

11-06-2000



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*Re*

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

10-20-00

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  Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

75-832 174

- 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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

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

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

**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="75832124"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<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.

*Philip J. Glandon*

Name of Person Signing

*Philip Glandon*

Signature

*4/5/00*

Date Signed

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/1/1999	199932800186	AMA DOMESTIC/AMENDED RESTATED ARTICLES	35.00	10.00	0.00	0.00	0.00
<b>TOTAL</b>			35.00	10.00	0.00	0.00	0.00

Return To:  
 BRICKER & ECKLER  
 ATTN M V METER  
 100 SOUTH THIRD ST  
 COLUMBUS, OH 43215-4291

-----cut along the dotted line-----



*The State of Ohio*  
 ✦ *Certificate* ✦

*Secretary of State - J. Kenneth Blackwell*

**300537**

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for NEXERGY, INC. and that said business records show the filing and recording of:*

Document(s)  
 DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s)  
 199932800186

United States of America  
 State of Ohio  
 Office of the Secretary of State

Witness my hand and the seal of the Secretary  
 of State at Columbus, Ohio, This 24th day of  
 November, A.D. 1999



*J. Kenneth Blackwell*  
 J. Kenneth Blackwell  
 Secretary of State

**CERTIFICATE TO AMEND AND RESTATE THE  
ARTICLES OF INCORPORATION  
OF  
ELECTRONICS MARKETING CORPORATION**

The undersigned officer of Electronics Marketing Corporation (the "Corporation") does hereby certify that the following resolutions amending and restating the Articles of Incorporation of the Corporation were duly adopted on   October 30  , 1999 in a writing signed by all of the shareholders who would be entitled to notice of a meeting held for such purpose.

Adoption of Amended and Restated Articles of Incorporation.

RESOLVED, that the Articles of Incorporation of the Corporation be, and they hereby are, amended and restated by deleting the same in its entirety and replacing it with the Amended and Restated Articles of Incorporation attached to this action as Exhibit A; and

RESOLVED FURTHER, that the appropriate officer or officers are authorized and directed to certify adoption of the foregoing resolution, to file such certificate with the Secretary of State, and to take all action necessary to effect the foregoing amendment of the Articles of Incorporation.

Dated:   10/30  , 1999

ELECTRONICS MARKETING CORPORATION,  
an Ohio corporation

By:   Philip J. Glandon, Sr.    
Philip J. Glandon, Sr., President

RECEIVED  
NOV 23 1999  
J. KENNETH BLACKWELL  
SECRETARY OF STATE

EXHIBIT A

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NEXERGY, INC.  
(Formerly Electronics Marketing Corporation)**

The undersigned, for purposes of forming a corporation for profit in accordance with Chapter 1701 of the Ohio Revised Code, does hereby state the following:

**ARTICLE 1. NAME.**

The name of the Corporation shall be Nexergy, Inc.

**ARTICLE 2. PRINCIPAL OFFICE.**

The place in Ohio where the principal office of the Corporation is to be located shall be the City of Columbus, Franklin County.

**ARTICLE 3. PURPOSE.**

The purposes for which the Corporation is formed shall be:

To engage in any lawful act, activity or business not contrary to and for which a corporation may be formed under the laws of the State of Ohio, and to have and exercise all powers, rights and privileges conferred by the laws of Ohio on corporations.

**ARTICLE 4. CAPITAL STOCK. Authorized Number and Classes**

(a) The number of shares of capital stock which the Corporation is authorized to have outstanding is One Million (1,000,000) shares all of which shall be common shares without par value, but which shall be divided into two classes as follows:

(i) Class A Voting common shares shall consist of 100,000 shares of capital stock.

(ii) Class B Non-voting common shares shall consist of 900,000 shares of capital stock.

(b) Voting Rights. Subject to the provisions of applicable Ohio law if cumulative voting is in effect, each Class A Voting common share shall at any time entitle the holders thereof to one vote per each such share on all matters submitted for vote of the

shareholders. Except as otherwise required by law or as provided herein, the record holders of the Class B Non-voting common shares shall not be entitled to any vote on any matter submitted for a vote of the shareholders. If the holders of any Class B Non-voting common shares are entitled to vote on any matter, each such Class B Non-Voting common share shall entitle the holder thereof to one vote on such matter.

(c) Other Rights. Except for the difference in voting rights described in (b) above, each Class A Voting and Class B Non-voting common share shall entitle the holder thereof to equal rights in all respects, including rights to dividends and distributions.

#### **ARTICLE 5. CERTAIN TRANSACTIONS.**

No person shall be disqualified from being a director of the Corporation because he or she is, or may be, a party to, and no director of the Corporation shall be disqualified from entering into, any contract or other transaction to which the Corporation is or may be a party.

No contract or other transaction shall be void or voidable for reason that any director or officer or other agent of the Corporation is a party thereto, or otherwise has any direct or indirect interest in such contract or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the Corporation authorizes or participates in authorization of such contract or transaction, (a) if the material facts as to such interest are disclosed or are otherwise known to the board of directors or applicable committee of directors at the time the contract or transaction is authorized, and at least a majority of the disinterested directors or disinterested members of the committee vote for or otherwise take action authorizing such contract or transaction, even though such disinterested directors or members are less than a quorum, or (b) if the contract or transaction (i) is not less favorable to the Corporation than an arm's length contract or transaction in which no director or officer or other agent of the Corporation has any interest or (ii) is otherwise fair to the Corporation as of the time it is authorized.

Any interested director may be counted in determining the presence of a quorum at any meeting of the board of directors or any committee thereof which authorizes the contract or transaction.

#### **ARTICLE 6. AUTHORITY TO REPURCHASE CAPITAL STOCK.**

The Corporation, by its board of directors, is authorized, except to the extent prohibited by law, to repurchase, redeem or otherwise acquire, from time to time at any time, shares of any class of capital stock issued by it.

## **ARTICLE 7. ELIMINATION OF PRE-EMPTIVE RIGHTS**

No shareholder of the Corporation shall have, as a matter of right, the pre-emptive right to purchase or subscribe for shares of any class, now or hereafter authorized, or to purchase or subscribe for securities or other obligations convertible into or exchangeable for such shares or which by warrants or otherwise entitle the holders thereof to subscribe for or purchase any such shares.

## **ARTICLE 8. SUPERSEDE**

These Amended and Restated Articles of Incorporation take the place of and supersede the existing Articles of Incorporation.

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