

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/02/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SELFCHARGE INC.		10/31/2009	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	MICRO POWER ELECTRONICS, INC.		
Street Address:	13955 SW Millikan Way		
City:	Beaverton		
State/Country:	OHIO		
Postal Code:	97005		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2966248	SELFCHARGE	
Registration Number:	2200689	SELFCHARGE	
Registration Number:	2131442	SELF CHARGING	
CORRESPONDENCE DATA			
Fax Number:	(206)359-9000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	206-359-8000		
Email:	pctrademarks@perkinscoie.com		
Correspondent Name:	James L. Vana of Perkins Coie LLP		
Address Line 1:	1201 Third Avenue, Suite 4800		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	61660-8000		
NAME OF SUBMITTER:	James L. Vana		

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TRADEMARK
REEL: 004110 FRAME: 0076

Signature:	/James L. Vana/
Date:	12/08/2009
Total Attachments: 9 source=merger docs#page1.tif source=merger docs#page2.tif source=merger docs#page3.tif source=merger docs#page4.tif source=merger docs#page5.tif source=merger docs#page6.tif source=merger docs#page7.tif source=merger docs#page8.tif source=merger docs#page9.tif	

UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

MICRO POWER ELECTRONICS, INC.

DE Profit Corporation

UBI: 601-082-925

Filing Date: November 2, 2009

Merging Entities:

601-643-327

SELFCHARGE INC.



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 004110 FRAME: 0078

FILED
SECRETARY OF STATE
NOV 02 2009
STATE OF WASHINGTON

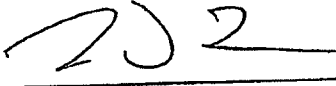
ARTICLES OF MERGER
OF
SELFCHARGE, INC., A WASHINGTON CORPORATION,
INTO
MICRO POWER ELECTRONICS, INC., A DELAWARE CORPORATION

Pursuant to RCW 23B.11.050, the following Articles of Merger are executed for the purpose of merging SelfCHARGE, Inc., a Washington corporation ("SelfCHARGE"), with and into Micro Power Electronics, Inc., a Delaware corporation, and the parent corporation of SelfCHARGE (the "Surviving Corporation").

1. The Agreement and Plan of Merger is attached hereto as Exhibit A.
2. Pursuant to 23B.11.040, shareholder approval of the Agreement and Plan of Merger was not required.

Dated: October 31, 2009

Micro Power Electronics, Inc.
a Delaware corporation

By: 
Name: Michael T. DuBose
Title: President and Chief Executive Officer

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SELFCHARGE, INC.", A WASHINGTON CORPORATION,
WITH AND INTO "MICRO POWER ELECTRONICS, INC." UNDER THE NAME OF "MICRO POWER ELECTRONICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF NOVEMBER, A.D. 2009, AT 1:30 O'CLOCK P.M.

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

2974035 8100M

090982454



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7616628

DATE: 11-02-09

TRADEMARK
REEL: 004110 FRAME: 0080

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
SELFCHARGE, INC., A WASHINGTON CORPORATION,
INTO
MICRO POWER ELECTRONICS, INC., A DELAWARE CORPORATION

Micro Power Electronics, Inc., a Delaware corporation (the "Company"), in accordance with Section 253 of the Delaware General Corporation Law hereby certifies that:

1. The Company was incorporated on December 18, 1998, pursuant to the Delaware General Corporation Law.
2. The Company owns all of the outstanding shares of the capital stock of SelfCHARGE, Inc., a Washington corporation ("SelfCHARGE").
3. The Company, by unanimous written consent of its Board of Directors dated October 31, 2009, determined to merge into itself SelfCHARGE, which unanimous written consent contained the following words:

WHEREAS, the Board of Directors has determined that it is in the best interests of SelfCHARGE, Inc., a Washington corporation and a wholly-owned subsidiary of the Company ("SelfCHARGE"), to merge with and into the Company, such transaction referred to as the "Merger."

NOW, THEREFORE, BE IT RESOLVED, that the Agreement and Plan of Merger (the "Merger Agreement"), by and between the Company and SelfCHARGE, in the form attached hereto as Exhibit A, is hereby approved, and that the execution and delivery of the Merger Agreement, with such changes therein as are approved by the officer executing such Merger Agreement, such approval to be conclusively established by his signature on such Merger Agreement, are hereby authorized and approved.

RESOLVED FURTHER, that the execution, performance and delivery by the Company of the Merger Agreement, and the transactions contemplated thereby, including the execution, performance and delivery by the Company of each agreement to be entered into in connection therewith, are hereby authorized and approved.

RESOLVED FURTHER, that, pursuant to the Merger Agreement, from and after the Effective Time of the Merger (as such term is defined in the Merger Agreement): (i) the Company shall be the surviving corporation following the Merger, and (ii) the Certificate of Incorporation and Bylaws of the Company, as in effect immediately prior to the Effective Time, shall, at and after the Effective Time, continue to be the Certificate of Incorporation and Bylaws of the Company.

RESOLVED FURTHER, that the Directors and officers of the Company immediately prior to the Effective Time shall, at and after the Effective time, continue to be the Directors and officers of the Company.

RESOLVED FURTHER, that at the Effective Time, the capital stock of the sole shareholder of SelfCHARGE shall be cancelled.

RESOLVED FURTHER, that pursuant to Article Fourth, Section (C)(3) of the Company's Second Amended and Restated Certificate of Incorporation, the Company will submit the Merger Agreement to the holders of seventy-five percent (75%) of the then outstanding shares of Series 1 Preferred Stock in the Company for approval, and pursuant to Title 8, Section 253 of the Delaware General Corporation Law and Section 11.040 of the Washington Business Corporation Act, no further stockholder action will be required with respect to the Merger.

RESOLVED FURTHER, the officers of the Company are authorized to execute and deliver, in the name and on behalf of the Company (i) such Merger Agreement in said form, or substantially said form together with such changes therein as the executing officer shall approve, and that the execution and delivery thereof shall conclusively establish such approval and such officer's authority therefor, and (ii) all other agreements or instruments, and to do and perform all acts necessary or desirable in order to carry out the intent of the foregoing resolutions, including without limitation the execution and delivery of the Certificate of Merger to the Secretary of State of the State of Delaware and the Articles of Merger with the Secretary of State of the State of Washington.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by its authorized officer this 31st day of October, 2009.

Micro Power Electronics, Inc.,
a Delaware corporation

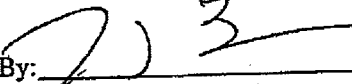
By: 
Name: Michael T. DuBose
Title: President and Chief Executive Officer

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

61660-0012/LEGAL17096646.2

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("**Plan of Merger**") is entered into as of October 31, 2009 by and between Micro Power Electronics, Inc., a Delaware corporation ("**Micro Power**"), and SelfCHARGE, Inc., a Washington Corporation ("**SelfCHARGE**"). Micro Power and SelfCHARGE are sometimes collectively referred to in this Plan of Merger as the "**Constituent Entities**."

RECITALS

The respective Boards of Directors of Micro Power and SelfCHARGE have determined that it is in the best interests of SelfCHARGE to merge with and into Micro Power upon the terms and subject to the conditions set forth herein (the "**Merger**").

The Merger is intended to qualify as a complete liquidation of SelfCHARGE within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended, and this Plan of Merger constitutes a plan of liquidation of SelfCHARGE.

AGREEMENT

In consideration of the foregoing recital and of the covenants and agreements hereinafter set forth and for the purpose of prescribing the terms and conditions of the Merger, the parties agree as follows:

1. Merger; Effectiveness

SelfCHARGE shall be merged into Micro Power (hereinafter sometimes called the "**Surviving Company**"), pursuant to the applicable provisions of the Delaware General Corporation Law and the Washington Business Corporation Act and in accordance with the terms and conditions of this Plan of Merger.

Upon completion of the following events:

- (a) the approval of this Plan of Merger by the Board of Directors of Micro Power;
- (b) the approval of this Plan of Merger by the Board of Directors of SelfCHARGE;
- (c) the approval of this Plan of Merger by the holders of at least seventy-five percent (75%) of the then outstanding shares of Series 1 Preferred Stock in Micro Power; and
- (d) the execution by the Surviving Company of the Certificate of Merger with respect to the adoption of this Plan of Merger and the filing of such Certificate of Merger with the Delaware Secretary of State, and the execution by the Surviving Company of the Articles of Merger with respect to the adoption of this Plan of Merger and the filing of such Articles of Merger with the Washington Secretary of State.

the Merger shall become effective (the “**Effective Time**”).

2. Articles of Incorporation and Bylaws

The Certificate of Incorporation and Bylaws of Micro Power, as in effect immediately prior to the Effective Time, shall, at and after the Effective Time, continue to be the Certificate of Incorporation and Bylaws, respectively, of the Surviving Corporation.

3. Directors and Officers

The Directors and officers of Micro Power immediately prior to the Effective Time shall be the Directors and officers of the Surviving Company, each to hold office until their respective successors are duly elected or appointed and qualified, in accordance with the Certificate of Incorporation and Bylaws of the Surviving Company.

4. Cancellation of SelfCHARGE Shares of Common Stock

At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, the shares of Common Stock of the sole shareholder of SelfCHARGE will be cancelled.

5. Rights, Duties, Powers, Liabilities, Etc.

At the Effective Time of the Merger, the separate existence of SelfCHARGE shall cease, and SelfCHARGE shall be merged in accordance with the provisions of this Plan of Merger with and into the Surviving Corporation, which shall possess all the properties and assets, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, and shall be subject to all restrictions, duties and liabilities of each of the Constituent Entities; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; all as more fully set forth in the Delaware General Corporation Law and the Washington Business Corporation Act.

6. Implementation

(a) Each of the Constituent Entities hereby agrees that at any time or from time to time as and when requested by the Surviving Company, or by its successors or assigns, it will so far as it is legally able, execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of the Surviving Company, each of whom is hereby irrevocably appointed as attorney-in-fact for such purposes, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other actions as the Surviving Company, its successors or assigns, may deem necessary or desirable in order to evidence the transfer, vesting and devolution of any property, right, privilege, power, immunity or franchise to vest or perfect in or confirm to the Surviving Company, its successors or assigns, title to and possession of all the property, rights, privileges, powers, immunities, franchises and interests referred to in this Plan of Merger and otherwise to carry out the intent and purposes hereof.

(b) Each of the Constituent Entities shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the states of Washington and Delaware to consummate and make effective the Merger.


7. Termination

This Plan of Merger may be terminated at any time before the filing of a Certificate of Merger with the Secretary of State of the state of Delaware or the filing of the Articles of Merger with the Secretary of State of the state of Washington.

8. Amendment

This Plan of Merger may be amended by the parties hereto at any time but only by execution of an instrument signed by all parties hereto.

MICRO POWER ELECTRONICS, INC., a
Delaware corporation

By 

Its CHAIRMAN & CEO

SELFCHARGE, INC., a Washington
corporation

By Paul M. Brown

Its V.P. FINANCE