

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Advanced Electronic Systems		06/30/2006	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	Happ Controls, Inc.
Street Address:	106 Garlisch Drive
City:	Elk Grove
State/Country:	ILLINOIS
Postal Code:	60007
Entity Type:	CORPORATION: ILLINOIS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	78863507	AESI

CORRESPONDENCE DATA

Fax Number: (312)577-4741
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-902-5665
 Email: becky.williams@kattenlaw.com
 Correspondent Name: Becky A. Williams
 Address Line 1: 525 W. Monroe Street
 Address Line 4: Chicago, ILLINOIS 60661

ATTORNEY DOCKET NUMBER:	332941-3
NAME OF SUBMITTER:	Becky A. Williams
Signature:	/baw/

CH \$40.00 78863507

Date:

07/26/2006

Total Attachments: 8

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OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 30, 2006

5432-839-7

CORP-LINK SERVICES, INC.
118 W EDWARDS ST STE 200
SPRINGFIELD IL 62704

RE HAPP CONTROLS, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICES OF THE RECORDERS OF THE COUNTIES IN WHICH THE REGISTERED OFFICES OF THE MERGING CORPORATIONS ARE LOCATED. IN ORDER TO COMPLY WITH ARTICLE 6 OF THE COUNTIES CODE, AS AMENDED JANUARY 1, 1995, THE PAGES OF THIS DOCUMENT MUST BE SEPARATED BEFORE IT IS PRESENTED FOR RECORDING.

THE SURVIVING CORPORATION SHALL EXECUTE A REPORT FOLLOWING MERGER (FORMS ARE ENCLOSED) AND FILE SAME IN THIS OFFICE WITHIN SIXTY DAYS AFTER MERGER.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

copy

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com



Doc#: **0619139084** Fee: **\$38.00**
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 07/10/2006 03:39 PM Pg: 1 of 8

Remit payment in the form of a check or money order payable to the Secretary of State.

FILED

JUN 30 2006

**JESSE WHITE
SECRETARY OF STATE**

The filing fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

File # 5432-839-7 Filing Fee: \$ 100.00 Approved: [Signature]
Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ^{merge}~~consolidate~~, and the state or country of their incorporation:
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Happ Controls, Inc.</u>	<u>Illinois</u>	<u>D5432-839-7</u>
<u>Advanced Electronic Systems</u>	<u>Nevada</u>	<u>64490117</u>
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ^{surviving}~~new~~ corporation: Happ Controls, Inc.
~~acquiring~~

(b) it shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger}~~consolidation~~ is as follows:
~~exchange~~

See the attached Plan of Merger.

5. Plan of ^{merger} consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Name of Corporation</u>			
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
<u>Happ Controls, Inc.</u>	<u>21,505</u>	<u>21,505</u>
<u>Advanced Electronic Systems</u>	<u>1,000</u>	<u>1,000</u>
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)
 The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.
 (Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated June 30, 2006
 (Month & Day) (Year)
David Reginelli
 (Any authorized officer's signature)

Happ Controls, Inc.
 (Exact Name of Corporation)

David Reginelli, Secretary & Treasurer
 (Type or Print Name and Title)

Dated June 30, 2006
 (Month & Day) (Year)
David Reginelli
 (Any authorized officer's signature)

Advanced Electronic Systems
 (Exact Name of Corporation)

David Reginelli, Secretary & Treasurer
 (Type or Print Name and Title)

Dated _____, _____
 (Month & Day) (Year)

 (Any authorized officer's signature)

 (Exact Name of Corporation)

 (Type or Print Name and Title)

PLAN OF MERGER

This Plan of Merger ("**Plan of Merger**") is dated as of June 30, 2006 by and between Advanced Electronic Systems, a Nevada corporation, and Happ Controls, Inc., an Illinois corporation.

ARTICLE I

PARTIES TO THE MERGER

The names of the corporations proposing to merge are Advanced Electronic Systems (the "**Merged Corporation**") and Happ Controls, Inc. (the "**Surviving Corporation**"). The Surviving Corporation and the Merged Corporation are sometimes hereinafter referred to as the "**Constituent Corporations**".

ARTICLE II

CONSTITUTION OF MERGER

The Merged Corporation shall be merged with and into the Surviving Corporation, in accordance with the provisions of the Illinois Business Corporation Act of 1983, as amended, and Title 7, Chapter 92a of the Nevada Revised Statutes.

ARTICLE III

CORPORATE NAME

Through the Effective Date (hereinafter defined) and thereafter, the name of the Surviving Corporation shall be Happ Controls, Inc.

ARTICLE IV

EFFECT OF MERGER

Upon the Effective Date: (1) the Constituent Corporations shall be a single corporation; (2) the separate corporate existence of the Merged Corporation shall cease, except to the extent provided for by the law in the case of a corporation after its merger into another corporation; (3) the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in the Surviving Corporation, without further act, deed or transfer; (4) the Surviving Corporation shall thenceforth be responsible for and subject to all of the debts, liabilities and obligations of each of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them, including without limitation the obligations imposed on the Merged Corporation pursuant

to that certain Industrial Real Estate Lease dated January 20, 2006 by and between the Merged Corporation and HLP Property, LLC; (5) any claim, existing action, or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment by the Surviving Corporation; and (6) neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

ARTICLE V

MANNER AND BASIS OF CONVERTING SHARES

(a) Surviving Corporation's Stock. All shares of the Surviving Corporation stock which shall be issued and outstanding immediately prior to the Effective Date, shall remain issued and outstanding and have identical designations, preferences, qualifications, limitations, restrictions and special or relative rights immediately after the Effective Date.

(b) Merged Corporation's Stock. At the Effective Date, each share of stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, be immediately cancelled.

(c) Common Parent. The Constituent Corporations are both wholly owned subsidiaries of Happ Acquisition, Inc.

ARTICLE VI

ARTICLES AND BYLAWS

The Articles of Incorporation and the Bylaws of the Surviving Corporation existing on the Effective Date shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation.

ARTICLE VII

BASIS FOR TRANSFERRING ASSETS AND LIABILITIES

The assets and liabilities of the Merged Corporation, at the Effective Date, shall be taken on the books of the Surviving Corporation at the amounts at which they are, on such date, carried on the books of the Merged Corporation.

ARTICLE VIII

DIRECTORS AND OFFICERS

The Board of Directors and Officers of the Surviving Corporation shall be the Directors and Officers holding such offices of the Surviving Corporation at the Effective Date. Such individuals shall hold office in accordance with the Bylaws of the Surviving Corporation.

ARTICLE IX

EMPLOYEES

All employees of the Merged Corporation (the "AESI Employees") shall by operation of law be transferred from the Merged Corporation to the Surviving Corporation as of the Effective Date. The Constituent Corporations agree that the payroll taxes of the AESI Employees shall be treated in accordance with the Alternate Procedure described in Internal Revenue Bulletin, August 23, 2004, Revenue Procedure 2004-53.

ARTICLE X

EXPENSES OF MERGER

The Surviving Corporation shall pay all expenses of implementing this Plan of Merger and accomplishing the merger provided for herein.

ARTICLE XI

FURTHER ASSURANCES

If at any time the Surviving Corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and deliver or cause to be executed and delivered all such proper assignments, conveyances and assurances in law and do all things necessary or proper to vest and perfect such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Merger.

ARTICLE XII

EFFECTIVE DATE

The merger shall become effective on and as of July 1, 2006 (the "Effective Date").

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first written above.

ADVANCED ELECTRONIC SYSTEMS

By: David Reginelli
Name: David Reginelli
Its: Secretary and Treasurer

HAPP CONTROLS, INC.

By: David Reginelli
Name: David Reginelli
Its: Secretary and Treasurer