

01-05-2000

Form PTO-1584
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
Box Assignments

101237679

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):
Reddy Ice Corporation

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

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

3. Nature of conveyance

Assignment Merger (Effective 08/31/98)
 Security Agreement Change of Name
 Other _____

Execution Date: 08/17/98

2. Name and address of receiving party(ies):
Name: Reddy Ice Corporation
Internal Address: _____
Street Address: 8752 Katy Freeway, Suite 101
City: Houston State: TX ZIP: 77024

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State Nevada
 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)
Additional name(s) & addresses attached? Yes No

4. Application number(s) or registration number(s):
Trademark Application No.(s) N/A B. Trademark Registration No.(s) 1,574,073 and 1,533,504

Additional numbers attached? Yes No

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

Name: Sabrina C. Stavish, Esq.
Internal Address: SHERIDAN ROSS P.C.
Suite 1200
Street Address: 1560 Broadway
City: Denver State: CO ZIP: 80202-5141

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: 19-1970
(Attach duplicate copy of this page if paying by deposit account)

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.

Sabrina C. Stavish [Signature] 12/8/99
Name of person signing Signature Date

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

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO COMMISSIONER FOR PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, DC 20231 ON 12/8/99

SHERIDAN ROSS P.C.

BY: [Signature]

J:\2199-2\Rec of Assignment for Merger doc.wpd
01/05/2000 DNGUYEN 0000075 1574073

01 FC:481

02 FC:482

40.00 OP
25.00 OP
25.00 OP

TRADEMARK
REEL: 002006 FRAME: 0124

CERTIFICATE OF MERGER
of
REDDY ICE CORPORATION, a Delaware corporation
with and into
REDDY ICE CORPORATION, a Nevada corporation

It is hereby certified that:

FIRST: The constituent business corporations participating in the merger herein certified are:

Reddy Ice Corporation, which is incorporated under the laws of the State of Delaware ("Reddy (DE)"); and

Reddy Ice Corporation, which is incorporated under the laws of the State of Nevada ("Reddy (NV)").

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 252 of the Delaware General Corporation Law, to wit, by Reddy (DE) in the same manner as is provided by Section 251 of the Delaware General Corporation Law and by Reddy (NV) in accordance with the laws of the State of Nevada.

THIRD: The name of the surviving corporation in the merger herein certified is Reddy Ice Corporation, a Nevada corporation, which will continue as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of Nevada.

FOURTH: The Certificate of Incorporation of Reddy (NV), as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of Nevada.

FIFTH: An executed copy of the Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of Reddy (NV), at the following address:

Reddy Ice Corporation
c/o Packaged Ice, Inc.
8572 Katy Freeway, Suite 101
Houston, Texas 77024

SIXTH: A copy of the aforesaid Agreement of Merger will be furnished by Reddy (NV), on request, and without cost, to any shareholder of each of the aforesaid constituent corporations.

SEVENTH: Reddy (NV) does hereby agree, as the surviving entity, that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Reddy (DE), as well as for enforcement of any obligation of Reddy (NV) as the surviving entity arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any shareholder of Reddy (DE) as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Reddy Ice Corporation
c/o Packaged Ice, Inc.
8572 Katy Freeway, Suite 101
Houston, Texas 77024.

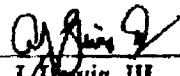
EIGHTH: The merger will become effective as of August 31, 1998.


{SIGNATURE PAGE FOLLOWS}

[CERTIFICATE OF MERGER SIGNATURE PAGE]

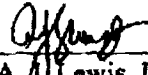
Executed this 17th day of August 1998.

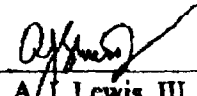
REDDY ICE CORPORATION
(a Delaware corporation)

By: 
Name: A. J. Lewis, III
Title: President

By: 
Name: A. J. Lewis, III
Title: Secretary

REDDY ICE CORPORATION
(a Nevada corporation)

By: 
Name: A. J. Lewis, III
Title: President

By: 
Name: A. J. Lewis, III
Title: Secretary