

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Laser Power Corporation		06/27/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Exotic Electro-Optics, Inc.
Street Address:	36570 Briggs Road
City:	Murrieta
State/Country:	CALIFORNIA
Postal Code:	92563
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1954810	TURBO-COOLED
Registration Number:	2045249	LASER POWER
Registration Number:	2268377	MP-5

CORRESPONDENCE DATA

Fax Number: (412)471-4094
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (412) 471-8815
 Email: webblaw@webblaw.com
 Correspondent Name: Richard L. Byrne
 Address Line 1: 700 Koppers Building, 436 Seventh Avenue
 Address Line 2: The Webb Law Firm
 Address Line 4: Pittsburgh, PENNSYLVANIA 15219-1845

NAME OF SUBMITTER:	Richard L. Byrne (4581-011883)
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OP \$90.00 1954810

Signature:	/rlb/
Date:	08/17/2005
Total Attachments: 16 source=w0207941#page1.tif source=w0207941#page2.tif source=w0207941#page3.tif source=w0207941#page4.tif source=w0207941#page5.tif source=w0207941#page6.tif source=w0207941#page7.tif source=w0207941#page8.tif source=w0207941#page9.tif source=w0207941#page10.tif source=w0207941#page11.tif source=w0207941#page12.tif source=w0207941#page13.tif source=w0207941#page14.tif source=w0207941#page15.tif source=w0207941#page16.tif	

Delaware

PAGE 1

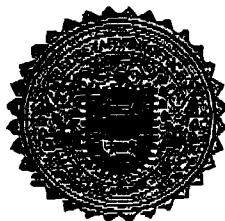
The First State

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 AGREEMENT OF MERGER, WHICH MERGES:

"LASER POWER CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "EXOTIC MATERIALS, INC." UNDER THE NAME OF "EXOTIC ELECTRO-OPTICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2003, AT 4:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2003, AT 11:59 O'CLOCK P.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

3675839 8100M

AUTHENTICATION: 2501222

030427839

DATE: 06-27-03

TRADEMARK

P.010

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:08 PM 06/27/2003
FILED 04:09 PM 06/27/2003
SRV 030427839 - 2012754 FILE

**AGREEMENT
AND
PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER dated as of June 27, 2003 by and between **EXOTIC MATERIALS, INC.** ("Exotic"), a business corporation duly organized on January 10, 1961, and existing under the laws of the State of California with its principal executive office located at 36570 Briggs Road, Murrieta, California 92563, and **LASER POWER CORPORATION** ("LPC"), a business corporation duly organized on July 11, 1983, and existing under the laws of the State of Delaware with its principal executive office located at 36570 Briggs Road, Murrieta, California 92563.

WHEREAS, the respective Boards of Directors and shareholders of Exotic and LPC deem it advisable and in the best interests of the respective corporations and their shareholders, that LPC be merged with and into Exotic in accordance with the applicable provisions of the laws of the State of Delaware and the State of California.

WHEREAS, Exotic has a capitalization of Three Million (3,000,000) authorized shares of common stock valued at \$1.00 per share, of which Three Thousand (3,000) shares are currently issued and outstanding.

WHEREAS, LPC has a capitalization of One Thousand (1,000) authorized shares of common stock valued at \$.00 per share, of which One Thousand (1,000) shares of common stock are currently issued and outstanding.

NOW, THEREFORE, in consideration of the covenants and agreements contained herein and intending to be legally bound hereby, the parties hereto agree as follows:

1. **Merger.** At the effective date, as defined below, LPC shall merge with and into Exotic, and Exotic shall be the surviving corporation (such transaction being hereinafter referred to as the "merger").

2. **Terms and Conditions.** At the effective date, as defined below, of the merger, the separate existence of LPC shall cease, and Exotic shall succeed to all rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of LPC, without the necessity for any separate transfer. Exotic shall thereafter be responsible and liable for all liabilities and obligations of LPC, and neither the rights of creditors nor any liens on the property of LPC shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of LPC into shares of Exotic is as follows:

(a) Each share of the common stock of LPC issued and outstanding on the effective date of the merger shall, by virtue of the merger and without any action by the holder thereof, be converted into one share of Exotic. All LPC stock held in the treasury of LPC, if any, shall be cancelled and no cash, shares or other property shall be delivered in exchange therefore. The merger shall have no effect on the issued and outstanding shares or treasury shares of Exotic.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in LPC shall surrender them to Exotic or to its duly appointed agent, in such manner as Exotic shall legally require. On receipt of such share certificates, Exotic shall issue and exchange therefor certificates for shares of common stock in Exotic, representing the number of shares of such stock to which such holder is entitled as provided above.

4. **Articles of Incorporation.** The Articles of Incorporation of Exotic shall continue to be its Articles of Incorporation following the effective date of the merger, except that they shall be amended by deleting Article I in its entirety and, in lieu thereof, by inserting the following:

Article I: The name of the corporation is Exotic Electro-Optics, Inc.

5. **Bylaws.** The bylaws of Exotic shall continue to be its bylaws following the effective date of the merger.

6. **Officers and Directors.** The directors and officers of Exotic on the effective date of the merger shall continue as the directors and officers of Exotic for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **Prohibited Transactions.** Neither LPC nor Exotic shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that LPC and Exotic may take all action necessary or appropriate under the laws of the State of Delaware and the State of California to consummate this merger.

8. **Approval by Shareholders.** This Agreement and Plan of Merger has been approved by the shareholders of LPC and Exotic in the manner provided by the applicable laws of the State of Delaware and the State of California, respectively, at meetings held on or before June 26, 2003.

9. **Effective Date of Merger.** The merger provided for herein shall become effective at 11:59:59 p.m. on June 30, 2003 ("effective date").

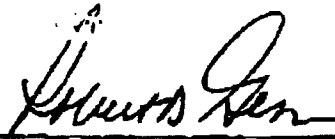
10. **Abandonment of Merger.** This Agreement and Plan of Merger may be abandoned by action of the board of directors of either LPC or Exotic at any time prior to the effective date.

11. **Service of Process.** Exotic agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of Exotic arising from this merger, including any suit or other proceeding to enforce the rights of any shareholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to Exotic at 36570 Briggs Road, Murrieta, California 92563.


12. **Interpretation.** The description headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement and Plan of Merger. Words used in this Agreement and Plan of Merger, regardless of the gender or number specifically used, shall be deemed to include any other gender, masculine, feminine or neuter, and any other number, singular, or plural, as the context may require. This Agreement and Plan of Merger embodies the entire agreement between the parties and may be amended only by a writing signed by each of them.

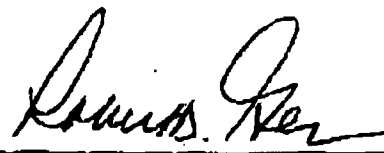
13. **Execution of Agreement.** This Agreement and Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly executed by the parties hereto as of the date and year first above written.



Robert D. German, Assistant Secretary

EXOTIC MATERIALS, INC.:

By: 
Craig A. Creaturo, Vice President


Robert D. German, Assistant Secretary

LASER POWER CORPORATION:

By: 
Craig A. Creaturo, Vice President

OFFICER'S CERTIFICATE OF APPROVAL OF AGREEMENT AND PLAN OF MERGER


Craig A. Cresturo and Robert D. German

certify and state that:


- 1. They are the Vice President and Assistant Secretary, respectively, of Laser Power Corporation, a Delaware corporation.
- 2. The Agreement and Plan of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
- 3. There is only one class of shares and the total number of outstanding shares is 1,000.
- 4. The approval of the principal terms of the Agreement and Plan of Merger requires the affirmative vote of a majority of the outstanding shares entitled to vote.
- 5. The principal terms of the Agreement and Plan of Merger in the form attached were approved by the corporation by the affirmative vote of the number of outstanding shares which equaled or exceeded the vote required.

On the date set forth below in the Town of Murrieta, in the State of California, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on this 27th day of June, 2003.



Craig A. Cresturo, Vice President



Robert D. German, Assistant Secretary

**OFFICER'S CERTIFICATE OF APPROVAL OF
AGREEMENT AND PLAN OF MERGER**

Craig A. Creaturo and Robert D. German

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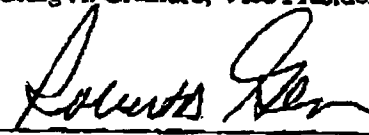
1. They are the Vice President and Assistant Secretary, respectively, of Exotic Materials, Inc., a California corporation.
2. The Agreement and Plan of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. There is only one class of shares and the total number of outstanding shares is 3,000.
4. The approval of the principal terms of the Agreement and Plan of Merger requires the affirmative vote of a majority of the outstanding shares entitled to vote.
5. The principal terms of the Agreement and Plan of Merger in the form attached were approved by the corporation by the affirmative vote of the number of outstanding shares which equaled or exceeded the vote required.

On the date set forth below in the Town of Saxonburg, in the Commonwealth of Pennsylvania, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on this 27th day of June, 2003.



Craig A. Creaturo, Vice President



Robert D. German, Assistant Secretary

A0598752



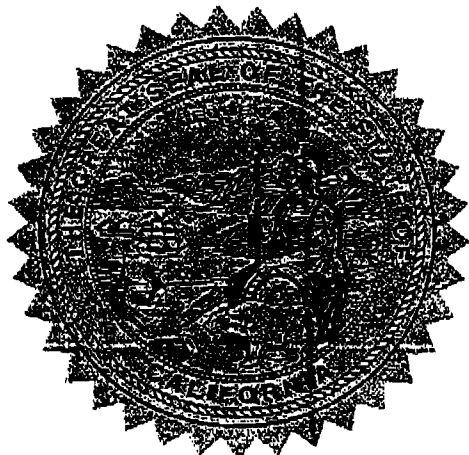
SECRETARY OF STATE

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

JUL 11 2003



Kevin Shelley
Secretary of State

A0598752

AGREEMENT
AND
PLAN OF MERGER

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUN 3 0 2003

KEVIN SHELLEY
Secretary of State

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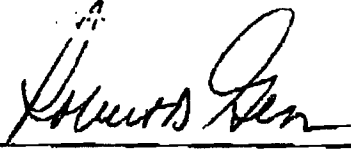
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Robert D. German, Assistant Secretary

EXOTIC MATERIALS, INC.:

By: 
Craig A. Creaturo, Vice President


Robert D. German, Assistant Secretary

LASER POWER CORPORATION:

By: 
Craig A. Creaturo, Vice President

**OFFICER'S CERTIFICATE OF APPROVAL OF
AGREEMENT AND PLAN OF MERGER**

Craig A. Creaturo and Robert D. German

certify and state that:

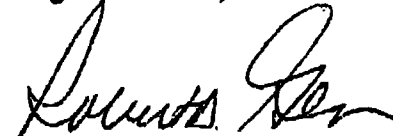
1. They are the Vice President and Assistant Secretary, respectively, of Exotic Materials, Inc., a California corporation.
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5. The principal terms of the Agreement and Plan of Merger in the form attached were approved by the corporation by the affirmative vote of the number of outstanding shares which equaled or exceeded the vote required.

On the date set forth below in the Town of Saxonburg, in the Commonwealth of Pennsylvania, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on this 27th day of June, 2003.



Craig A. Creaturo, Vice President



Robert D. German, Assistant Secretary

OFFICER'S CERTIFICATE OF APPROVAL OF AGREEMENT AND PLAN OF MERGER

Craig A. Creaturo and Robert D. German

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On the date set forth below in the Town of Murrieta, in the State of California, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on this 27th day of June, 2003.

Craig A. Creaturo

Craig A. Creaturo, Vice President

Robert D. German

Robert D. German, Assistant Secretary

