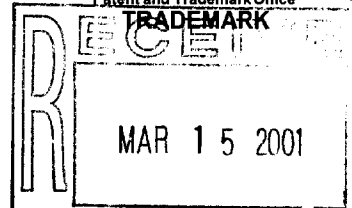


04-02-2001



101654936

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



MPO
3.1501

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
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name PLUG POWER, LLC Execution Date
Month Day Year 11 1 99

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other LIMITED LIABILITY COMPANY
- Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name PLUG POWER INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 968 ALBANY-SHAKER ROAD

Address (line 2) _____

Address (line 3) LATHAM NEW YORK 12110
City State/Country Zip Code

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

04/02/2001 GTDN11 00000270 75727713

01 FC:481 40.00 DP

02 FC:482 100.00 DP

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

TRADEMARK
REEL: 002262 FRAME: 0041

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)

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.

Sonya del Peral

Sonya del Peral

March 12, 2001

Name of Person Signing

Signature

Date Signed

**CERTIFICATE OF MERGER OF
PLUG POWER, LLC
INTO
PLUG POWER INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent entities of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Plug Power, LLC	Delaware
Plug Power Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264 of the General Corporation Law of Delaware.

THIRD: That Plug Power Inc. shall be the surviving corporation.

FOURTH: That the Amended and Restated Certificate of Incorporation of Plug Power Inc. shall constitute the Certificate of Incorporation of the surviving corporation.

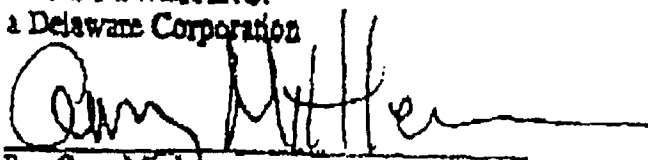
FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 968 Albany-Shaker Road, Latham, New York 12110.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation or any member of any constituent limited liability company.

SEVENTH: That this Certificate of Merger shall be effective as of 10:00 a.m., Eastern time, on November 3, 1999.

Dated: November 3, 1999

PLUG POWER INC.
a Delaware Corporation



By: Gary Mittleman
Its: President & Chief Executive Officer

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 11/01/1999
991464041 - 3083208

DOCS\808244.1

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"PLUG POWER, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "PLUG POWER INC." UNDER THE NAME OF "PLUG POWER INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF NOVEMBER, A.D. 1999, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRD DAY OF NOVEMBER, A.D. 1999.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3083208 8100M

AUTHENTICATION: 0930150

010035866

DATE: 01-23-01

RECORDED: 03/15/2001

TRADEMARK
REEL: 002262 FRAME: 0044