

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Zinc Matrix Power, Inc. | | 12/12/2007 | CORPORATION: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | ZPower, Inc. | | |
| Street Address: | 4765 Calle Quetzal | | |
| City: | Camarillo | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 93012 | | |
| Entity Type: | CORPORATION: CALIFORNIA | | |
| PROPERTY NUMBERS Total: 5 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 76673710 | ZPOWER | |
| Registration Number: | 3181329 | ZINC MATRIX POWER | |
| Registration Number: | 2733535 | SILVER POLYMER | |
| Registration Number: | 2802773 | READY TO SHOOT | |
| Registration Number: | 2747569 | READY TO SHOOT | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (415)434-3947 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 415-434-9100 | | |
| Email: | jchernila@sheppardmullin.com | | |
| Correspondent Name: | Michelle D. Kahn/Sheppard Mullin et al | | |
| Address Line 1: | 4 Embarcadero Center, 17th Floor | | |
| Address Line 4: | San Francisco, CALIFORNIA 94111-4109 | | |
| ATTORNEY DOCKET NUMBER: | 02H4-128937 | | |

CH \$140.00 76673710

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|---|------------------|
| NAME OF SUBMITTER: | Michelle D. Kahn |
| Signature: | /mdk/ |
| Date: | 04/25/2008 |
| Total Attachments: 3 source=Assign#page1.tif source=NameChange#page1.tif source=NameChange#page2.tif | |

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, 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 17 2007

DEBRA BOWEN
Secretary of State

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

DEC 14 2007

**CERTIFICATE OF AMENDMENT
OF THE FIFTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF ZINC MATRIX POWER, INC., a CALIFORNIA CORPORATION**

The undersigned certify that:

1. They are the President and Secretary, respectively, of ZINC MATRIX POWER, INC., a California corporation (the "Corporation").
2. Article I of the Fifth Amended and Restated Articles of Incorporation of the Corporation (the "Articles") is amended to read in its entirety as follows:

“

The name of this Corporation is ZPower, Inc.”

3. The foregoing amendment of the Articles has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 99,610,347, of which 8,400,000 are Common Stock, 4,250,000 shares are Series A-1 Preferred Stock, 39,657,766 are Series A-2 Preferred Stock, 3,225,807 are Series B Preferred Stock, and 44,076,774 are Series C Preferred Stock. The number of shares voting in favor of the amendment was more than (i) a majority of the Common Stock, and (ii) a majority of the Series A-1 Preferred Stock, Series A-2 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, voting together as a class. Each of these votes equalled or exceeded the vote required for that class or series of stock, which was a majority.

We further declare, under penalty of perjury, under the laws of the State of California, that the matters set forth in this Certificate are true and correct of our knowledge.

Date: DECEMBER 12, 2007


ROSS E. DUEBER, President


DAVID LAFITTE, Secretary

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