

04-29-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102071024

4.16.02

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies):
ECOSTAR ELECTRIC DRIVE SYSTEMS, APR. 6 PM 12: 09

FINANCE SECTION

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State _____
 Other Limited Liability Company (Delaware)

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party:
Name: BALLARD POWER SYSTEMS CORPORATION
Internal Address: _____
Street Address: 15001 COMMERCE DRIVE NORTH
City: DEARBORN State: MI ZIP: 48120

Individual(s) citizenship _____
 Association
 General Partnership Limited Partnership
 Corporation - State DELAWARE
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached: Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: Certificate of Conversion to Corporation

Execution Dates:
 1) November 30, 2001 3) _____
 2) _____ 4) _____

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

A. Trademark Application No(s):
76/046,197
76/046,774

B. Trademark Registration No(s):

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Seed Intellectual Property Law Group PLLC
Internal Address: Kevin S. Costanza
Street Address: 701 Fifth Avenue, Suite 6300
City: Seattle State: WA ZIP: 98104-7092

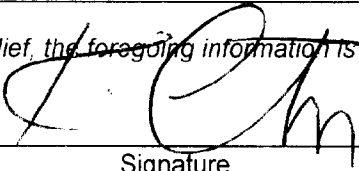
6. Total number of applications and registrations involved..... 2

7. Total Fee (37 CFR 3.41): \$65
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-1090
(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.

KEVIN S. COSTANZA  4/9/02
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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01 FC:481 40.00 OP
02 FC:482 25.00 OP

TRADEMARK
REEL: 002493 FRAME: 0602

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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "ECOSTAR ELECTRIC DRIVE SYSTEMS, L.L.C." TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ECOSTAR ELECTRIC DRIVE SYSTEMS, L.L.C." TO "BALLARD POWER SYSTEMS CORPORATION", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2001, AT 2:30 O' CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2874117 8100V
010609521

AUTHENTICATION: 1474566
DATE: 11-30-01

FROM RICHARDS, LAYTON, & FINGER #1

(FRI) 11:30:01 14:49/ST. 14:49/NO. 4863631143 P 2

**CERTIFICATE OF CONVERSION TO CORPORATION
OF
ECOSTAR ELECTRIC DRIVE SYSTEMS, L.L.C.
TO
BALLARD POWER SYSTEMS CORPORATION**

**(Under Section 265 of the General Corporation
Law of the State of Delaware)**

This Certificate of Conversion to Corporation of Ecostar Electric Drive Systems, L.L.C. to Ballard Power Systems Corporation is being duly executed and filed by Ecostar Electric Drive Systems, L.L.C., a Delaware limited liability company (the "LLC"), to convert the LLC to Ballard Power Systems Corporation, a Delaware corporation (the "Corporation"), under the Delaware Limited Liability Company Act, 6 Del. C. § 18-101, et seq., and the General Corporation Law of the State of Delaware, 8 Del. C. § 101, et seq.

1. The LLC was first formed on March 20, 1998.
2. The LLC's name immediately prior to the filing of this Certificate of Conversion to Corporation was "Ecostar Electric Drive Systems, L.L.C."
3. The name of the Corporation as set forth in its certificate of incorporation is "Ballard Power Systems Corporation."
4. The LLC is a limited liability company formed under the laws of the State of Delaware.
5. The conversion of the LLC to the Corporation shall be effective upon the filing of this Certificate of Conversion to Corporation and a certificate of incorporation with the Secretary of State of the State of Delaware.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:30 PM 11/30/2001
010609521 - 2874117

RLF1-2389514-1

APR-02-2002 15:24

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**TRADEMARK
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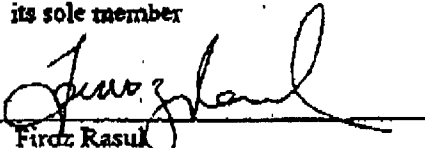
FROM RICHARDS, LAYTON, & FINGER #1

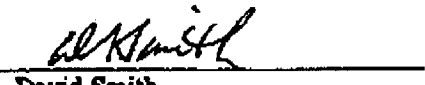
(FRI) 11:30' 01 14:50/ST. 14:48/NO. 4865831143 P. 3

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Corporation this the 30th day of November, 2001.

ECOSTAR ELECTRIC DRIVE SYSTEMS, L.L.C.

By: Ballard Power Corporation,
its sole member

By: 
Name: Firdz Rasul
Title: President

By: 
Name: David Smith
Title: Vice President Controller and Treasurer