

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
Azura Energy Systems, Inc.		03/04/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	AESI Holdings, Inc.		
Street Address:	2800 Post Oak Blvd., Suite 2000		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77056		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	78882751	AZURA ENERGY SYSTEMS	
Serial Number:	78888371	AZURA ENERGY SYSTEMS, INC.	
Serial Number:	77065835	AZURA	
Serial Number:	77301386	AZURA	
CORRESPONDENCE DATA			
Fax Number:	(713)222-3291		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(713) 221-3306		
Email:	constance.rhebergen@bgllp.com		
Correspondent Name:	Constance Gall Rhebergen		
Address Line 1:	P.O. Box 61389		
Address Line 4:	Houston, TEXAS 77208-1389		
ATTORNEY DOCKET NUMBER:	071860.000064 78882751		
NAME OF SUBMITTER:	Constance Gall Rhebergen		

OP \$115.00 78882751

Signature:	/constance gall rhebergen/
Date:	05/21/2008
Total Attachments: 10 source=AzuraAESINameChange#page1.tif source=AzuraAESINameChange#page2.tif source=AzuraAESINameChange#page3.tif source=AzuraAESINameChange#page4.tif source=AzuraAESINameChange#page5.tif source=AzuraAESINameChange#page6.tif source=AzuraAESINameChange#page7.tif source=AzuraAESINameChange#page8.tif source=AzuraAESINameChange#page9.tif source=AzuraAESINameChange#page10.tif	

Delaware

PAGE 1

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 ON FILE OF "AESI HOLDINGS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SIXTH DAY OF JULY, A.D. 2004, AT 5:06 O'CLOCK P.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "SUPERIOR WELLHEAD HOLDINGS, INC." TO "AZURA ENERGY SYSTEMS, INC.", FILED THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2006, AT 6:55 O'CLOCK P.M.

CERTIFICATE OF RENEWAL, FILED THE TWENTY-FIRST DAY OF JUNE, A.D. 2007, AT 1:13 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "AZURA ENERGY SYSTEMS, INC." TO "AESI HOLDINGS, INC.", FILED THE FOURTH DAY OF MARCH, A.D. 2008, AT 6:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "AESI HOLDINGS, INC.".

3827025 8100H

080341339

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6466669

DATE: 03-20-08

TRADEMARK
REEL: 003781 FRAME: 0124

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:15 PM 07/26/2004
FILED 05:06 PM 07/26/2004
SRV 040545889 - 3827025 FILE

CERTIFICATE OF INCORPORATION
OF
SUPERIOR WELLHEAD HOLDINGS, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, hereby certifies as follows:

FIRST. The name of the corporation is Superior Wellhead Holdings, Inc. (the "Corporation").

SECOND. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware. The name of its registered agent at such address 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 General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is One Million (1,000,000) shares of Common Stock with a par value of One Tenth of One Cent (\$0.001) per share.

FIFTH. The name and mailing address of the incorporator are as follows:

Charles Cherington
29 Buckingham Street
Cambridge, Massachusetts 02138

SIXTH. The Corporation is to have perpetual existence.

SEVENTH. Election of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

EIGHTH. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the by-laws of the Corporation.

NINTH. A director shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that the elimination or limitation of liability is not permitted under the Delaware General Corporation Law as in effect when such liability is determined. No amendment or repeal of this provision shall deprive a director of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.

TENTH. The Corporation shall, to the fullest extent permitted by the General Corporation Law of the State of Delaware, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom.

Indemnification may include payment by the Corporation of expenses in defending an action or proceeding in advance of the final disposition of such action or proceeding upon receipt of any undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this Article, which

undertaking may be accepted without reference to the financial ability of such person to make such repayments.

The Corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the board of directors of the Corporation.


The indemnification rights provided in this Article (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons. The Corporation may, to the extent authorized from time to time by its board of directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.

Any person seeking indemnification under this Article shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established.

Any amendment or repeal of the provisions of this Article shall not adversely affect any right or protection of a director or officer of this Corporation with respect to any act or omission of such director or officer occurring prior to such amendment or repeal.

ELEVENTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Signed this 26th day of July, 2004.



Charles Cherington, Sole Incorporator

RESTATED CERTIFICATE OF INCORPORATION

of

SUPERIOR WELLHEAD HOLDINGS, INC.

Superior Wellhead Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

- A. The name of the Corporation is Superior Wellhead Holdings, Inc.
- B. The Certificate of Incorporation of the Corporation was originally filed on July 26, 2004 with the Delaware Secretary of State.
- C. This Restated Certificate of Incorporation (the "Restated Certificate") was duly adopted by the Corporation's directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the Delaware General Corporation Law (the "DGCL").
- D. This Restated Certificate restates, integrates and amends the provisions of the Certificate of Incorporation of the Corporation.
- E. The text of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

FIRST. The name of the corporation is Azura Energy Systems, Inc. (the "Corporation").

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

THIRD. The purpose of the Corporation is to engage in, carry on and conduct any lawful business, act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is 2,000,000 shares of Common Stock, par value \$0.001 per share ("Common Stock").

FIFTH. Each holder of Common Stock shall have one vote in respect of each share of Common Stock held by such holder on any matter submitted to the stockholders of the Corporation. Cumulative voting of shares of Common Stock is prohibited. Shares of Common Stock may be issued for such consideration and for such corporate purposes as the Board of Directors of the Corporation may from time to time determine. In the event of voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, the holders of the Common Stock shall be entitled to receive all the assets of the Corporation, tangible and intangible, of whatever kind available for distribution to stockholders, ratably in proportion to the number of shares of Common Stock held by each.

SIXTH. The number of directors that shall constitute the whole Board of Directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the Bylaws of the Corporation. The election of directors need not be by written ballot, unless the Bylaws so provide. Each director shall hold office for the full term for which such director is elected and until such director's successor shall have been duly elected and qualified or until his earlier death, resignation or removal.

SEVENTH. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In furtherance and not in limitation of the powers conferred by the DGCL, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation; provided, however, that the grant of such authority shall not divest the stockholders of the Corporation of the power, nor limit their power to adopt, amend or repeal the Bylaws of the Corporation.

EIGHTH. No director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director involving any act or omission of any such director; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL, as the same exists or hereafter may be amended, supplemented, or replaced or (d) for any transaction from which such director derived an improper personal benefit.

If the DGCL is amended, supplemented, or replaced after the date of filing of this Certificate of Incorporation to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided for herein, shall be limited to the fullest extent permitted by such law.

Any repeal or modification of this Article EIGHTH shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

NINTH. The Corporation expressly elects not to be governed by Section 203 of the DGCL, as the same exists or hereafter may be amended.

TENTH. The Corporation shall, to the fullest extent permitted by the General Corporation Law of the State of Delaware, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom.

Indemnification may include payment by the Corporation of expenses in defending an action or proceeding in advance of the final disposition of such action or proceeding upon receipt of any undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this Article, which undertaking may be accepted without reference to the financial ability of such person to make such repayments.

The Corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the board of directors of the Corporation.

The indemnification rights provided in this Article (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons. The Corporation may, to the extent authorized from time to time by its board of directors, grant indemnification rights to other employees or agents or the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.

Any person seeking indemnification under this Article shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established.

Any amendment or repeal of the provisions of this Article shall not adversely affect any right or protection of a director or officer of this Corporation with respect to any act or omission of such director or officer occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate to be signed by its Secretary on January 25, 2006.

Superior Wellhead Holdings, Inc.


By: Marian McNeill
Marian McNeill, Secretary

**STATE OF DELAWARE
CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER**

The corporation organized under the laws of Delaware, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is AZURA ENERGY SYSTEMS, INC.
2. Its registered office in the State of Delaware is located at _____
1209 ORANGE STREET (street), City of WILMINGTON
Zip Code 19801 County of NEW CASTLE the name of
its registered agent is THE CORPORATION TRUST COMPANY
3. The date of filing of the original Certificate of Incorporation in Delaware
was 7/26/04
4. The date when restoration, renewal, and revival of the charter of this
company is to commence is the 28TH day of FEBRUARY, 2007,
same being prior to the date of the expiration of the charter. This renewal
and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized
by its charter until the 1ST day of MARCH A.D. 2007,
at which time its charter became inoperative and void for non-payment of
taxes and this certificate for renewal and revival is filed by authority of the
duly elected directors of the corporation in accordance with the laws of the
State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section
312 of the General Corporation Law of the State of Delaware, as amended, providing for
the renewal, extension and restoration of charters the last and acting authorized officer
hereunto set his/her hand to this certificate this 2 20 day of
JUNE A.D. 2007.

By: 
Authorized Officer
Name: TOM WILLIAMS
Print or Type
Title: CHIEF FINANCIAL OFFICER

AZURA ENERGY SYSTEMS, INC.

**Certificate of Amendment
to
Restated Certificate of Incorporation**

Azura Energy Systems, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: The Board of Directors of the Corporation, pursuant to a written consent in accordance with Section 141 of the General Corporation Law of the State of Delaware, adopted resolutions proposing and declaring advisable the following amendments to the Restated Certificate of Incorporation of the Corporation:

a) Article **FIRST** of the Restated Certificate of Incorporation be and it hereby is deleted and replaced in its entirety by the following:

FIRST: The name of the corporation is AESI Holdings, Inc. (the "Corporation").

b) Article **FOURTH** of the Restated Certificate of Incorporation be and it hereby is deleted and replaced in its entirety by the following:

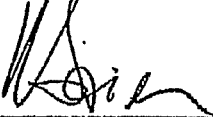
FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 5,000,000 shares of common stock, par value \$0.001 per share ("Common Stock").

SECOND: That in lieu of a special meeting and vote of stockholders, the stockholders of a majority of the outstanding stock entitled to vote on such amendment has given its written consent to such amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: The aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 103, 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the undersigned, a duly authorized officer of the Corporation, as of the 3rd day of March 2008.

AZURA ENERGY SYSTEMS, INC.

By: 
Name: Ruben Saier
Title: Chief Executive Officer