

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion from a Limited Liability Company to a Corporation

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Energy Maintenance Services Group I, LLC		12/30/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Energy Maintenance Services Group I, Inc.
Street Address:	2000 Bering Drive, Suite 600
City:	Houston
State/Country:	TEXAS
Postal Code:	77057
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	4009654	EMS PIPELINE SERVICES
Registration Number:	3305283	WORK-SMART!
Registration Number:	3305843	EMS PIPELINE INTEGRITY MANAGEMENT SERVICES
Registration Number:	3364441	EMS CONTROL CENTER SERVICES
Registration Number:	3535672	SINGLE SOURCE
Registration Number:	3535673	SINGLE SOURCE
Registration Number:	3599697	I-WRAP
Serial Number:	77377582	I-WRAP
Registration Number:	3599786	I-WRAP
Serial Number:	77404261	EMS USA
Serial Number:	77404274	EMS USA
Registration Number:	3259279	PIPE TO POWER
Serial Number:	78693039	ENERGY SERVICES + TECHNOLOGY = SOLUTIONS
Registration Number:	3290407	EMS ENERGY MAINTENANCE SERVICES

CH \$440.00 4009654

TRADEMARK

Registration Number:	3320419	ELECTRONIC PUMPER
Registration Number:	3274708	EMS GROUP
Serial Number:	77754637	EMS INTEGRITY MANAGEMENT SERVICES

CORRESPONDENCE DATA

Fax Number: (312)902-1061
Phone: 312.577.8034
Email: oscar.ruiz@kattenlaw.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Oscar Ruiz c/o Katten Muchin Rosenman
Address Line 1: 525 West Monroe Street
Address Line 4: Chicago, ILLINOIS 60661

ATTORNEY DOCKET NUMBER:	341307-16
NAME OF SUBMITTER:	Oscar Ruiz
Signature:	/Oscar Ruiz/
Date:	01/06/2012

Total Attachments: 11
source=Schedule of Trademarks#page1.tif
source=Schedule of Trademarks#page2.tif
source=Schedule of Trademarks#page3.tif
source=Schedule of Trademarks#page4.tif
source=Schedule of Trademarks#page5.tif
source=Schedule of Trademarks#page6.tif
source=Schedule of Trademarks#page7.tif
source=Schedule of Trademarks#page8.tif
source=Schedule of Trademarks#page9.tif
source=Schedule of Trademarks#page10.tif
source=Schedule of Trademarks#page11.tif

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "ENERGY MAINTENANCE SERVICES GROUP I, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ENERGY MAINTENANCE SERVICES GROUP I, LLC" TO "ENERGY MAINTENANCE SERVICES GROUP I, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2011, AT 5:07 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. 2011, AT 11:59 O'CLOCK P.M.


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

3707763 8100V

111352639



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9264795

DATE: 12-30-11

TRADEMARK
REEL: 004693 FRAME: 0484


**CERTIFICATE OF CONVERSION
OF
ENERGY MAINTENANCE SERVICES GROUP I, LLC,
a Delaware limited liability company
TO
ENERGY MAINTENANCE SERVICES GROUP I, INC.,
a Delaware corporation**

Pursuant to Section 265 of the General Corporation Law of the State of Delaware, it is hereby certified that:

- 1 The name of the limited liability company (the "Company") immediately prior to the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware is Energy Maintenance Services Group I, LLC.
- 2 The Company was formed as a limited liability company in the State of Delaware on September 24, 2003.
- 3 The name of the corporation as set forth in its Certificate of Incorporation is Energy Maintenance Services Group I, Inc. (the "Resulting Corporation").
- 4 Effective as of 11:59 p.m., Delaware time, on December 31, 2011 (the "Effective Time"), the Company shall, pursuant to this Certificate of Conversion and the Company's Certificate of Incorporation, be converted into a corporation, formed and existing under the General Corporation Law of the State of Delaware (the "GCL"), and shall thereafter be subject to the provisions of the GCL, except that, regardless of the provisions of Section 106 of the GCL, the existence of the corporation into which the Company has been converted shall be deemed to have commenced on September 24, 2003.
- 5 The conversion effected herein shall not be deemed to effect any obligations or liabilities of the Company incurred prior to its conversion to a corporation or the personal liability of any person incurred prior to such conversion.
- 6 A Plan of Conversion has been approved, adopted, certified, executed and acknowledged by the board of directors of the Company and the members possessing a majority of the voting power of all outstanding units of the Company.
- 7 The Resulting Corporation will furnish a copy of the Plan of Conversion, on request and without cost, to any member of the Company.
- 8 The conversion effected herein has been approved by the board of directors of the Company and the members possessing a majority of the voting power of all outstanding units of the Company as required by the provisions of the Company's Limited Liability Company Agreement and the Limited Liability Company Act of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 29th day of December, 2011.

**ENERGY MAINTENANCE SERVICES
GROUP I, LLC**, a Delaware limited liability
company

By: 
Name: STEVEN LIST
Its: CEO

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, 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 "ENERGY MAINTENANCE SERVICES GROUP I, INC." FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2011, AT 5:07 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. 2011, AT 11:59 O'CLOCK P.M.


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

3707763 8100V

111352639



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9264795

DATE: 12-30-11

TRADEMARK
REEL: 004693 FRAME: 0487

**CERTIFICATE OF INCORPORATION
OF
ENERGY MAINTENANCE SERVICES GROUP I, INC.**

THE UNDERSIGNED, being a natural person for the purpose of organizing a corporation under the Delaware General Corporation Law (the "DGCL"), hereby certifies that:

FIRST: The name of the corporation is Energy Maintenance Services Group I, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1675 South State Street, Suite B, City of Dover, County of Kent, State of Delaware 19901. The name of the registered agent of the Corporation in the State of Delaware at such address is Capitol Corporate Services, Inc.

THIRD: The purpose of the Corporation is to engage in any and all lawful acts or activities for which corporations may be organized under the DGCL, as from time to time amended.

FOURTH: The total number of shares of capital stock that the Corporation shall have authority to issue is 3,030,000 shares of common stock, which shall have a par value of \$0.001 per share ("Common Stock").

The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as follows:

1. **Common Stock.**

1.1 Series of Common Stock. There are two series of Common Stock hereby designated as (i) "Class A Common Stock" (the "Class A Common Stock"), which shall consist of 3,000,000 shares, and (ii) "Class B Common Stock" (the "Class B Common Stock"), which shall consist of 30,000 shares.

1.2 Relative Rights. Except as provided in this Section 1, each share of Common Stock shall have the same relative rights as, and be identical in all respects to, all other shares of Common Stock.

1.3 Dividends.

(a) Dividends. The holders of Common Stock shall be entitled to receive dividends, when, as and if declared by the Board of Directors of the Corporation (the "Board of Directors") out of any funds and assets of the Corporation legally available therefor.

(b) Non-cash Dividends. Whenever a dividend paid with respect to the Common Stock shall be payable in property other than cash, the value of such dividend shall be deemed to be the fair market value of such property as determined in good faith by the Board of Directors. Dividends consisting of shares of Common Stock may be paid only as follows:

- (i) shares of Class A Common Stock may be paid only to holders of Class A Common Stock; and
- (ii) shares of Class B Common Stock may be paid only to holders of Class B Common Stock.

1.4 Dissolution, Liquidation, Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the funds and assets that may be legally distributed to the Corporation's stockholders shall be distributed pro rata among the holders of Common Stock according to the number of shares of Common Stock held by each holder thereof.

1.5 Voting Rights. The stockholders holding Class B Common Stock shall be entitled to one vote for each .01 shares of Class B Common Stock held by each such stockholder. The holders of Class A Common Stock shall not be entitled to vote.

2. **General.**

2.1 Issuance of Common Stock. Except as otherwise provided herein and subject to the provisions of this Certificate of Incorporation, the Corporation may issue shares of Common Stock from time to time for such consideration (not less than the par value thereof) as may be fixed by the Board of Directors, which is expressly authorized to fix the same in its absolute and uncontrolled discretion subject to the conditions herein. Shares so issued for which the consideration shall have been paid to the Corporation shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments in respect of such shares.

2.2 Issuance of Rights to Common Stock. The Corporation shall have authority to create and issue rights and options entitling their holders to purchase shares of the Corporation's capital stock of any class or series or other securities of the Corporation, and such rights and options shall be evidenced by instrument(s) approved by the Board of Directors. The Board of Directors shall be empowered to set the exercise price, duration, times for exercise and other terms of such options or rights; provided, however, that the consideration to be received for any shares of capital stock subject thereto shall not be less than the par value thereof.

2.3 Authorized Shares. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

3. **Transfer Restrictions.**

3.1 Certain Transfers Prohibited. If an individual, partnership, firm, corporation, limited liability company, association, trust, unincorporated organization or other entity (each a "Person"), shall attempt to transfer in any manner whatsoever, including by way of sale, transfer, assignment, conveyance or other disposition, including by merger, operation of law, bequest or pursuant to any domestic relations order, whether voluntarily or involuntarily, other than a sale, transfer, assignment, conveyance or other disposition by or to the Corporation (any such action being a "Transfer"), any shares of Common Stock or other equity security or any option, warrant or other right to purchase or otherwise acquire shares of Common Stock or other equity security, whether or not such right is embodied in a security (collectively "Equity Securities"), in each

case, whether voluntary or involuntary, of record, by operation of law or otherwise, then such Transfer shall be void, shall not be recognized by the Corporation and shall not be registered on the books of the Corporation unless such Transfer is in compliance with this Section 3.

3.2 Restrictions on Transfer. No Person shall Transfer any Equity Securities to any Person (regardless of the manner in which such Person initially acquired such Equity Securities), nor shall the Corporation issue, sell or otherwise transfer any Equity Securities to any Person:

(a) if the Corporation reasonably determines that such Transfer or issuance, sale or transfer by the Corporation would, if effected, result in the Corporation having 500 or more holders of record (as such concept is understood for purposes of Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Securities Exchange Act") and any relevant rules promulgated thereunder);

(b) with respect to Transfers of Equity Securities, unless the certificates representing such Equity Securities bear legends substantially as provided in this Section 3 or so long as such legend is applicable; and

(c) unless the Board of Directors consents in writing to such Transfer, provided that such consent shall not be required if the Transfer is made to a Permitted Transferee. A "Permitted Transferee" means (i) the spouse or sibling of a Transferor, or any lineal descendant of a Transferor, or the estate of a Transferor, or any trust of which one or more of the foregoing is the exclusive beneficiary and (ii) any corporation, limited liability company or partnership all of the outstanding capital stock or other ownership interests of which is owned, directly or indirectly by a Transferor or the Permitted Transferee of such Transferor.

3.3 Requests for Transfer and Authorization of Transfer of Equity Securities. Prior to any proposed Transfer, the proposed transferor (the "Transferor") will give written notice to the Corporation of his, her or its intention to effect such transfer. Each such notice shall describe the manner and circumstances of the proposed transfer in sufficient detail and shall be accompanied by a written opinion of legal counsel who shall be reasonably satisfactory to the Corporation, addressed to the Corporation, to the effect that the proposed Transfer of the securities in question may be effected without registration under the Securities Act of 1933, as amended (the "Securities Act"), and that such proposed Transfer does not call into question the exemption from registration under which such Equity Securities were initially issued by the Corporation. Any such legal opinion must be reasonably satisfactory to the Corporation and must state that it may also be relied upon by any transfer agent, stock exchange or counsel to the Corporation. As a condition to the Transfer, the Corporation may also require a certificate of the Transferor that certifies as to matters that assist the Corporation in establishing compliance with securities laws at the time of the original issuance of the Equity Securities as well as at the time of the proposed Transfer. Upon compliance with the terms hereof to the satisfaction of the Corporation, the Transferor shall be entitled to Transfer such securities in accordance with the terms of the notice delivered by the Transferor to the Corporation. Each certificate evidencing the Equity Securities so transferred shall bear or be subject to an appropriate restrictive legend reasonably deemed appropriate by the Corporation, including any appropriate legend relating to the restrictions and obligations hereunder. The Transferor shall, prior to any Transfer (unless such Transfer is made pursuant to Rule 144 under the Securities Act or an effective registration statement under the

Securities Act), cause any transferee of the Equity Securities to enter into an agreement with the Corporation that the transferee will take and hold such securities subject to the provisions and upon the conditions specified herein. Without limiting the generality of any other provision hereof, the provisions of this Section 3 shall be binding on successive transferees.

3.4 Legend. In addition to any other legend, the certificates evidencing shares of Common Stock shall bear or be subject to the following legend:

THE SHARES REPRESENTED HEREBY HAVE BEEN ACQUIRED FOR INVESTMENT AND HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED. SUCH SHARES MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF SUCH REGISTRATION OR AN OPINION OF COUNSEL SATISFACTORY TO THE CORPORATION AS TO THE AVAILABILITY OF AN EXEMPTION FROM REGISTRATION, THAT SUCH REGISTRATION IS NOT REQUIRED AND THAT ANY PROSPECTUS DELIVERY REQUIREMENTS ARE NOT APPLICABLE. THE SHARES WERE (1) ISSUED PURSUANT TO A PLAN OF CONVERSION AND (2) ARE SUBJECT TO PROVISIONS OF THE CERTIFICATE OF INCORPORATION OF THE CORPORATION (AS AMENDED), BOTH OF WHICH INCLUDE ADDITIONAL RESTRICTIONS ON THE TRANSFER OF THE SHARES. COPIES OF SUCH PLAN AND CERTIFICATE OF INCORPORATION MAY BE OBTAINED AT NO COST BY WRITTEN REQUEST MADE BY THE HOLDER OF RECORD HEREOF TO THE CORPORATE SECRETARY OF THE CORPORATION AT THE PRINCIPAL EXECUTIVE OFFICES OF THE CORPORATION.

FIFTH: The name and mailing address of the Corporation's incorporator is:

<u>Name</u>	<u>Mailing Address</u>
Suzanne M. Hoffman	c/o Katten Muchin Rosenman LLP 525 West Monroe Street Chicago, Illinois 60661-3693

SIXTH: The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the bylaws of the Corporation (the "Bylaws").

SEVENTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws.

EIGHTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the DGCL. Any repeal or modification of this Article Eighth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

NINTH: The Corporation may indemnify each director, officer, trustee, employee or agent of the Corporation and each person who is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of another corporation, partnership, joint

venture, trust or other enterprise in the manner and to the fullest extent provided in Section 145 of the DGCL as the same now exists or may hereafter be amended.

TENTH: 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.

ELEVENTH: This Certificate of Incorporation shall be effective as of 11:59 p.m., Delaware time, on December 31, 2011.

[The Remainder of This Page Is Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Incorporation on this 29th of December, 2011

/s/ Suzanne M. Hoffman

Suzanne Hoffman, Incorporator

[Certificate of Incorporation of Energy Maintenance Services Group I, Inc.]

TRADEMARK
REEL: 004693 FRAME: 0493

Trademark Collateral

Serial Number	Registration Number	Filing Date	Registration Date	Mark	Applicant
85231213	4009654	2/1/11	8/9/11	EMS Pipeline Services	Energy Maintenance Services Group I, LLC
77000007	3302283	9/14/2006	10/9/2007	Work-Smart!	Energy Maintenance Services Group I, LLC
77071970	3305843	12/27/2006	10/9/2007	EMS PIPELINE INTEGRITY MANAGEMENT SERVICES (CLASS 37)	Energy Maintenance Services Group I, LLC
77071984	3364441	12/27/2006	1/8/2008	EMS Control Center Services (Class 35, 38, 42)	Energy Maintenance Services Group I, LLC
77346654	3535672	12/7/2007	11/18/2008	Single Source (Class 16)	Energy Maintenance Services Group I, LLC
77346841	3535673	12/7/2007	11/18/2008	Single Source (Class 35)	Energy Maintenance Services Group I, LLC
77357846	3599697	12/21/2007	3/31/2009	I-WRAP (words only)	Energy Maintenance Services Group I, LLC
77377582	None	1/22/2008	3/31/2009	I-Wrap (stylized and/or with design)	Energy Maintenance Services Group I, LLC
77377582	3599786	1/22/2008	N/A	I-WRAP & Design	Energy Maintenance Services Group I, LLC
77404261	None	2/22/2008	N/A	EMS USA (words only)	Energy Maintenance Services Group I, LLC
77404274	None	2/22/2008	N/A	EMS USA & Design	Energy Maintenance Services Group I, LLC
78611856	3259279	4/19/2005	7/3/2007	Pipe to Power	Energy Maintenance Services Group I, LLC
78693039	None	8/15/2005	N/A	Energy Services + Technology = Solutions	Energy Maintenance Services Group I, LLC
78697171	3290407	8/22/2005	9/11/2007	Energy Maintenance Services (stylized and/or with design)	Energy Maintenance Services Group I, LLC
78697171	3290407	8/22/2005	9/11/2007	EMS Energy Maintenance Services (stylized and/or with design)	Energy Maintenance Services Group I, LLC
78707967	3320419	9/7/2005	10/23/2007	Electronic pumper	EMS Measurement Services Company LP
78832308	3274708	3/8/2006	8/7/2007	EMS Group	Energy Maintenance Services Group I, LLC
77754637	N/A	6/8/2009	N/A	EMS Integrity Management Services	Energy Maintenance Services Group I, LLC