

07-30-2002

HEET

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



102173202

DEPT OF COMMERCE  
Patent and Trademark Office

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

<p><b>1. Name of conveying party(ies):</b> Mega Systems &amp; Chemicals, Inc.</p> <p style="text-align: right; font-size: 2em;">07/03/02</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><b>3. Nature of conveyance:</b></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><b>2. Name and address of receiving party(ies)</b></p> <p><b>Name:</b>                              Mega Systems &amp; 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) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p><b>4. Application number(s) or registration number(s):</b></p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 1,987,856</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p><b>5. Name and address of party to whom correspondence Concerning document should be mailed:</b></p> <p>Name: Peter C. Lando  Address: WOLF, GREENFIELD &amp; SACKS, P.C.  Federal Reserve Plaza  600 Atlantic Avenue  Boston, MA 02210</p>	<p><b>6. Total number of applications and registrations involved:..... [ 1 ]</b></p> <p><b>7. Total fee (37 CFR 3.41).....\$ 40.00</b>  <input checked="" type="checkbox"/> Enclosed</p>
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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*                      1 July 2002  
Name                                      Signature                                      Date

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

07/29/2002 09:00:01 AM 00000036 1987856  
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Mail documents to be recorded with required cover sheet information to:  
Box Assignment  
Commissioner of Patents and Trademarks  
Washington, D.C. 20231

EXPEDITED  
AZ CORP COMMISSION  
DELIVERED

DEC 1 1987

ARTICLES OF DOMESTICATION

OF

MEGA SYSTEMS & CHEMICALS, INC.

FILED BY John J. [unclear]  
TERM \_\_\_\_\_  
DATE 12-9-87  
0127067-9

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 lawful 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.

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

440 N. McKemy Avenue  
Chandler, Arizona 85226

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

Lawback, 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 McKemy 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 Domestication 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.



AZ. CORP. COMMISSION  
FILED

DEC 08 2000

APPR. RATB NAFIC  
TERM \_\_\_\_\_  
DATE 12-08-00

ARTICLES OF AMENDMENT

OF

KINETICS CHEMPURE SYSTEMS, INC. (0802943-6)  
(former name: Mega Systems & Chemicals, Inc.)

TRADEMARK

REEL: 002551 FRAME: 0441

2000 NOV 16 P 1:30

ARTICLES OF AMENDMENT  
OF  
MEGA SYSTEMS & CHEMICALS, INC.

1. The name of the corporation is Mega Systems & Chemicals Inc.,
2. Attached hereto as Exhibit A is the text of each amendment adopted.
3.  The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

Exhibit A contains provisions for implementing the exchange, reclassification or cancellation of issued shares provided for therein.

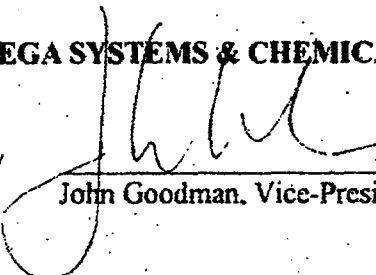
The amendment provides for exchange, reclassification or cancellation of issued shares. Such actions will be implemented as follows:

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4. The amendment was adopted the 1st day of September, 2000.
5. The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

DATED as of this 14th day of November, 2000.

MEGA SYSTEMS & CHEMICAL, INC.

By

  
John Goodman, Vice-President

TRADEMARK

REEL: 002551 FRAME: 0442

EXHIBIT A

AMENDMENT

Amending the current name of the corporation, Mega Systems & Chemical,  
Inc. to **Kinetics Chempure Systems, Inc.** ~~of~~

TRADEMARK