

09-20-2000

FORM PTO-1594
(Rev 5-93)



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner

101463366

ed original documents or copy thereof.

1. Name of conveying party(ies):

Pacific Research & Engineering Corporation

Individual(s) citizenship:

9-11-00

Association:

General Partnership:

Limited Partnership:

Corporation - State: California

Other:

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 18, 1999

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

Name: **Harris Pacific, Inc.**

Address: 1025 West Nasa Boulevard

City: Melbourne

State: Florida

Zip: 32919

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

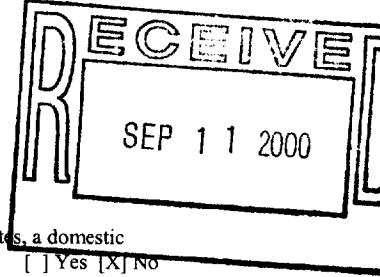
Corporation - State: California

Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: N/A [] Yes [X] No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? [] Yes [X] No



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

A. Trademark Application No.(s)

75/240,566

B. Trademark Registration No.(s)

1,445,142	2,119,698	2,123,514	2,059,502
2,179,395	1,241,902	1,541,361	2,119,278
2,231,086	2,059,504	2,269,938	1,621,760
1,541,065	2,179,394		

Additional numbers attached? [] Yes [X] No

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

Name: Nancy O. Dix, Esq.
 Internal Address: **GRAY CARY WARE & FREIDENRICH**
 401 B Street, Suite 1700
 San Diego, California 92101-4297

Total number of applications and registrations involved: 15

7. Total fee (37 CFR 3.41) \$ 390.00

Enclosed

Authorized to be charged to deposit account (if enclosed funds are insufficient)

8. Deposit account number: 07-1907

(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.

Nancy O. Dix, Esq.

Name of Person Signing

Signature

September 7

Date

2000

Total number of pages comprising cover sheet: 5

09/19/2000 MTHAI1 00000176 75240566 Mail Documents to be recorded with required cover sheet information to:

01 FC:481
02 FC:482

40.00 DP
350.00 DP

U.S. Patent and Trademark Office, Office of Public Records
1213 Jefferson Davis Highway, 3rd Floor
Arlington, VA 22202

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11394-900019

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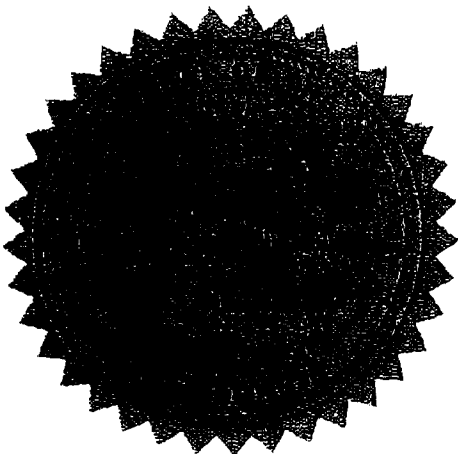


SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



NOV 9 1999

Bill Jones

Secretary of State

A0535016

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PACIFIC RESEARCH & ENGINEERING CORPORATION**

ENDORSED-FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

NOV 29 1999

BILL JONES, SECRETARY OF STATE

E. Van Cullens and Scott T. Mikuen certify that:

1. They are the President and Assistant Secretary, respectively, of Pacific Research & Engineering Corporation, a California corporation (the "Corporation").

2. The Articles of Incorporation of the Corporation are amended and restated to read as follows:

FIRST: The name of this corporation is Harris Pacific, Inc.

SECOND: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THIRD: This corporation is authorized to issue only one class of shares of stock, which shall be common stock; and the total number of shares which this corporation is authorized to issue is 100 shares, \$.01 par value.

FOURTH: The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

FIFTH: This corporation is authorized to provide indemnification of agents (as defined in California Corporations Code Section 317) for breach of duty to this corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by California Corporations Code Section 317, subject to the limits on such excess indemnification set forth in California Corporations Code Section 204.

SIXTH: The duration of this corporation shall be perpetual.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the sole shareholder of the Corporation in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 100

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and the number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of their own knowledge.

Date: 11/18/99



E. Van Cullens, President



Scott T. Mikuen, Assistant Secretary



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RECORDED: 09/11/2000

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