

06-18-2002



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

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

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

1. Name of conveying party(ies):

Electronics Marketing Corporation

6-7-02

- Individual(s)
- General Partnership
- Corporation-State OH
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: October 30, 1999

2. Name and address of receiving party(ies)

Name: Nexergy, Inc.

Internal Address: 1909 Arlingate Lane

Street Address: 1909 Arlingate Lane

City: Columbus State: OH Zip: 43228

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State OH
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2447599

Additional number(s) attached  Yes  No

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

Name: Thomas Brownlee, Jr., Esq.

Internal Address: 100 South Third St.

Columbus, OH 43215

Street Address: 100 South Third St.

City: Columbus State: OH Zip: 43215

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

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501981

(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.*

T.R. Brownlee, Jr.  
Name of Person Signing

Thomas Brownlee, Jr., Esq.

Signature

5.29.02

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

06/17/2002 6TOM11 00000104 501981 2447599  
01 FC-481 40.00 CH



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

Return To:  
 BRICKER & ECKLER  
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 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

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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.

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**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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UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 6 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 29th day of  
May, 2002 A.D.



J. Kenneth Blackwell

J. KENNETH BLACKWELL  
Secretary of State

By: aw

NOTICE: This is an official certification only when reproduced in red ink.

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