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TO: MARTEK POWER ABBOTT INC COMPANY: 1111 KNOX STREET

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
Stylesheet Version v1.106/20/2011  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Martek Power Abbott Inc.		12/22/2008	CORPORATION:
RECEIVING PARTY DATA			
Name:	Martek Power Inc.		
Street Address:	1111 Knox Street		
City:	Torrance		
State/Country:	CALIFORNIA		
Postal Code:	90502		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2508999	MARTEK POWER ABBOTT	
CORRESPONDENCE DATA			
Fax Number:	(310)836-5197		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	310-202-8820 x 4203		
Email:	pat.netrayana@martekpower.com		
Correspondent Name:	Martek Power Abbott Inc		
Address Line 1:	1111 Knox Street		
Address Line 4:	Torrance, CALIFORNIA 90502		
NAME OF SUBMITTER:	Pat Netrayana		
Signature:	/pn/		
Date:	06/20/2011		
Total Attachments: 9 source=MP CA merger into Abbott Approval#page1.tif			

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State of California  
Secretary of State



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

That the attached transcript of 8 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 22 2008

*Debra Bowen*

DEBRA BOWEN  
Secretary of State

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

AGREEMENT OF MERGER DEC 1 8 2008

RECEIVED  
 DATE

DEC 31 2008

This AGREEMENT OF MERGER (this "Agreement"), made by and among Martek Power Incorporated, a Massachusetts corporation, Martek Power Incorporated, a California corporation (individually a "Disappearing Corporation" and collectively the "Disappearing Corporations"), and Martek Power Abbott, Inc., a California Corporation ("MPA"), MPA together with Disappearing Corporations are sometimes referred to herein individually as a "Constituent Corporation" and collectively as the "Constituent Corporations."

### RECITALS

WHEREAS, the respective Boards of Directors of each Constituent Corporation deem it advisable and in the best interest of each Constituent Corporation that the Disappearing Corporations each be merged with and into MPA as the surviving corporation (hereinafter, in such capacity, the "Surviving Corporation"), as permitted by the California Corporations Code, the laws under which the foreign corporation is formed, and pursuant to the terms hereinafter set forth;

WHEREAS, the Boards of Directors of each Constituent Corporation have duly authorized the Merger, which is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended;

WHEREAS, The shareholders of the Surviving Corporation and each Disappearing Corporation have duly approved this Agreement and the Merger;

WHEREAS, the Surviving Corporation is a California corporation;

WHEREAS, Martek Power Incorporated, is duly organized and existing under the laws of the State of Massachusetts and as of the date hereof, its authorized capital stock consists of 10,000 shares of common stock, of which 10,000 shares are issued and outstanding; and

WHEREAS, Martek Power Incorporated, is duly organized and existing under the laws of the State of California and as of the date hereof, its authorized capital stock consists of 8,800 shares of common stock, of which 1,800 shares of Class A Common Stock are issued and outstanding and 2,023 shares of Class B Common Stock are issued and outstanding.

NOW, THEREFORE, in consideration of the promises and the representations, warranties and covenants herein contained, the parties hereto hereby agree as follows:

### AGREEMENT

#### ARTICLE I AGREEMENT OF MERGER

1.1 Agreement Adopted. An Agreement of Merger for each of the Constituent Corporations pursuant to the provisions of Section 1101 of the California Corporations Code is adopted as follows:

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(a) The Merger. Upon the Effective Time (as hereinafter defined), (i) Martek Power Incorporated, a Massachusetts corporation ("MPI-MA") and Martek Power Incorporated, a California corporation ("MPI-CA") shall be merged with and into the Surviving Corporation and the separate corporate existence of MPI-MA and MPI-CA shall thereupon cease.

(b) Surviving Corporation. The surviving corporation in the Merger shall be Martek Power Abbott Inc.

(c) Consequences of the Merger. At and after the Effective Time (as hereinafter defined), the corporate identity, existence, properties, purposes, franchises, powers, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger; and the identity, existence, properties, purposes, franchises, powers, rights and immunities of Disappearing Corporations shall be merged into the Surviving Corporation, which shall be fully vested therewith without other transfer. The Surviving Corporation shall be subject to all of the debts and liabilities of Disappearing Corporations as if the Surviving Corporation had itself incurred them, and all rights of creditors and all liens upon the property of each of the constituent corporations shall be preserved unimpaired in the Surviving Corporation, provided that such liens, if any, upon the property of Disappearing Corporations shall be limited to the property affected thereby immediately prior to the Effective Time. Any action or proceeding pending by or against Disappearing Corporations may be prosecuted to judgment, which shall bind the Surviving Corporation, or the Surviving Corporation may be proceeded against or substituted in the place of Disappearing Corporations.

(d) Further Acts After Effective Time. If, at any time after the Effective Time, the Surviving Corporation considers or is advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its rights, title, or interest in, to or under any of the rights, properties or assets of the Disappearing Corporations to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out this Agreement, then (a) the officers of the Disappearing Corporations shall and will be authorized to execute and deliver, in the name and on behalf of the Disappearing Corporations, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of Disappearing Corporations, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or otherwise to carry out this Agreement, and (b) Disappearing Corporations shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such further deeds, assignments and assurances and to do all such further acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Agreement.

(e) Cancellation of the Disappearing Corporations' Stock. Each share of stock of the Disappearing Corporations issued and outstanding immediately prior to the Effective Time shall be canceled in the Merger and cease to exist as a result thereof and shall not be converted into shares of any stock or entitled to receive any consideration.

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(f) Effect of Merger on Surviving Corporation's Stock. Each share of the Surviving Corporations stock issued and outstanding immediately prior to the Effective Time shall not be changed or converted as a result of the merger but shall remain outstanding as shares of the Surviving Corporation.

1.2 Closing. The closing of the transactions contemplated by this Agreement (the "Closing") shall be held on December 31, 2008, or such other date as the Surviving Corporation and the Disappearing Corporations mutually agree. The Closing shall be held at the offices of Loeb & Loeb LLP, located at 10100 Santa Monica Blvd., Suite 2200, Los Angeles, California, at 10:00 a.m. on December 31, 2008, or such other date or time and place as the parties may agree in writing.

1.3 Effective Time. Subject to the terms and conditions of this Agreement, at or prior to the Closing, Disappearing Corporations and Surviving Corporation shall execute and deliver this Agreement, together with Certificates of Approval, and the Surviving Corporation shall cause to be filed this Agreement and the Certificates of Approval with the California Secretary of State and such other documents, agreements, certificates and undertakings as may be required pursuant to Section 1103 of the California Corporations Code and the laws under which any of the foreign corporations are formed. The Merger shall become effective (the "Effective Time") on December 31, 2008.

## ARTICLE II ARTICLES OF INCORPORATION AND BYLAWS

2.1 Articles of Incorporation. At the Effective Time, by virtue of the Merger and without any additional action on the part of Surviving Corporation or its shareholders, Article I of the Articles of Incorporation of the Surviving Corporation shall be amended in its entirety to read as follows:

"The name of this corporation is Martek Power Incorporated."

From and after the Effective Time and until duly amended in accordance with law, the Articles of Incorporation of Surviving Corporation, in effect immediately prior to the Effective Time, as amended by this Section 2.1, shall be the Articles of Incorporation of the Surviving Corporation.

2.2 Bylaws. The Bylaws of the Surviving Corporation shall be unaffected by the Merger and, upon the Effective Time, shall continue in effect as the Bylaws of the Surviving Corporation until amended or repealed in accordance with the provisions thereof and applicable law thereto.

## ARTICLE III DIRECTORS AND OFFICERS

3.1 Directors. All persons who immediately before the Effective Time are directors of the Surviving Corporation shall remain as directors of the Surviving Corporation from and after the Effective Time until resignation or removal in accordance with applicable law.

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3.2 Officers. All persons who immediately before the Effective Time are officers of Surviving Corporation shall remain as officers of the Surviving Corporation from and after the Effective Time until resignation or removal in accordance with applicable law.

**ARTICLE IV  
MISCELLANEOUS**

4.1 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

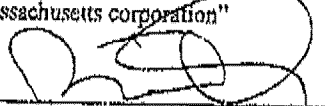
4.2 Governing Law. This Agreement shall be governed in all respects, including, but not limited to, validity, interpretation, effect and performance by the laws of the State of California.

[remainder of page intentionally left blank; signatures to follow]

TO: MARTEK POWER ABBOTT INC COMPANY: 1111 KNOX STREET


IN WITNESS WHEREOF, the Disappearing Corporations and the Surviving Corporation have caused this Agreement to be signed as of December 18, 2008.

DISAPPEARING CORPORATIONS  
"MARTEK POWER INCORPORATED,  
A Massachusetts corporation"

By:   
Name: David Melendez  
Title: Vice President & CFO


By:   
Name: Hali Pinto  
Title: Secretary

"MARTEK POWER INCORPORATED,  
A California corporation"

By:   
Name: David Melendez  
Title: Vice President

By:   
Name: Hali Pinto  
Title: Secretary

SURVIVING CORPORATION  
"MARTEK POWER ABBOTT INC.,  
A California corporation"

By:   
Name: David Melendez  
Title: Vice President

By:   
Name: Hali Pinto  
Title: Secretary

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SIGNATURE PAGE TO  
AGREEMENT OF MERGER



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CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

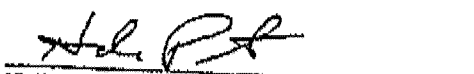
Ahmad Innab and Hali Pinto hereby certify that:

1. They are the president and the secretary, respectively, of Martek Power Incorporated, a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There are two classes of shares, Class A Common Stock and Class B Common Stock. The number of shares of Class A Common Stock outstanding entitled to vote on the merger is 1,800. The number of shares of Class B Common Stock entitled to vote on the merger is 2,023.

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 own knowledge.

DATED: December 16, 2008.

  
Ahmad Innab, President

  
Hali Pinto, Secretary

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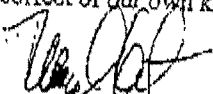
CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

Marcel Katz and Hali Pinto hereby certify that:

1. They are the president and the secretary, respectively, of Martek Power Incorporated, a Massachusetts corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 10,000.

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 own knowledge.

DATED: December 16, 2008.

  
 \_\_\_\_\_  
 Marcel Katz, President

  
 \_\_\_\_\_  
 Hali Pinto, Secretary

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CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER


Ahmad Innab and Hali Pinto hereby certify that:

1. They are the president and the secretary, respectively, of Martek Power Abbott, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 1,849,086.

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 own knowledge.

DATED: December 16, 2008.

  
Ahmad Innab, President

  
Hali Pinto, Secretary

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