

**TRADEM.**

01-12-2006

NET

Docket No.:

**S ONLY**

hhtech



103156798

Attached original documents or copy thereof.

To the Director of the United States Patent

1. Name of conveying party(ies):

**Hired Hand Manufacturing, Inc.**

- Individual(s)
- General Partnership
- Corporation-State **Alabama**
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **January 13, 2005**

2. Name and address of receiving party(ies):

Name: **HH Technologies, Inc.**

Internal Address: **P.O. Box 99**

Street Address: **1733 County Road 68**

City: **Bremen** State: **AL** ZIP: **35033**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Alabama**
- Other

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

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

A. Trademark / Service Mark Application No.(s)

01/11/2006 DBYRNE 00000255 1954037

01 FC:8521  
02 FC:8522

40.00 OP  
25.00 OP

Additional numbers

B. Trademark / Service Mark Registration No.(s)

1954037

1133560

Yes  No

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

Name: **Kenneth M. Bush**

Internal Address: **Bush Intellectual Property Law Group**

**P.O. Box 381146**

**Birmingham, AL 35238**

Street Address: **Bush Intellectual Property Law Group**

**P.O. Box 381146**

City: **Birmingham** State: **AL** ZIP: **35238**

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41): \$ **\$80.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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.

**Kenneth M. Bush**

Name of Person Signing

Signature

January 4, 2006

Date

Total number of pages including cover sheet, attachments, and **6**

Mail documents to be recorded with required cover sheet information to:  
Mail Stop Recordation Services  
Director of the United States Patent and Trademark Office  
P.O. Box 1450, Alexandria, VA 22313-1450

**TRADEMARK**  
**REEL: 003284 FRAME: 0726**

OFFICE OF PTO ADMINISTRATION  
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FINANCE SECTION

CHECK TOTAL \$ 5.00  
DATE  
BY  
01/14/06

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**HIRED HAND MFG., INCORPORATED**

The undersigned, acting for and on behalf of Hired Hand Mfg., Incorporated (the "Corporation") and pursuant to the Alabama Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the Corporation shall be:

**HH TECHNOLOGIES, INC.**

**ARTICLE II**

**Purposes**

The nature of the business of the Corporation and its objects, purposes and powers are:

(a) To engage in the business of manufacturing, marketing, and selling products connected with the poultry, cattle, and other farming operations and any and all other products of any and all kinds whatsoever;

(b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant in connection therewith;

(c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person

Recording Fee 37.00, TOTAL 37.00

may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the Corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

(e) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of or creation of security interests in any of its property, franchises, or income, and, without limiting the generality of the foregoing; (a) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of the contracting Corporation, (b) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of (i) an entity that is wholly owned, directly or indirectly, by the contracting Corporation or (ii) a person that owns, directly or indirectly, all of the outstanding stock of the contracting Corporation or (iii) an entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding stock of the Corporation;

(f) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(g) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other entity;

(h) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future or former directors, officers, employees and agents;

(i) To make donations for the public welfare or for charitable, scientific or educational purposes; and

(j) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

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The enumeration herein of the powers, objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Corporation is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

### ARTICLE III

#### Capital Stock

3.01 The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is Three Thousand (3,000), consisting of Three Thousand (3,000) shares of One and No/100 Dollar (\$1.00) par value common stock.

3.02 Distributions with respect to all classes and series of Shares shall be made only when, as and if authorized by the Board of Directors; provided, however, that no distribution may be made if, after giving it effect, (i) the Corporation would not be able to pay its debts as they become due in the usual course of business; or (ii) the Corporation's total assets would be less than the sum of its total liabilities.

3.03 The Board of Directors is expressly authorized to create and issue, by resolution(s) adopted from time to time, warrants, rights or options entitling the holders thereof to purchase Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares or other securities or evidences of indebtedness. The Board of Directors is also authorized expressly to determine the terms, including, without limit, the time or times within which, the price or prices and any adjustments thereto, whereby Shares may be purchased upon the exercise of any such warrant, right or option. The judgment of the Board of Directors shall be conclusive as to the adequacy of the consideration received for any such rights or options.

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### ARTICLE IV

#### Miscellaneous

In furtherance and not in limitation of the powers conferred by law, the following provisions for the regulation of the Corporation, its directors and shareholders are hereby established:

4.01 A director shall not be held personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action as a director, except this provision shall not eliminate the liability of a director for (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (iv) an intentional

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violation of criminal law; or (v) a breach of a director's duty of loyalty to the Corporation or its shareholders. It is the intention that the directors of the Corporation be protected from personal liability to the fullest extent permitted by the Alabama Business Corporation Act as it now or hereafter exists. If at any time in the future the Alabama Business Corporation Act is modified to permit further or additional limitations on the extent to which directors may be held personally liable to the Corporation, the protection afforded by this Section 4.01 shall be expanded to afford the maximum protection permitted under such law. Any repeal or modification of this Section 4.01 by the shareholders of the Corporation shall be prospective only, and shall not diminish the rights, or expand the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.


4.02 The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE V

Registered Office and Agent

The location and mailing address of the Corporation's registered office shall be 1733 County Board 68, Bremen, Alabama 35033 and its registered agent at such address shall be Shawn Jeffrey Crider.

Dated the 13<sup>th</sup> day of January, 2005.

  
\_\_\_\_\_  
Shawn Jeffrey Crider  
President

This Instrument was prepared by:

Timothy J. Segers  
Balch & Bingham LLP  
1901 Sixth Avenue North, Suite 2600  
Birmingham, Alabama 35203  
(205) 251-8100

CERTIFICATE

Pursuant to, and with the effect provided in, Sections 10-2B-10.02 to 10.07 of the Code of Alabama, 1975, as amended (the "Code"), the undersigned corporation, Hired Hand Mfg., Incorporated (the "Corporation"), hereby adopts the Amended and Restated Articles of Incorporation attached hereto and certifies as follows:


FIRST: The name of the Corporation is Hired Hand Mfg., Incorporated, which name is being changed to HH Technologies, Inc.

SECOND: The Articles of Incorporation of the Corporation, which were filed with the Judge of Probate of Cullman County on December 22, 1978 (as amended, the "Articles of Incorporation"), are hereby amended and restated by deleting the Articles of Incorporation in their entirety and substituting in lieu thereof the Amended and Restated Articles of Incorporation attached hereto.

THIRD: The Amended and Restated Articles of Incorporation attached hereto were adopted on January 13, 2005.

FOURTH: The Amended and Restated Articles of Incorporation contain amendments requiring shareholder approval, and the Amended and Restated Articles of Incorporation were adopted by the Board of Directors and shareholders in the manner provided by the Code. The Corporation had 1,434.9908 shares of common stock, One and No/100 Dollar (\$1.00) par value, issued and outstanding at the time of the adoption of these Amended and Restated Articles of Incorporation. All 1,434.9908 shares of common stock issued and outstanding voted to approve, which was sufficient for approval of these Amended and Restated Articles of Incorporation, and no shares voted against or abstained from voting on the foregoing.

HIRED HAND MFG., INCORPORATED

By:   
Name: Shawn Jeffrey Crider  
Title: President

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