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Form PTO-1594 (Rev. 07/05)  
OMB Collection 0851-0027 (exp. 5/30/2009)

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

### 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 2.0(b)(6) & 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 \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

9. Signature: \_\_\_\_\_

Sean Murphy, CEO

Signature

Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: \_\_\_\_\_

Documents to be recorded (including cover sheet) should be filed to (771) 273-8140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

2.26.07

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State of California  
Kevin Shelley  
Secretary of State

200500410037

**FILED**  
In the office of the Secretary of State  
of the State of California

JAN 01 2005 *KML*

*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-HILLS LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONLY ONE)

ONE MANAGER       MORE THAN ONE MANAGER       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      CITY AND STATE      ZIP CODE  
9828 South Artes Avenue      Santa Fe Springs, CA      90670

6. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS

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      CITY      STATE      ZIP CODE  
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 <u>Corporation</u>	10. JURISDICTION <u>California</u>	11. CA SECRETARY OF STATE FILE NUMBER, IF ANY <u>C0703517</u>
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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 EQUALED 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



**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, reading "Bruce McPherson".

**BRUCE McPHERSON**  
Secretary of State