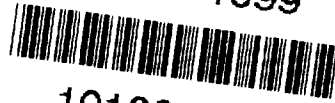


06-11-1999



REC 101064320 EET

TRADEMARKS ONLY

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/596997"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/596929"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/596995"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

DOUGLAS CAMPBELL  
Name of Person Signing

[Signature]  
Signature

2-9-99  
Date Signed

## THE COMMONWEALTH OF MASSACHUSETTS

## ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ \_\_\_\_\_ having been paid, said articles are deemed to have been filed with me this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_.

Effective date: \_\_\_\_\_

**WILLIAM FRANCIS GALVIN***Secretary of the Commonwealth*

**FILING FEE:** One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

**TO BE FILLED IN BY CORPORATION****Photocopy of document to be sent to:**

Jonathan C. Guest, Esq.

Perkins, Smith & Cohen, LLP

One Beacon Street

Boston, MA 02108

Telephone: 617-854-4000

**ARTICLE VII**

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

January 1, 1999

**ARTICLE VIII**

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in Massachusetts is:

249 River Street, Cambridge, Massachusetts 02139

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Alexander Kanuth	249 River Street Cambridge, MA 02139	Same
Treasurer:	Douglas Campbell	11 Park Drive, #33 Boston, MA 02215	Same
Clerk:	Douglas Campbell	11 Park Drive, #33 Boston, MA 02215	Same
Directors:	Alexander Kanuth	249 River Street Cambridge, MA 02139	Same
	Jason W. Solinsky	249 River Street Cambridge, MA 02139	Same
	Douglas Campbell	11 Park Drive, #33 Boston, MA 02215	Same

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is: N/A

**ARTICLE IX**

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/~~we~~, whose signature~~s~~ appear below as incorporator~~s~~ and whose name~~s~~ and business ~~residential~~ address~~s~~ are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator~~s~~ this \_\_\_\_\_ day of December, 19 98.

\_\_\_\_\_  
Linda D. Weber, Incorporator  
Perkins, Smith & Cohen, LLP  
One Beacon Street  
Boston, MA 02108

*Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.*

USPowerSolutions Corporation

Continuation Page VI A

**ARTICLE VI (continued)**

Other lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation or of its directors, or stockholders, or any class of stockholders:

- (a) Meetings of the stockholders may be held anywhere in the United States.
- (b) The corporation may be a partner in any business enterprise it would have the power to conduct by itself.
- (c) No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided however, that this provision shall not eliminate the liability of a director, to the extent that such liability is imposed by applicable law, (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 61 or 62 or successor provisions of the Massachusetts Business Corporation Law, as incorporated by reference in Section 4 of Chapter 156B of the Massachusetts General Laws, or (iv) for any transaction from which the director derived an improper personal benefit. This provision shall not eliminate the liability of a director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.
- (d) The directors of the Corporation may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the stockholders.
- (e) The directors may specify the manner in which the accounts of the Corporation shall be kept and may determine what constitutes net earnings, profits and surplus, what amounts, if any, shall be reserved for any corporate purpose, and what amounts, if any, shall be declared as dividends. Unless the board of directors otherwise specifies, the excess of the consideration for any share of its capital stock with par value issued by it over such par value shall be surplus. The board of directors may allocate to capital stock less than all of the consideration for any share of its capital stock without par value issued by it, in which case the balance of such consideration shall be surplus. All surplus shall be available for any corporate purpose, including the payment of dividends.

USPowerSolutions CorporationContinuation Page IV BARTICLE IV (continued)

(c) As soon as practicable after a conversion has been effected, the Corporation will deliver to the converting holder:

(i) a certificate or certificates representing the number of whole shares of Class A Common Stock issuable by reason of such conversion, in such name or names and such denomination or denominations as the converting holder has specified, and

(ii) a certificate representing any shares of Class B Common Stock (including any fraction of a share of Class B Common Stock) which were represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which were not converted.

(d) The issuance of certificates for shares of Class A Common Stock upon conversion of Class B Common Stock will be made without charge to the holders of such Class B Common Stock for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of shares of Class A Common Stock.

(e) The Corporation will not close its books against the transfer of Class B Common Stock, or of Class A Common Stock issued or issuable upon conversion of Class B Common Stock, in any manner which interferes with the timely conversion of Class B Common Stock.

Subdivision or Combination of Common Stock

If the Corporation at any time subdivides (by any stock split, stock dividend or otherwise) its outstanding shares of Class A Common Stock into a greater number of shares, the Conversion Price in effect immediately prior to such subdivision will be proportionately reduced, and if the Corporation at any time combines (by reverse stock split or otherwise) its outstanding shares of Class A Common Stock into a smaller number of shares, the Conversion Price in effect immediately prior to such combination will be proportionately increased.

US Power Solutions CorporationContinuation Page IV A**ARTICLE IV (continued)**

The Corporation is authorized to issue 1,000,000 shares of Common Stock, of which 800,000 shares are designated as Class A Common Stock and 200,000 shares are designated as Class B Common Stock. The holders of shares of Class A Common Stock shall vote together as a class, and the holders of shares of Class B Common Stock shall vote together as a class. Subject to the foregoing and the following proviso, the preferences, qualifications, rights and privileges of shares of Class A Common Stock and shares of Class B Common Stock shall be identical in every respect, provided, however, that (i) each share of Class B Common Stock shall be convertible into six (6) shares of Class A Common Stock at any time prior to January 1, 2009, upon payment of the conversion price (the "Conversion Price"), (ii) no modification of such conversion right shall be effective except with the consent of two-thirds of the issued and outstanding shares of Class A and Class B Common Stock, and (iii) the holders of two-thirds of the outstanding shares of Class B Common Stock shall have the right to authorize, if needed, additional shares of Class A Common Stock as may be required in order to have sufficient additional authorized shares of Class A Common Stock for issuance upon exercise of the conversion right. The Conversion Price will equal \$2,000 per share of Class B Common Stock being converted, unless modified in connection with the provisions under "Subdivision or Combination of Common Stock", below.

The conversion of shares of Class B Common Stock into shares of Class A Common Stock shall be effected in accordance with the following procedure:

(a) At any time or from time to time prior to January 1, 2009, the holder of any shares of Class B Common Stock may convert all or any portion of the shares of Class B Common Stock held by such holder into the number of shares of Class A Common Stock equal to the number of shares of Class B Common Stock to be converted multiplied by six (6) (i.e., each share of Class B Common Stock is convertible into six (6) shares of Class A Common Stock), with the price for each such share of Class A Common Stock equal to the Conversion Price divided by six (6).

(b) Each conversion of shares of Class B Common Stock will be deemed to have been effected as of the close of business on the date on which the certificate or certificates representing the shares of Class B Common Stock to be converted have been duly surrendered at the principal office of the Corporation. At such time as the conversion of any share of Class B Common Stock has been effected, the rights of the holder of such share of Class B Common Stock as such holder will cease and the person or persons in whose name or names any certificate or certificates for shares of Class A Common Stock are to be issued upon such conversion will be deemed to have become the holder or holders of record of the shares of Class A Common Stock represented thereby.

**D**

# The Commonwealth of Massachusetts

**William Francis Galvin**  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

Examiner

## ARTICLES OF ORGANIZATION (General Laws, Chapter 156B)

Name  
Approved

### ARTICLE I

The exact name of the corporation is:

USPowerSolutions Corporation

### ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To engage in the design, development, production and sale of software for use by entities including suppliers of electric power, telecommunications and other providers of services in deregulated markets, and any other activity incidental to the foregoing, and to do any and all acts and things permitted to be done by business corporations under the provisions of the Massachusetts Business Corporation Law.

C  
P  
M  
R.A.

*Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.*

P.C.



**ARTICLE III**

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	800,000 Class A	Common:	--	--
	200,000 Class B			
Preferred:	--	Preferred:	--	--

**ARTICLE IV**

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

Please see Continuation Page IV attached hereto.

**ARTICLE V**

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

None; however, shares of stock of the Corporation may be subjected to restrictions on the transfer thereof under duly adopted By-Law provisions and/or under any agreement to which the Corporation shall be a party.

**ARTICLE VI**

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Please see Continuation Page VI attached hereto.

*\*\*If there are no provisions state "None".*

*Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.*