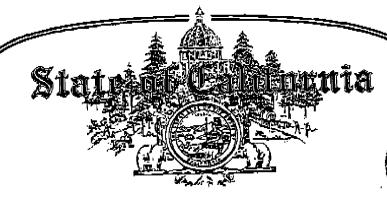
Form PTO-1594 RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE (Rev. 10/02) U.S. Patent and Trademark Office TRADEMARKS ONLY	
Tab settings ⇔⇔⇔ ▼ ▼ ▼	T T T
To the Honorable Commissioner of Patents and Trademarks: F	Please record the attached original documents or copy thereof.
Name of conveying party(ies): Catalytica, Inc., a California corporation	Name and address of receiving party(les) Name: Catalytica, Inc. Internal Address:
Individual(s) General Partnership Corporation-State Other Additional name(s) of conveying party(les) attached? Neture of conveyance:	Street Address: 430 Ferguson Drive City: Mt. View State: CA Zip: 64043 Individual(s) citizenship Association General Partnership
3. Nature of conveyance: Assignment Security Agreement Other Execution Date: 1/30/1993	Limited Partnership Corporation-State Delaware Other If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No
4. Application number(s) or registration number(s): A. Trademark Application No.(s) Additional number(s) a	B. Trademark Registration No.(s) 1398957
Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Name:Jennifer Lee Taylor Internal Address:_Morrison & Foerster LLP	7. Total fee (37 CFR 3.41)\$ 40.00 Enclosed Authorized to be charged to deposit account
Street Address: 425 Maket Street	8. Deposit account number: 03-1952 (Ref. 220772400200)
City: San Francisco State: CA ZIp:94105-2482	
9. Signature.	E THIS SPACE
1	Signature Date Date Description of the character and documents

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



SECRETARY OF STATE

I, Kevin Shelley, Secretary of State of the State of California, hereby certify:

That the attached transcript of ____/3_ page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 0 8 2003

Secretary of State

SeciSlate Form CE-100 (rev. 1/03)

GE 06P 00 74671

D433937

FEB.

FILED in the affice of the Secretary of Spare of the Stare of California

1 1993

AGREEMENT AND PLAN OF MERGER OF CATALYTICA, INC. A DELAWARE CORPORATION AND

CATALYTICA, INC. A CALIFORNIA CORPORATION MARCH FONG EU, Secretary of State

THIS ACREEMENT AND PLAN, OF HERGER dated as of January 30, 1993, (the "Agreement") is between Catalytics, Inc., a Delaware corporation ("Catalytica-Delaware") and Catalytica, Inc., a Detay California corporation ("Catalytica-California"). Catalytica-Delaware and Catalytica-California are sometimes referred to herein as the "Constituent Corporations."

RECITALD

- Catalytica-Dolaware is a corporation duly organized and A. Catalytica-Dolaware is a corporation duty organized and existing under the laws of the State of Delaware and has an authorized capital of 52,462,741 shares, 40,000,000 of which are designated "Common Stock", S.001 par value and 12,462,741 of which are designated "Preferred Stock", \$.001 par value. As of January 30, 1993, 1,000 shares of Common Stock were issued and outstanding, all of which were half by Catalytica-california. No charge of of which wore held by Catalytica-California. No shares of Preferred Stock were outstanding.
- Catalytica-California is a corporation duly organized and existing under the laws of the State of California and has an authorized capital of 35,000,000 shares, 25,000,000 of which are designated "Common Stock", no par value, and 10,000,000 of which are designated, and herein referred to as, "Preferred Stock", no par value. Of such authorized shares of Freferred Stock, 1,683,950 shares are designated "Series & Preferred Stock" ("Series A Preferred"), 295,596 shares are designated "Series B Preferred Stock" ("Series B Preferred"), 2,341,172 shares are designated Series C Preferred Stock ("Series C Preferred"), 234,138 shares are designated Series D Preferred Stock ("Series D Preferred") and 858,506 whares are designated Series E Preferred Stock ("Series E Preferred"). As of January 30, 1993, 4,322,460 shares of Common Stock were issued and outstanding, 1,683,950 shares of Series A Preferred, 295,896 shares of Scrien B Preferred, 2,341,172 shares of Series C Preferred, 234,138 shares of Series D Preferred, and 258,506 shares of Scries E Preferred were issued and outstanding.
- The Board of Directors of Catalytica-California has determined that, for the purpose of effecting the reincorporation of Catalytica-California in the State of Delaware, it is advisable and in the best interests of Catalytica-California that Catalytica-California merge with and into Catalytica-Delawara upon the terms and conditions herein provided.

D. The respective Boards of Directors of Catalytica-Delaware and Catalytica-California have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective stockholders and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agraements and covenants set forth herein, Catalytica-Delaware and Catalytica-California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

- 1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the California General Corporation Law, Catalytica-California shall be werged with and into Catalytica-Delaware (the "Marger"), the separate existence of Catalytica-California shall cease and Catalytica-Delaware shall be, and is herein sometimes referred as, the "Surviving Corporation", and the name of the Surviving Corporation shall be Catalytica, Inc.
- 1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:
- (a) This Agreement and Merger shall have been adopted and approved by the stockholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law;
- (b) All of the conditions precedent to the consummation of the Merger specified in this Agreement small have been satisfied or duly vaived by the party entitled to satisfaction thereof; and
- (c) An executed Certificate of Merger or an executed counterpart of this Agreement reting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware.

The date and time when the Merger shall become effective, as afcresaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Catalytica-California shall cease and Catalytica-Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, i) shall be subject to all actions previously taken by its and Catalytica-California's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Catalytica-California in the manner more

DMP2EY.U42(5P3) 01/27/93

-2-



fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of the debts, liabilities and obligations of Catalytica-Delaware as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Catalytica-California in the same manner as if Catalytica-Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the California Corporations Code.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

- 2.1 <u>Certificate of Incorporation</u>. The Certificate of Incorporation of Catalytica-Delaware as in effect immediately prior to the Effective Data of the Marger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.
- 2.2 <u>Bylaws</u>. The Sylaws of Catalytica-Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.
- 2.3 <u>Directors and Officers</u>. The directors and officers of Catalytica-California immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Cartificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III. MANNER OF CONVERSION OF STOCK

3.1 Catalytica-California Common Shares. Upon the Effective Date of the Merger, each share of Catalytica-California Common Stock, no par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and Without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$.001 par value, of the Surviving Corporation. No fractional share interests of Surviving Corporation Common Stock shall be issued. In lieu thereof, any fractional share interests to which a holder would otherwise be entitled shall be aggregated.

OMP257,442(5P3) 01/27/93

-3-



3.2 Catalytica-California Preferred Shares.

(a) Upon the Effective Date of the Merger, each share of Series & Preferred, Series B Preferred, Series C Preferred, Series D Preferred and Series E Preferred of Catalytica-California, no par value, issued and outstanding immediately prior to the Merger, which shares are convertible into such number of shares of Catalytica-California Common Stock as set forth in the Catalytica-California Articles of Incorporation, as amended and restated, shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into or exchanged for one fully paid and nonassessable share of Series A Proferred, Series B Preferred, Series C Preferred, Series D Preferred and Series E Preferred Stock of the Surviving Corporation, \$.001 par value, respectively, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation, which share of Preferred Stock shall be convertible into the same number of shares of the Surviving Corporation's Common Stock, \$.001 par value, as such share of Catalytica-California Preferred Stock Was so convertible into immediately prior to the Effective Date of the Marger, subject to adjustment pursuant to the terms of the Certificate of Incorporation of the Surviving Corporation.

3.3 <u>Catalytica-California Options</u> <u>Stock Purchase Rights and Convertible Securities</u>.

- (a) Upon the Effective Date of the Merger, the Surviving Corporation shall assume the obligations of Catalytica-California under the option plans and all other employee benefit plans of Catalycica-California. Each outstanding and unexercised option, other right to purchase, or security convertible into. Catalytica-California Common Stock or Catalytica-California Preferred Stock (a "Right") shall become, subject to the provisions in paragraph (c) hereof, an option, right to purchase or a security convertible into the Surviving Corporation's Common Stock or Preferred Stock, respectively, on the basis of one share of the Surviving Corporation's Common Stock or Preferred Stock, as the case may be, for each one share of Catalytica-California Common Stock or Preferred Stock, as the case may be, issuable pursuant to any such Right, on the same terms and conditions and at an exercise price equal to the exercise price applicable to any such Catalytica-California Right at the Effective Date of the Merger. his paragraph 3.1(a) shall not apply to Catalytica-California ammon Stock or Preferred Stock. Such Common Stock and Preferred took are subject to paragraph 3.1 and 3.2, respectively, hereof.
- (b) A number of shares of the Surviving Corporation's Common Stock and Preferred Stock shall be reserved for issuance upon the exercise of options, stock purchase rights and convertible securities equal to the number of shares of Catalytica-California

DMPZEY,나(5P3) 01/27/93

-4-

Common Stock, Catalytica-California Preferred Stock so reserved immediately prior to the Effective Date of the Merger (rounded down to the nearest whole number) and increased by the aggregate number of full shares of Common Stock or Preferred Stock to which holders of assumed Rights become entitled in lieu of a fractional share by virtue of paragraph (c) hereof.

The assumed Rights shall not entitle any holder thereof to a fractional share upon exercise or conversion (unless the holder was entitled to a fractional interest immediately prior to the Merger). In lieu thereof, any fractional share interests to the Merger). In lieu thereof, any fractional share interests to which a holder of an assumed Right (other than an option issued pursuant to Catalytica-Delaware's 1983 Incentive Stock Plan, as amended and restated, Catalytica-California's 1992 Stock Option Plan and Catalytica-Delaware's 1992 Employee Stock Purchase Plan) would otherwise be entitled upon exercise or conversion shall be aggregated (but only with other similar Rights which have the same per share terms). To the extent that after such aggregation, the holder would still be entitled to a fractional share with respect thereto upon exercise or conversion, the holder shall be entitled upon the exercise or conversion of all such assumed Rights pursuant to their terms (as modified herein), to one full share of Common Stock or Preferred Stock in lieu of such fractional share. With respect to each class of such similar Rights, no holder will be entitled to more than one full share in lieu of a fractional share upon exercise or conversion.

Notwithstanding the foregoing, with respect to options issued under the Catalytica-California 1982 Incentive Option Plan, as amended and restated, 1992 Stock Option Plan and Catalytica-California's 1992 Employee Stock Purchase Plan, that are assumed in the Merger, the number of shares of Common Stock to which the holder would be otherwise entitled upon exercise of each which the holder would be otherwise entitled upon exercise of each such assumed option following the Merger shall be rounded down to such assumed option following the exercise price shall be rounded up the nearest whole cent. In addition, no "additional benefits" to the nearest whole cent. In addition, no "additional benefits" (within the meaning of Section 424(a)(2) of the Internal Revenue Code of 1986, as amended) shall be accorded to the optionses pursuant to the assumption of their options.

- 3.4 Catalytica-Delaware Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, \$.001 par value, of Catalytica-Delaware issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Catalytica-Delaware, the holder of such shares or any other person, Catalytica-Delaware, the holder of such shares or any other person, be cancelled and returned to the status of authorized but unissued shares.
- 3.5 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Catalytica-California Common Stock or Preferred Stock may

269261,842(593)

-5-

be asked to surrender the same for cancellation to an exchange agent, whose name will be delivered to holders prior to any requested exchange (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving corporation's Common Stock or Preferred Stock, as the case may be, into which the surrendered shares were converted as herein prointed. Until so surrendered, each outstanding certificate therevided. Until so surrendered, each outstanding certificate therevided. Until so surrendered, each outstanding certificate there representing shares of Catalytica-California Common Stock or Preferred Stock shall be deamed for all purposes to represent the number of shares of the Surviving Corporation's Common Stock or Preferred Stock, respectively, into which such shares of Catalytica-California Common Stock or Preferred Stock, as the case that be, were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock or dends and other distributions upon the shares of Common Stock or Preferred Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Fach certificate representing Common Stock or Preferred Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Catalytica-California so converted ability as the certificates of Catalytica-California so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws, or other such additional legends as agreed upon by the holder and the surviving Corporation.

If any certificate for shares of Catalytica-Delaware stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer cable securities laws and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of issuance of such new rificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of Catalytica-Delaware that such tax has been paid or is not payable.

эмр<u>гет.</u>442(5Р3) 5:/27/93 -6-

IV. GENERAL

- 4.1 Covenants of Catalytica-Delaware. Catalytica-Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:
- (a) Qualify to do business as a foreign corporation in the State of California and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Section 2105 of the California General Corporation Law.
- (b) File any and all documents with the California Franchise Tax Board necessary for the assumption by Catalytica-Delaware of all of the franchise tax liabilities of Catalytica-California.
- (c) Take such other actions as may be required by the California General Corporation Law.
- 4.2 <u>Further Assurances</u>. From time to time, as and when required by Catalytica-Delaware or by its successors or assigns, there shall be executed and delivered on behalf of Catalytica-California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Catalytica-Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Catalytica-California and otherwise to carry out the purposes of this Agreement, and the officers and directors of Catalytica-Delaware are fully authorized in the name and on behalf of Catalytica-California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.
- 4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Catalytica-California or of catalytica-Delaware, or of both, notwithstanding the approval of this Agreement by the shareholders of Catalytica-California or by the sole stockholder of Catalytica-Delaware, or by both.
- 4.4 Amend. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash,

JMP2E7,442(\$P3) 01/27/93



property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

- 4.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is 1209 Orange Street, Wilmington, DE 19801 and The Comporation Trust Company is the registered agent of the Surviving Corporation at such address.
- 4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 430 Ferguson Drive, Mountain View, California 940-3, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.
- 4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the California General Corporation Law.
- 1.8 <u>Counterparts</u>. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.
- 4.9 Approval and Adoption. The terms of the Agreement were approved by the affirmation vote of the holders of outstanding Common Stock of Catalytica-Delaware, which equaled or exceeded the vote required. Catalytica-Delaware has two authorized classes of shares, designated Common Stock and Preferred Stock. The number of shares of Common Stock outstanding and entitled to vote upon the merger was One Thousand (1,000) shares of Common Stock. There are no shares of Preferred Stock outstanding. The percentage vote required for such approval was more than fifty percent (50%).

Q1/27/93

-8-



IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of Catalytica, Inc. and Catalytica, Inc. is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

> CATALYTICA, INC. a Delsware corporation

Micardo B. Levy, President and Chief Executive Officer

ATTEST:

Assistant Secretary

CATALYTICA, INC. a California corporation

Ricardo B. Levy, President and Chief Executive Officer

ATTEST:

Assistant Secretary

DMP2ET_M42(5P3)

-9-



CATALYTICA, INC.

OFFICER'S CERTIFICATE OF

APPROVAL OF MERGER

January 30, 1993

The undersigned, Ricardo B. Levy hereby certifles that:

- He is President and Secretary of Catalytica, Inc., a 1. Delaware corporation (the "Corporation").
- The Agreement and Plan of Merger attached to this 2. Certificate providing for the merger of Catalytica, Inc., a California corporation, with and into the Corporation was duly approved by the Roard of Directors and by the stockholders of the Corporation.
- The Corporation has two authorized classes of shares, з. designated Common Stock and Preferred Stock. The number of shares of Common Stock outstanding and entitled to vote upon the Merger was one thousand (1000) shares of Common Stock. There are no shares of Preferred Stock outstanding.
- The terms to the Agreement and Plan of Merger were approved by the Corporation by the vote of the number of shares of Common Stock of the Corporation which equalled or exceeded the vote required. The percentage vote required for such approval was more than fifty percent (50%).

IN WITHESS WHEREOF, the undersigned has executed this Certificate as of the date first written above,

lardo

Levy, Ricardo B.

President

The undersigned declares under penalty of perjury that he has read the foregoing Certificate and knows the contents thereof and the same is true of his own knowledge. Executed at Mountain View, California on January 35, 1993.

President

\$0#2#6_W42(5P) #2/02/93

CATALYTICA, INC.

OFFICER'S CERTIFICATE OF

APPROVAL OF MERGER

january 30, 1993

The undersigned, Ricardo B. Levy hereby certifies that:

- He is President and Secretary of Catalytica, Inc., a California corporation (the "Corporation").
- The Agreement and Plan of Merger attached to this Certificate providing for the merger of Catalytica, Inc., a California corporation, with and into the Corporation was duly approved by the Board of Directors and by the stockholders of the Corporation.
- The Corporation has two authorized classes of shares, designated Common Stock and Preferred Stock. The number of shares of Cormon Stock outstanding and entitled to vote upon the Merger was 4.31,860. The total number of shares of Series A Preferred Stock outstanding and entitled to vote upon the Merger was 1,683,950 shares. The total number of shares of Series B Preferred Stock outstanding and entitled to vote upon the Merger was 295,596 shares. The total number of shares of Series C Preferred Stock outstanding and entitled to vote upon the Merger was 2,341,172 shares. The total number of shares of Series D Preferred Stock outstanding and entitled to vote upon the Merger was 234,138. The total number of shares of Series E Preferred Stock outstanding and entitled to vote upon the Merger was 858,506.
 - 1. The terms to the Agreement and Plan of Merger were approved by the Corporation by the vote of the number of shares of Common Stock and Preferred Stock of the Corporation which equalled or exceeded the vote required. The percentage vote required for such approval was more than fifty percent (50%) of the outstanding Common Stock and Preferred Stock, voting as a single class and more than fifty percent (50%) of the outstanding Preferred Stock, voting on a single class and more than 50% of the Common Stock voting as a single class.

IN WITHESS WHEREOF, the undersigned has executed this Certificate as of the date first written above.

Fresident

Ricardo B. Levy,

Secretary

The undersigned declares under penalty of perjury that he has read the foregoing Certificate and knows the contents thereof and the same is true of his own knowledge. Executed at Mountain View, California on January 30, 1993.

Ricardo B. Lavy,

President

Ricardo B. Levy,

Secretary

50MZW9.442(5P3) 02/04/95





STATE OF CALIFORNIA FRANCHISE TAX BOARD P.O. BOX 942857 SACRAMENTO, CA 94257-0541

TAX CLEARANCE CERTIFICATE

January 22, 1993

EXPIRATION DATE:

MILLIAM S GREGORY COURT PLAZA BUILDING STE 400 901 H ST SACRAMENTO CA 95814

ISSUED TO: CATALYTICA. INC.

Corporate Number 0714794 CI6**

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been prid or are securid by bond deposit or other security.

A copy of this Tax Clearance Certificate has been sent to the Office of the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1230 J Street, Sacramento, Ch 95814. The telephone number is (916) 445-0623.

NGTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filling requirements of the Bank and Corporation Tax Law.

FRANCHISE TAX BOLED

By J. Snyder Special Audit Unit Corporation Audit Section Tolephone (9:6) 359-4124

COPY



TRADEMARK REEL: 2635 FRAME: 0038

RECORDED: 04/10/2003