

11-23-2001

"D"

Attorney's Docket No. K00476/20000 (PCL)



101900435

TRADEMARKS ONLY



FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

11-13-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #26

11-13-01

To the Box Assignment Commissioner of Trademarks Washington, D.C. 20231: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Mega Systems & Chemicals, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Ohio <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Re-Domestication</u></p> <p>Execution Date: November 28, 1997</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Mega Systems & Chemicals, Inc. Internal Address: _____ Street Address: 450 N. McKemy Chandler, AZ 85226</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Arizona</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input type="checkbox"/> no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
--	---

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No (s) _____</p>	<p>B. Trademark Registration No.(s) 1,930,638</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
--	---

<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Peter C. Lando Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210</p>	<p>6. Total number of applications and registrations involved:..... [1]</p> <p>7. Total fee (37 CFR 3.41):\$ 40 00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Please charge our Deposit Account 500214</p>
--	---

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.

Peter C. Lando _____ Peter C. Lando _____ 8 November 2001 _____
Name Signature Date

Total number of pages including cover sheet, attachments, and document: [6]

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

11/23/2001 ANNEX 00000004 500214 1930638 40.00 CH 01 FC:481

TRADEMARK REEL: 002398 FRAME: 0286

ARIZONA CORPORATIONS COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1100 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 610 West Congress
Tucson, Arizona 85701-1347

CERTIFICATE OF DISCLOSURE
A.R.S. §10-282.D

CHECK APPROPRIATE BOX (A OR B)
ANSWER "X"

MEGA SYSTEMS & CHEMICALS, INC.
EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT

A. No person serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

- 1. Have been convicted of a felony involving a violation of securities, consumer fraud or contract in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
- 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
- 3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate against such injunction, judgment, decree or permanent order:
 - (a) Involving the violation of fraud or misrepresentation provisions of the securities laws of that jurisdiction; or
 - (b) Involving the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involving the violation of the restraint or restraint of trade laws of that jurisdiction.

B. For any person or persons who have been or are subject to one or more of the restrictions in items A.1 through A.3 above, the following information SHALL be attached:

- 1. Full name, prior names and aliases, if used
- 2. Last 6.00 name
- 3. Present home address
- 4. Street addresses (the addresses providing 7-year records)
- 5. Date and location of birth
- 6. Social Security number.
- 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and the or cause number of case.

If any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 10% of the issued and outstanding common shares, or 10% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction:

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- 1. Name and address of the corporation
- 2. Full name (including aliases) and address of each person involved
- 3. State in which the corporation was incorporated
- 4. Date of corporate operation

(1) The fiscal year end adopted by the corporation is December 31

Under penalty of law, the undersigned hereby certifies that they have examined this Certificate, including any attachments, and to the best of their knowledge and belief it is true, correct and complete. THE SIGNATURES MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Richard E. Bunn
PRINT NAME Richard E. Bunn
TITLE Chief, Finance, Accounting DATE 11/19/97
BY _____
PRINT NAME _____

BY Richard E. Bunn
PRINT NAME Richard E. Bunn
TITLE Chief, Finance, Accounting DATE 11/19/97

ALL INFORMATION MUST BE ON THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an amended certificate signed by at least one duly authorized officer of the corporation.

PERSONS EMPLOYED MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.
(V. 600 - Bureau Corporation
Rev. 1/96)

00001000007 10001001102 1

EXPEDITED
AZ CORP COMMISSION
DELIVERED

ARTICLES OF DOMESTICATION

OFC 11/19/97
FILED BY Sh...

EXPEDITED
AZ CORP COMMISSION
DELIVERED

ARTICLES OF DOMESTICATION
OF
MEGA SYSTEMS & CHEMICALS, INC.

DEC 1 1987

FILED BY John J. [unclear]
TERM _____
DATE 12 1 87
01230679

0802943-6

1 **Name** The name of the Corporation is MEGA Systems & Chemicals, Inc.
(the "Corporation")

2 **Original Incorporation** The Corporation was originally incorporated in the State of Ohio and the date of incorporation in that state was October 7, 1986.

3 **Documents Furnished** The official in charge of corporate filings in the jurisdiction in which the Corporation was previously incorporated will be provided with a certified copy of the Articles of Domestication filed in the State of Arizona.

4 **Purpose** The purpose for which this Corporation is organized is the transaction of any or all law ful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

5 **Initial Business** The Corporation initially intends to conduct the business of high-tech manufacturing equipment

6 **Authorized Capital** The corporation shall have the authority to issue 11,000,000 shares of common stock, no par value per share (the "Common Stock"), which shall be divided into 10,000,000 shares entitled "Voting Common Stock" and 1,000,000 shares entitled "Non-Voting Common Stock", and 1,000,000 shares of preferred stock, no par value per share (the "Preferred Stock").

7 **Preferred Stock**

A **Series** The board of directors is authorized, subject to limitations prescribed by law and these Articles of Domestication, to provide for the issuance of the shares of preferred stock in series, and by filing a certificate pursuant to the applicable law of the State of Arizona, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof

UNRECORDED COPY

B Rights and Limitations. The authority of the board of directors with respect to each series of preferred stock shall include, without limitation, determination of the following:

(1) The number of shares constituting that series and the distinctive designation of that series;

(2) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(3) Whether that series shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;

(4) Whether that series shall have conversion privileges, and if so, the terms and conditions of such conversion, including provisions for adjustment of the conversion rate in such events as the board of directors shall determine;

(5) Whether or not the shares of that series shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(6) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and if so, the terms and amount of such sinking fund;

(7) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(8) Any other relative rights, preferences and limitations of that series.

B Known Place of Business The street address of the known place of business of the Corporation is

450 N McKemy Avenue
Chandler, Arizona 85226

9 Statutory Agent The name and address of the statutory agent of the Corporation is

Lowlock, Inc
One East Camelback Road, Suite 400
Phoenix, Arizona 85012

10 Board of Directors and Officers The board of directors currently consists of two directors. The names and address of the persons who are to serving as directors until the next annual meeting of shareholders or until their successors are elected and qualify are:

Robert S. Korman
Richard R. Roney
450 North McKerny Avenue
Chandler, Arizona 85226

The persons who currently serve as the officers are:

Robert S. Korman President, Treasurer and Assistant Secretary
Richard R. Roney Chief Executive Officer and Secretary

11 Indemnification To the fullest extent permitted by the Arizona Revised Statutes as the same exist or may be hereafter amended, the corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

12 Director Liability To the fullest extent permitted by the Arizona Revised Statutes as the same exist or may be hereafter amended, no director of the corporation shall be liable to the corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the corporation occurring prior to such repeal, amendment or modification.

13 Adoption These Articles of Incorporation have been adopted in accordance with Arizona Revised Statutes Section 10-221. They were adopted by the Board of Directors and the shareholders of the Corporation on November 21, 1997.

