

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Entity Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Pelco		12/28/2007	PARTNERSHIP: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Pelco, Inc.		
<b>Street Address:</b>	3500 Pelco Way		
<b>City:</b>	Clovis		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	93612		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1338911	COAXITRON	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(559)292-1018		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	559-292-1981		
<b>Email:</b>	patents@pelco.com		
<b>Correspondent Name:</b>	Pelco, Inc.		
<b>Address Line 1:</b>	3500 Pelco Way		
<b>Address Line 4:</b>	Clovis, CALIFORNIA 93612		
<b>ATTORNEY DOCKET NUMBER:</b>	16960.00038A		
<b>NAME OF SUBMITTER:</b>	Paul T. Kashimba		
<b>Signature:</b>	/Paul T. Kashimba/		
<b>Date:</b>	12/19/2008		

CH \$40.00 1338911

**Total Attachments: 7**

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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CALIFORNIA GENERAL PARTNERSHIP UNDER THE NAME OF "PELCO" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "PELCO" TO "PELCO, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 12:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:57 O'CLOCK P.M.

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

4481497 8100V

071370579



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6270058

DATE: 12-28-07

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 003907 FRAME: 0420

# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "PELCO, INC." FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 12:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:57 O'CLOCK P.M.

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



4481497 8100V

071370579

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6270058

DATE: 12-28-07

TRADEMARK  
REEL: 003907 FRAME: 0421

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A PARTNERSHIP TO  
A DELAWARE CORPORATION PURSUANT TO  
SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW

1. The jurisdiction where the Partnership first formed is California.
2. The jurisdiction immediately prior to filing this Certificate is California.
3. The date the Partnership first formed is August 6, 1997.
4. The name of the Partnership immediately prior to filing this Certificate of Conversion is Pelco.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Pelco, Inc.
6. This Certificate of Conversion is effective as of 11:57 p.m. EST on December 31, 2007.

\* \* \*

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion  
as of this 28<sup>th</sup> day of December, 2007.

PELCO

By: Integral Technologies, Inc.  
Its: General Partner

By: Vincent A. Inendino  
Name: Vincent A. Inendino  
Title: Vice President

TAC, INC.

By: Vincent A. Inendino  
Name: Vincent A. Inendino  
Title: Vice President

CERTIFICATE OF INCORPORATION  
OF  
PELCO, INC.

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**FIRST:** The name of this corporation is Pelco, Inc.

**SECOND:** The registered office of the corporation in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

**THIRD:** The purpose of this 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 all classes of stock which this corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$0.01 per share.

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

Eugene Garmize      227 West Monroe Street, Suite 4700  
Chicago, IL 60606

**SIXTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered, in the manner provided in the Bylaws of this corporation, to adopt, amend or repeal the Bylaws of the corporation in any respect not inconsistent with the laws of the State of Delaware, this Certificate of Incorporation or the Bylaws; provided, however, that the fact that such power has been conferred upon the directors shall not divest the stockholders of the power and authority, nor limit the power of stockholders to adopt, amend or repeal bylaws.

In addition to the powers and authority herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts as may be exercised or done by a corporation under the laws of the State of Delaware, subject to the provisions of this Certificate of Incorporation and the Bylaws of this corporation. Elections of directors need not be by written ballot, except as otherwise required by the Bylaws of this corporation.

Any contract, transaction or act of this corporation or of the directors or any committee of directors, which shall be ratified by the holders of a majority of the shares of stock of this corporation present in person or by proxy and voting at any meeting called for such purpose, shall, insofar as permitted by the laws of the State of Delaware or by this Certificate of Incorporation, be as valid and as binding as though ratified by every stockholder of this corporation.

**SEVENTH:** A director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a

**SEVENTH:** A director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Delaware General Corporation Law is amended to authorize the further elimination or limitation of liability of directors, then the liability of directors shall be eliminated or limited to the full extent authorized by the Delaware General Corporation Law, as so amended. Any amendment, modification or repeal of this Article shall not adversely affect any right or protection of a director of this corporation existing at the time of such amendment, modification or repeal.

The corporation shall indemnify, to the fullest extent now or hereafter permitted by law, each person who was or is made a party or is threatened to be made a party to, or is otherwise involved in, any threatened, pending or completed action, investigation, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees and disbursements), liability, loss, judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred or suffered by him in connection with such action, suit or proceeding. Expenses (including attorneys fees) incurred by a person eligible for indemnification pursuant to the prior sentence (an "Indemnitee") in connection with any civil, criminal, administrative or investigative action, investigation, suit or proceeding shall be paid by the corporation to the Indemnitee in advance of the final disposition of such action, investigation, suit or proceeding, provided, that to the extent required by the Delaware General Corporation Law the Indemnitee has delivered to the corporation an undertaking to repay such amount if it is ultimately determined that the Indemnitee is not entitled to be indemnified for such expenses.

The rights conferred by this Article shall not be exclusive of any other right which the corporation may now or hereafter grant, or any person may have or hereafter acquire, under any statute, provision of this Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise. The rights conferred by this Article shall continue as to any person who shall have ceased to be a director or officer of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

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 provided herein.

**EIGHTH:** 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



privileges conferred upon stockholders, directors or any other persons herein are granted subject to this reservation.

**NINTH:** This Certificate of Incorporation is effective as of 11:57 p.m. EST on December 31, 2007.

**I, the undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 28th day of December, 2007.

/s/ Eugene Garmize  
Eugene Garmize, Incorporator

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RECORDED: 12/19/2008

TRADEMARK  
REEL: 003907 FRAME: 0426