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Form PTO-1594 (Rev. 07/05)

AMS Collection 0831-0027 (exp. 5/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

TRADEMARK SECTION

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies): Superior Metalworking Systems, Inc. dba SMW Systems, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - State: California
- Other

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance / Execution Date(s):

Execution Date(s) 1/5/05

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Superior Metalworking Systems, LLC

Internal dba SMW Systems and ATS Systems.
Address

Street Address: 30222 Esperanza

City: Rancho Santa Margarita

State: CA

Country: USA Zip: 92688

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other LLC Citizenship CA

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No(s)

B. Trademark Registration No(s) 2, 204, 669; 2, 315, 141; 2, 046, 892

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

SMW Systems, SMW (with logo), SMW

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

Name: Marty Florman

Internal Address: Berger Kahn
2 Park Plaza, 6th Floor

Street Address:

City: Irvine

State: CA Zip: 92614

Phone Number: (949) 474-1880

Fax Number: (949) 474-7265

Email Address: mflorman@bergerkahn.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(5) & 3.41) \$120.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date 02/21/2007 LNUELLER 00000001 2315141

b. Deposit Account Number _____
Authorized Signatory _____ 40.00 OP
_____ 50.00 OP

Refund Ref: 02/21/2007 LNUELLER 0000155961
Date _____

9. Signature:

Sean Murphy, CEO

Signature

Name of Person Signing

Total number of pages including cover (CHECK Refund(s) attached) 30.00

Documents to be recorded (including cover sheet) should be filed in (571) 273-8140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 9450, Alexandria, VA 22313-1450

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State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, 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

DEC 19 2006

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

0703517out



State of California
Kevin Shelley
Secretary of State

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

JAN 01 2005

Kevin Shelley
KEVIN SHELLEY, Secretary of State

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT - READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY: Superior Metalworking Systems, LLC
2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.
3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONLY ONE)
[] ONE MANAGER [] MORE THAN ONE MANAGER [X] ALL LIMITED LIABILITY COMPANY MEMBER(S)
4. TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY): Machine Tool Distribution
5. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE: 9828 South Arlee Avenue, Santa Fe Springs, CA 90670
6. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS
[X] AN INDIVIDUAL RESIDING IN CALIFORNIA
[] A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1505.
AGENT'S NAME: Donald A. Bendix
7. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA, IF AN INDIVIDUAL: 9912 South Pioneer Boulevard, Santa Fe Springs, CA 90670

CONVERTING ENTITY INFORMATION

8. NAME OF CONVERTING ENTITY: Superior Metalworking Systems, Inc.
9. FORM OF ENTITY: Corporation
10. JURISDICTION: California
11. CA SECRETARY OF STATE FILE NUMBER, IF ANY: C0703517
12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUATED OR EXCEEDED THE VOTE REQUIRED, IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING:
NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE PERCENTAGE VOTE REQUIRED
Class A - 1,000 Shares 51%
Class B - 10,000 Shares 51%

ADDITIONAL INFORMATION

13. NUMBER OF PAGES ATTACHED, IF ANY: 0 THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE.
14. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

Charles A. Cusumano
SIGNATURE OF AUTHORIZED PERSON
Donald A. Bendix
SIGNATURE OF AUTHORIZED PERSON

Charles A. Cusumano - Vice President
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
Donald A. Bendix - Secretary
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

