

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):

Clean Air Partners, Inc.

- Individual(s)
- General Partnership
- Corporation-State (California)
- 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: merger: 03/27/2003; name change: 08/07/2003

2. Name and address of receiving party(ies)

Name: Clean Air Power, Inc.
Internal Address:

Street Address: 5066 Santa Fe Street
City: San Diego State: CA Zip: 92109

- 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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,316,418

Additional number(s) attached Yes No

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

Name: Timothy E. Newholm

Internal Address:

Boyle Fredrickson Newholm Stein & Gratz SC

Street Address:

250 E. Wisconsin Ave., Ste. 1030

City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41)..... \$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1170

DO NOT USE THIS SPACE

9. Signature,

Timothy E. Newholm
Name of Person Signing

Signature

Date

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

11

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

CH \$40.00 501170 2316418

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CLEAN AIR PARTNERS, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "CLEAN AIR PARTNERS, INC." UNDER THE NAME OF

"CLEAN AIR PARTNERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2003, AT 8:45 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3630852 8100M

AUTHENTICATION: 2333224

030203129

DATE: 03-27-03

TRADEMARK
REEL: 002742 FRAME: 0335

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:45 AM 03/27/2003
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**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
CLEAN AIR PARTNERS, INC., a California corporation,
INTO
CLEAN AIR PARTNERS, INC., a Delaware corporation**

Clean Air Partners, Inc., a corporation organized and existing under the laws of the State of California ("Company-California"),

DOES HEREBY CERTIFY:

FIRST: That Company-California was incorporated on October 24, 1991 pursuant to the California Corporations Code, the provisions of which permit the merger of a parent corporation organized and existing under the laws of said State into a subsidiary corporation organized and existing under the laws of a different state.

SECOND: That Company-California owns one hundred percent (100%) of the outstanding shares of the common stock, \$0.001 par value per share ("Capital Stock"), of Clean Air Partners, Inc., a corporation incorporated on February 27, 2003, pursuant to the General Corporation Law of Delaware ("Company-Delaware"), and having no class of stock outstanding other than said Capital Stock.

THIRD: That Company-California, by the following recitals and resolutions of its Board of Directors duly adopted at a meeting held on February 12, 2003, determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware does, merge itself into Company-Delaware:

WHEREAS, the Company is the legal and beneficial owner of all of the issued and outstanding shares of the Common Stock, par value \$0.001 per share (the "Company-Delaware Stock"), of Clean Air Partners, Inc., a Delaware corporation ("Company-Delaware").

WHEREAS, the Company-Delaware Stock is the only issued and outstanding class of stock of Company-Delaware.

WHEREAS, it is deemed to be in the best interests of the Company and its shareholders to merge the Company into Company-Delaware pursuant to the provisions of California Corporations Code Section 1110 and Delaware General Corporation Law Section 253 (the "Merger").

NOW, THEREFORE, BE IT RESOLVED, that subject to the approval of the board of directors of Company-Delaware and the stockholder of Company-Delaware, the Company shall merge itself into Company-Delaware, the Merger to be effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Delaware Secretary of State, and that, upon effectiveness of the Merger, Company-Delaware shall thereby assume all of the liabilities and obligations of the Company, and the separate

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existence of the Company shall cease and Company-Delaware shall be the surviving corporation (the "Surviving Corporation").

RESOLVED FURTHER, that the terms and conditions of the Merger are as follows: Upon the Merger becoming effective, (i) each outstanding share of the Company's Voting Common Stock issued and outstanding immediately prior to the Merger shall be converted into and exchanged for one (1) fully paid and nonassessable share of Company-Delaware Voting Common Stock, par value \$0.001 per share, (ii) each outstanding share of the Company's Non-Voting Common Stock issued and outstanding immediately prior to the Merger shall be converted into and exchanged for one (1) fully paid and nonassessable share of Company-Delaware Non-Voting Common Stock, par value \$0.001 per share, (iii) each outstanding share of the Company's Series A-1 Preferred Stock issued and outstanding immediately prior to the Merger shall be converted into and exchanged for one (1) fully paid and nonassessable share of Company-Delaware Series A-1 Preferred Stock, par value \$0.001 per share, (iv) each outstanding share of the Company's Series A-2 Non-Voting Preferred Stock issued and outstanding immediately prior to the Merger shall be converted into and exchanged for one (1) fully paid and nonassessable share of Company-Delaware Series A-2 Non-Voting Preferred Stock, par value \$0.001 per share, (v) each outstanding share of the Company's Series A-3 Preferred Stock issued and outstanding immediately prior to the Merger shall be converted into and exchanged for one (1) fully paid and nonassessable share of Company-Delaware Series A-3 Preferred Stock, par value \$0.001 per share, (vi) each outstanding share of the Company's Series A-4 Non-Voting Preferred Stock issued and outstanding immediately prior to the Merger shall be converted into and exchanged for one (1) fully paid and nonassessable share of Company-Delaware Series A-4 Non-Voting Preferred Stock, par value \$0.001 per share, (vii) each outstanding share of the Company's Series B-1 Preferred Stock issued and outstanding immediately prior to the Merger shall be converted into and exchanged for one (1) fully paid and nonassessable share of Company-Delaware Series B-1 Preferred Stock, par value \$0.001 per share, (viii) each outstanding share of the Company's Series B-2 Non-Voting Preferred Stock issued and outstanding immediately prior to the Merger shall be converted into and exchanged for one (1) fully paid and nonassessable share of Company-Delaware Series B-2 Non-Voting Preferred Stock, par value \$0.001 per share; each share of Company-Delaware issued and outstanding immediately prior to the Merger shall be cancelled and returned to the status of authorized but unissued shares, and (ix) each option, warrant or other right to purchase the Company Series A-1 Preferred Stock, Series A-2 Non-Voting Preferred Stock, Series A-3 Preferred Stock, Series A-4 Non-Voting Preferred Stock, Series B-1 Preferred Stock, Series B-2 Non-Voting Preferred Stock, Voting Common Stock and Non-Voting Company Stock issued and outstanding immediately prior to the Merger shall be converted into the right to receive one (1) share of Company-Delaware Series A-1 Preferred Stock, Company-Delaware Series A-2 Non-Voting Preferred Stock, Company-Delaware Series A-3 Preferred Stock, Company-Delaware Series A-4 Non-Voting Preferred Stock, Company-Delaware Series B-1 Preferred Stock,

Company-Delaware Series B-2 Non-Voting Preferred Stock, Company-Delaware Voting Common Stock and Company-Delaware Non-Voting Company Stock, respectively, for each share of the Company Preferred Stock and/or the Company Common Stock issuable pursuant to any such option, warrant or other stock purchase right on the same terms and conditions and at an exercise price per share equal to the exercise price per share applicable to any such Company option, warrant or stock purchase right.

RESOLVED FURTHER, that, until successors are duly elected or appointed in accordance with applicable law, the existing directors of Company-Delaware as of the time of the Merger shall be the directors of the Surviving Corporation and the existing officers of Company-Delaware as of the time of the Merger shall be the officers of the Surviving Corporation.

RESOLVED FURTHER, that, from and after the time of the Merger, the Certificate of Incorporation of Company-Delaware in substantially the form attached as Exhibit B and the Bylaws of Company-Delaware in substantially the form attached as Exhibit C shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation.

RESOLVED FURTHER, that the Company's President and/or Chief Executive Officer be, and hereby is, authorized to make, execute and attest to, and the Company's Secretary be, and hereby is, authorized to make, execute and attest to, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the Merger, and the date of adoption hereof, and to cause the same to be filed with the Delaware Secretary of State, and to cause a certified copy to be recorded in the office of the Recorder of Deeds for the appropriate county, and to do all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect the Merger.

RESOLVED FURTHER, that within six (6) months after the Merger and after the filing of a Certificate of Satisfaction of the Franchise Tax Board pursuant to California Corporations Code Section 1110(f), a copy of the Certificate of Ownership and Merger shall be filed with the California Secretary of State.

RESOLVED FURTHER, that any and all actions whether previously or subsequently taken by the Company's officers and directors, which are consistent with and in furtherance of the intent and purposes of the foregoing resolutions and the consummation of the transactions contemplated therein, shall be and the same hereby are, in all respects, ratified, approved and confirmed.

RESOLVED FURTHER, that the Company's officers and directors and such persons appointed to act on their behalf pursuant to the foregoing resolutions are hereby authorized and directed in the name and on behalf of the Company to prepare, execute, deliver and file any additional certificates, agreements, instruments or documents, or any amendments or

supplements thereto, or to do or to cause to be done any and all other acts as they deem necessary, appropriate or in furtherance of the purposes of each of the foregoing resolutions and the transactions contemplated therein.

FOURTH: That the Merger has been approved by a majority of the outstanding shares of Common Stock and a two-thirds majority of the outstanding shares of Preferred Stock of Company-California entitled to vote thereon by written consent of the shareholders in accordance with Sections 603 and 1110 of the California Corporations Code, and has, to the extent required by California law, been adopted, approved, certified, executed and acknowledged by Company-California in accordance with the laws of California, and that the Merger has also been approved by the Board of Company-Delaware as required by Section 1110(c) of the California Corporations Code.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Clean Air Partners, Inc. has caused this certificate to be signed by , its Chief Financial Officer and Secretary, this 27th day of March, 2003.

CLEAN AIR PARTNERS, INC.,
a California Corporation

By: 

Chief Financial Officer and Secretary
G. Craig Williams

[SIGNATURE PAGE TO
CERTIFICATE OF OWNERSHIP AND MERGER]

CA 47173.2

7.2003 9:36AM LANIER2

NO. 5915 P. 2/3

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CLEAN AIR PARTNERS, INC.", CHANGING ITS NAME FROM "CLEAN AIR PARTNERS, INC." TO "CLEAN AIR POWER, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF AUGUST, A.D. 2003, AT 8:27 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2569707

030515068

DATE: 08-07-03

AUG. 7. 2003 9:37AM

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NO. 5915 P. 3/3

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
CLEAN AIR PARTNERS, INC.,
A DELAWARE CORPORATION**

Clean Air Partners, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

First: That a resolution was duly adopted by the Board of Directors of the Corporation setting forth a proposed amendment to the existing Certificate of Incorporation of the Corporation, and declaring said amendment to be advisable and recommended for approval by the stockholders of the Corporation. The resolution approved the following amendment:

"RESOLVED, that Article 1 of the Certificate of Incorporation is hereby amended and restated in its entirety to state:

"The name of this corporation is Clean Air Power, Inc."

Second: That thereafter, the stockholders of said Corporation approved the amendment by written consent in accordance with Section 228 of the Delaware General Corporation Law.

Third: That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

Fourth: That the capital of said Corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, Clean Air Partners, Inc. has caused this certificate to be signed by Daniel Kabel, its Chief Executive Officer and President, on this 6th day of August, 2003.


Daniel Kabel, Chief Executive Officer and President

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:27 AM 08/07/2003
FILED 08:27 AM 08/07/2003
SRV 030515068 - 3630852 FILE

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CC

State of California



SECRETARY OF STATE NAME CHANGE CERTIFICATE OF QUALIFICATION

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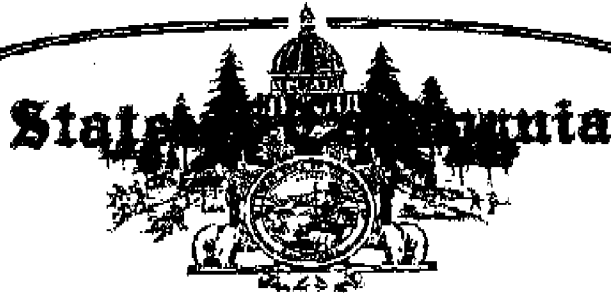
I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify that on the **14th day of August, 2003**, there was filed in this office an Amended Statement and Designation by Foreign Corporation whereby the corporate name of **CLEAN AIR PARTNERS, INC.**, a corporation organized and existing under the laws of **Delaware**, was changed to **CLEAN AIR POWER, INC.**. This corporation complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California and as of said date has been and is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of August 18, 2003.



Kevin Shelley
KEVIN SHELLEY
Secretary of State





SECRETARY OF STATE

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

That the attached transcript of 1 page(s) has been compared with the record on file in this office, 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

 AUG 1 8 2003

Kevin Shelley
Secretary of State

