

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/10/2005		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SunPower Corporation		11/09/2005	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	SunPower Corporation		
Street Address:	3939 N. 1st Street		
City:	San Jose		
State/Country:	CALIFORNIA		
Postal Code:	95134		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2690090	SUNPOWER	
CORRESPONDENCE DATA			
Fax Number:	(415)398-3151		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	415-398-3141		
Email:	JFS@sisteklaw.com		
Correspondent Name:	Johanna F. Sistek		
Address Line 1:	244 California Street		
Address Line 2:	Suite 507		
Address Line 4:	San Francisco, CALIFORNIA 94111		
NAME OF SUBMITTER:	Johanna F. Sistek		
Signature:	/johanna sistek/		
Date:	03/20/2007		

OP \$40.00 2690090

Total Attachments: 3

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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 MERGER, WHICH MERGES:

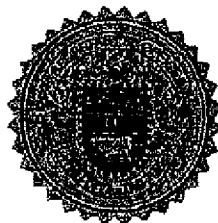
"SUNPOWER CORPORATION", A CALIFORNIA CORPORATION,
WITH AND INTO "SUNPOWER CORPORATION" UNDER THE NAME OF "SUNPOWER CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF NOVEMBER, A.D. 2005, AT 8:53 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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

NOV 10 2005

3808702 8100M
050917646



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4287814

DATE: 11-10-05

TRADEMARK
REEL: 003503 FRAME: 0566

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:52 AM 11/10/2005
FILED 08:53 AM 11/10/2005
SRV 050917646 - 3808702 FILE

CERTIFICATE OF MERGER

OF

SUNPOWER CORPORATION
(a California corporation)

WITH AND INTO

SUNPOWER CORPORATION
(a Delaware corporation)

SunPower Corporation, a corporation organized and existing under the laws of Delaware hereby certifies that:

- 1 The name and state of incorporation of each of the constituent corporations are:
 - (a) SunPower Corporation, a California corporation ("SunPower California"); and
 - (b) SunPower Corporation, a Delaware corporation ("SunPower Delaware").
- 2 An Agreement and Plan of Merger, dated as of October 1, 2005 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of SunPower California and SunPower Delaware in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
- 3 The surviving corporation is SunPower Delaware (the "Surviving Corporation").
- 4 The Amended and Restated Certificate of Incorporation of SunPower Delaware shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation.
- 5 The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 430 Indio Way, Sunnyvale, California 94085.
- 6 A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of SunPower California or stockholder of SunPower Delaware.
- 7 The authorized capital stock of SunPower California is 815,000,000 shares, 750,000,000 shares of which are designated Common Stock, no par value, and 65,000,000 shares of which are designated Preferred Stock, no par value. Of the authorized shares of Common Stock, 435,000,000 are designated "Class A Common Stock," and 315,000,000 are designated "Class B Common Stock." Of the authorized shares of Preferred Stock, 12,915,060 are designated "Series One Preferred Stock," and 32,000,000 are designated "Series Two Preferred Stock."

[Remainder of this page is intentionally left blank.]

TRADEMARK

REEL: 003503 FRAME: 0567

IN WITNESS WHEREOF, SunPower Corporation has caused this certificate to be signed by the undersigned officer, thereunto duly authorized, on the 9th day of November, 2005.

SUNPOWER CORPORATION,
a Delaware corporation

By _____ /s/ Thomas H. Werner
Thomas H. Werner
Chief Executive Officer