINCORP COMPANY" UNDER THE NAME OF
"PENNZOIL PRODUCTS COMPANY", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MARCH, A.D.
1998, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2876440 8100M

AUTHENTICATION: 1225462

010321775

DATE: 07-03-01

PATENT
REEL: 012785 FRAME: 0080

CERTIFICATE OF MERGER

merging

PENNZOIL PRODUCTS COMPANY
(a Nevada corporation)

with and into

PPC REINCORP COMPANY
(a Delaware corporation)
(under the name PENNZOIL PRODUCTS COMPANY)

PPC Reincorp Company, a Delaware corporation, DOES HEREBY CERTIFY:

1. The name and state of incorporation of each of the constituent corporations
are:

Pennzoil Products Company, a Nevada corporation; and
PPC Reincorp Company, a Delaware corporation.

2. An agreement of merger has been approved, adopted, certified, executed
and acknowledged by each of the constituent corporations in accordance with Section 252(c) of
the General Corporation Law of the State of Delaware.

3. The surviving corporation is PPC Reincorp Company, a Delaware
corporation, the name of which shall be changed in accordance with the amendment to its
certificate of incorporation hereinafter described.

4. The Certificate of Incorporation of the surviving corporation is amended by
changing Article I thereof to read in its entirety as follows:

"ARTICLE I

Name

The name of this corporation (the "Corporation") is Pennzoil Products Company."

5. The executed agreement of merger is on file at the office of the surviving
corporation at P.O. Box 2967, Houston, Texas 77252-2967.


6. A copy of the agreement of merger will be furnished by the surviving corporation, Pennzoil Products Company, a Delaware corporation, on request and without cost, to any stockholder of any constituent corporation in the merger.

7. The authorized capital stock of Pennzoil Products Company, a Nevada corporation, is 250,000,000 shares, divided into 50,000,000 shares of Preferred Stock, \$1.00 par value, 100,000,000 shares of Class A Common Stock, \$0.10 par value, and 100,000,000 shares of Class B Common Stock, \$0.10 par value.

8. This Certificate of Merger shall be effective at 11:59 p.m., Eastern Standard time on March 27, 1998.

IN WITNESS WHEREOF, PPC Reincorp Company has caused this Certificate to be signed by Linda F. Condit, Vice President and Secretary, on the 25th day of March, 1998

PPC REINCORP COMPANY

By 
Linda F. Condit
Vice President and Secretary