

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Hill Top Acquisition Corporation		01/11/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Hill Top Research Corporation		
Street Address:	6440 South Wasatch Boulevard		
Internal Address:	Suite 105		
City:	Salt Lake City		
State/Country:	UTAH		
Postal Code:	84121		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1417905		
Registration Number:	1225856	HILL TOP CHAMBER	
Registration Number:	2228880		
CORRESPONDENCE DATA			
Fax Number:	(312)609-5005		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-609-7838		
Email:	tsettle@vedderprice.com		
Correspondent Name:	Tammy S. Settle		
Address Line 1:	222 North LaSalle Street		
Address Line 4:	Chicago, ILLINOIS 60601		
ATTORNEY DOCKET NUMBER:	36026.00.0043/TSS		
NAME OF SUBMITTER:	Tammy S. Settle		

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Signature:	/tsettle/
Date:	08/29/2006
Total Attachments: 8 source=NameChangeHllltop#page1.tif source=NameChangeHllltop#page2.tif source=NameChangeHllltop#page3.tif source=NameChangeHllltop#page4.tif source=NameChangeHllltop#page5.tif source=NameChangeHllltop#page6.tif source=NameChangeHllltop#page7.tif source=NameChangeHllltop#page8.tif	

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "HILL TOP RESEARCH CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "HILL TOP ACQUISITION CORPORATION" TO "HILL TOP RESEARCH CORPORATION", FILED THE THIRTEENTH DAY OF JANUARY, A.D. 2006, AT 2:40 O'CLOCK P.M.



4062117 8100X

060662399

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4895166

DATE: 07-12-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:40 PM 01/13/2006
FILED 02:40 PM 01/13/2006
SRV 060037586 - 4062117 FILE

**CERTIFICATE OF
AMENDMENT AND RESTATEMENT OF THE
CERTIFICATE OF INCORPORATION
OF
HILL TOP ACQUISITION CORPORATION
(Including name change to "Hill Top Research Corporation")**

Hill Top Acquisition Corporation, a Delaware corporation (the "Corporation"), hereby certifies that pursuant to the authority contained in its Certificate of Incorporation (as amended to date, the "Certificate of Incorporation"), and in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware ("DGCL"), the Corporation has adopted this Certificate of Amendment and Restatement of the Certificate of Incorporation and hereby amends and restates the Certificate of Incorporation as set forth below. The original certificate of incorporation of the Corporation was filed with the Delaware Secretary of State on November 16, 2005. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 228, 242 and 245 of the DGCL.

FIRST: The name of the corporation is Hill Top Research Corporation (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, State of Delaware 19801. The name of the Corporation's registered agent is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is ten million (10,000,000) of which three million (3,000,000) shall be shares of common stock, par value \$.001 per share (the "Common Stock"), and seven million (7,000,000) shall be shares of preferred stock, par value \$.001 per share (the "Preferred Stock"). One million (1,000,000) shares of the Preferred Stock are designated Series A Preferred Stock (the "Series A"), and four million (4,000,000) shares of the Preferred Stock are designated Series B Preferred Stock (the "Series B"). Fully paid stock of the Corporation shall not be liable to any further call or assessment. The Corporation shall from time to time in accordance with the laws of the State of Delaware increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance is not sufficient to permit conversion of the Preferred Stock. The Preferred Stock may be issued in one or more series, from time to time, with each such series to have such designation, powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, as shall be stated and expressed in an amendment to this Certificate of Incorporation providing for the issue of such series. Subject to the provisions of Section 4.5 below, the Board is hereby expressly vested with authority to amend the Certificate of Incorporation, without shareholder action or approval, to: (a) create one or more series of the Preferred Stock, fix the number of shares of each such series (within the total number of authorized shares of the Preferred Stock available for designation as a part of such series), and designate and determine, in whole or part, the preferences, limitations and relative rights of each series of the Preferred Stock, all before the

issuance of any shares of such series; (b) alter or revoke the preferences, limitations and relative rights granted to or imposed upon any wholly unissued series of the Preferred Stock, or (c) increase or decrease the number of shares constituting any series of the Preferred Stock (the number of shares of which was originally fixed by the Board) either before or after the issuance of shares of such series, provided that the number may not be decreased below the number of shares of such series then outstanding, or increased above the total number of authorized shares of the Preferred Stock available for designation as a part of such series. Without limiting the foregoing, the authority of the Board with respect to each such series shall include, but not be limited to, the determination or fixing of the following:

(i) The dividend rate of such series, the conditions and times upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends and/or other payments payable on or with respect to any other class or classes of stock or series thereof, or on the other series of the Preferred Stock, and whether dividends shall be cumulative or noncumulative;

(ii) The conditions upon which the shares of such series shall be subject to redemption by the Corporation and the times, prices and other terms and provisions upon which the shares of such series may be redeemed;

(iii) Whether or not the shares of such series shall be subject to the operation of retirement or sinking fund provisions to be applied to the purchase or redemption of such shares and, if such retirement or sinking fund be established, the annual amount thereof and the terms and provisions relative to the operation thereof and the relation payments on such retirement or sinking fund shall bear to any payments and/or distributions on or with respect to each other class or classes of stock or series thereof, or on or with respect to the other series of the Preferred Stock;

(iv) Whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes, with or without par value, or of any other series of the Preferred Stock and, if provision is made for conversion or exchange, the times, prices, rates, adjustments and other terms and conditions of such conversion or exchange;

(v) Whether or not the shares of the series shall have voting rights, in addition to the voting rights provided by law, as such voting rights granted by law may be modified or limited in the provisions designating such series, and, if so, subject to the limitations hereinafter set forth, the terms of such additional voting rights; and

(vi) The rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or upon distribution of assets of the Corporation.

The relative powers, preferences, special rights, qualifications, limitations and restrictions granted to or imposed on the respective classes of the shares of capital stock or the holders thereof are as follows:

consolidation, but excluding any merger effected solely for the purpose of changing the domicile of the Corporation) in which less than fifty percent (50%) of the voting power of the resulting entity is owned by the stockholders of the Corporation before such event, or (ii) a sale, transfer or other disposition of all or substantially all of the assets of the Corporation.

(c) Noncash Distributions. If any of the assets of the Corporation are to be distributed other than in cash under this Section 4.2 or for any purpose, the holders of the Series A and the Series B and the holders of the Common Stock shall receive the same type of consideration, unless the holders of a majority of the outstanding shares of the Series B consent to the receipt by the holders of the Series A and the Series B of consideration other than that received by the holders of the Common Stock. In such case, the Board shall promptly engage independent competent appraisers satisfactory to the holders of at least a majority of the outstanding shares of the Series B, to determine the value of the assets to be distributed to the holders of the Series A and the Series B. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of the Series A, Series B or Common Stock of the appraiser's valuation. Notwithstanding the above, any securities to be distributed to the stockholders of the Corporation shall be valued as follows:

(i) If traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the 30-day period ending three (3) business days prior to the closing of the applicable transaction;

(ii) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the 30-day period ending three (3) business days prior to the closing of the applicable transaction; and

(iii) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Corporation and the holders of not less than a majority of the outstanding shares of the Series B, provided that if the Corporation and the holders of a majority of the outstanding shares of the Series B are unable to reach agreement, then by independent appraisal by an investment banker hired and paid by the Corporation, but acceptable to the holders of a majority of the outstanding shares of the Series B (provided, however, that the holders of the Series B shall not act unreasonably in their determination of the acceptability of any investment banker selected by the Corporation).

4.3 Voting Rights.

(a) Preferred Stock. Except as required by law, the holder of each share of the Series A shall not be entitled to vote on any matter. Except as specifically provided herein or otherwise required by law, the holder of each share of the Series B shall be entitled to vote on all matters and shall be entitled to the number of votes equal to the number of shares of Common Stock into which each share of the Series B could be converted pursuant to Section 4.4 hereof at the record date for the determination of the stockholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken, such votes to be counted together with all other shares of stock of the corporation having general voting power and not separately as a class. Fractional votes shall not, however, be permitted and any fractional voting rights resulting

(1) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the corporation upon such conversion or exchange;

(2) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(3) no readjustment pursuant to Sections 4.4(d)(ii)(C)(i) and 4.4(d)(ii)(C)(ii) above shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (I) the Conversion Price on the original adjustment date, or (II) the Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date; and in the case of any Options which expire by their terms not more than 90 days after the date of issue thereof, no adjustment of the Conversion Price shall be made until the expiration or exercise of all such Options.

(iii) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 4.4(d)(ii)) without consideration or for consideration per share less than the Conversion Price in effect on the date of and immediately prior to such issue, then, and in such event, the Conversion Price in effect immediately prior to each such issuance shall be reduced, concurrently with such issue, to a price determined by multiplying the Conversion Price for such series in effect immediately prior to such issuance by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue (including all shares of Common Stock issuable upon conversion of the outstanding Series A and Series B or issuable upon exercise of all outstanding Convertible Securities and Options) plus the number of shares of Common Stock which the aggregate consideration received by the corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue (including all shares of Common Stock issuable upon conversion of the outstanding Series A and

(n) **Notices.** Any notice required by the provisions of this Section to be given to the holder of shares of the Series A or the Series B shall be deemed given when deposited in the United States mail, postage prepaid, and addressed to each holder of record at its address appearing on the books of the Corporation.

4.5 Protective Provisions.

(a) The Corporation shall not take any of the following actions without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least 66 2/3% of the then outstanding shares of the Series B:

- (i) materially alters or changes the rights, preferences or privileges of the Series B as a class;
- (ii) increases the authorized number of shares of Preferred Stock;
- (iii) creates any new class or series of shares having rights, preferences or privileges senior to the Series B;
- (iv) approves any merger, sale of assets or other corporate reorganization or acquisition;
- (v) approves the purchase, redemption or other acquisition of any Common Stock, other than repurchases pursuant to agreements approved by the Board that grant to the Corporation a right of repurchase upon termination of the service or employment of a consultant, director or employee;
- (vi) authorizes the payment of a cash dividend to any holders of any class or series of capital stock;
- (vii) results in the transfer of material assets of the Corporation to any person or entity other than a wholly owned subsidiary of the Corporation;
- (viii) approves the liquidation or dissolution of the Corporation;
- (ix) increases the number of directors of the Corporation to a number in excess of five;
- (x) increases the number of shares authorized for awards under the Corporation's stock plans;
- (xi) creates or authorizes the creation of any debt security, unless such debt security; or
- (xii) amends, alters or repeals any provision of this Certificate of Incorporation.

(b) The Corporation shall not issue any series of Preferred Stock (other than Series A or Series B) with rights, powers or preferences superior to the Common Stock without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the outstanding shares of Common Stock.

4.6 Preemptive Rights.

(a) Except as otherwise provided by an amendment to the Certificate of Incorporation, or by any agreement approved by the Board and to which the Company is a party, providing for the issuance of any series of the Preferred Stock, no holder of shares of the Preferred Stock shall, as such holder, be entitled as of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of bonds, debentures or other securities convertible into or exchangeable for stock, but all such additional shares of stock of any class, or bonds, debentures or other securities convertible into or exchangeable for stock, may be issued and disposed of by the Board on such terms and for such consideration, so far as may be permitted by law, and to such persons, as the Board in its absolute discretion may deem advisable.

(b) Common Stock. No holder of shares of Common Stock or Preferred Stock shall, as such holder, be entitled as of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of bonds, debentures or other securities convertible into or exchangeable for stock, but all such additional shares of stock of any class, or bonds, debentures or other securities convertible into or exchangeable for stock, may be issued and disposed of by the Board on such terms and for such consideration, so far as may be permitted by law, and to such persons, as the Board in its absolute discretion may deem advisable.

4.7 Issuance. Each share of Preferred Stock shall be issued for such consideration as the Board may determine. Once duly issued for the consideration called for by resolution of the Board, shares of Preferred Stock shall be deemed fully paid and nonassessable.

FIFTH: Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board is expressly authorized and empowered to make, alter and repeal the Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any Bylaw whether adopted by them or otherwise.

SEVENTH: A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to the time of such amendment, modification or repeal.

EIGHTH: The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be executed by John Murta, its Chief Financial Officer and Secretary, as of January 11, 2006.



John Murta, Chief Financial Officer and Secretary