

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/23/2004		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Lighting Science, Inc.		12/23/2004	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Lighting Science Group Corporation		
Street Address:	2100 McKinney Avenue		
Internal Address:	Suite 1555		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75201		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
Property Type	Number	Word Mark	
Serial Number:	78441799	EFFICIENT. LASTING. SMART.	
Serial Number:	78441797	LIGHTING SCIENCE	
Serial Number:	78472635	OPTIMIZED DIGITAL LIGHTING	
Serial Number:	78472639	ODL	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)937-2297		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	212 254 0500		
Email:	alan.barson@barsongs.com		
Correspondent Name:	Alan Barson, Esq.		
Address Line 1:	853 Broadway		
Address Line 2:	Suite 1001		
Address Line 4:	New York, NEW YORK 10003		

OP \$115.00 78441799

NAME OF SUBMITTER:	Alan D. Barson
Signature:	/s/
Date:	02/14/2005
<b>Total Attachments: 4</b> source=LSGC Name Change Merger CERT#page1.tif source=LSGC Name Change Merger CERT#page2.tif source=LSGC Name Change Merger CERT#page3.tif source=LSGC Name Change Merger CERT#page4.tif	

# Delaware

PAGE 1

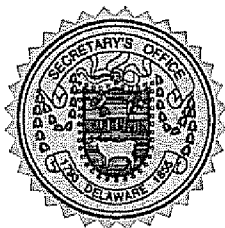
*The First State*

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 MERGER, WHICH MERGES:

"LIGHTING SCIENCE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "THE PHOENIX GROUP CORPORATION" UNDER THE NAME OF "LIGHTING SCIENCE GROUP CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2004, AT 10:19 O'CLOCK A.M.

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



2163990 8100M

040935632

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3574175

DATE: 12-23-04

TRADEMARK  
REEL: 003028 FRAME: 0672

**CERTIFICATE OF OWNERSHIP  
MERGING  
LIGHTING SCIENCE, INC.  
INTO  
THE PHOENIX GROUP CORPORATION**

(Under Section 253 of the General Corporation Law  
of the State of Delaware)

The Phoenix Group Corporation, a corporation incorporated on the 16<sup>th</sup> day of June 1988, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Corporation"), **DOES HEREBY CERTIFY:**

**FIRST:** That the Corporation owns all of the capital stock of Lighting Science, Inc., a corporation incorporated on the 27<sup>th</sup> day of May 2004, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Subsidiary").

**SECOND:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members on December 6, 2004, filed with the minutes of the Board, determined to and did merge the Subsidiary into itself:

**WHEREAS,** the Corporation lawfully owns all of the capital stock of Lighting Science, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Subsidiary");

**WHEREAS,** the Corporation desires to merge into itself the Subsidiary, and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary;

**NOW THEREFORE BE IT RESOLVED,** that the Corporation merge into itself the Subsidiary and assume all of the Subsidiary's obligations; and

**FURTHER RESOLVED,** that at the effective time of the merger, the Corporation relinquishes its corporate name and assumes in place thereof the corporate name of Lighting Science Group Corporation; and

**FURTHER RESOLVED,** that the Chief Executive Officer or his designee (the "authorized officers") be and hereby is directed to make and execute a certificate of ownership setting forth a copy of the resolutions to merge the Subsidiary and assume its obligations, and the date of adoption and to cause the same to be filed with the Delaware Secretary of State and to do all acts and

things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger; and

**FURTHER RESOLVED**, that the authorized officers be and they hereby are authorized, empowered and directed to take such actions as they shall deem necessary or appropriate, whether within or without the State of Delaware, in order to effect said merger.

\* \* \*

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Ownership to be signed and attested to by its duly authorized officers this 20<sup>th</sup> day of December 2004.

**THE PHOENIX GROUP CORPORATION**  
(Re-named "Lighting Science Group Corporation"  
following this merger)

  
\_\_\_\_\_  
Name: Ronald E. Lusk  
Title: Chairman and Chief Executive Officer