

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Epcon Industrial Systems, Inc.		11/28/2001	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Epcon Industrial Systems, L.P.		
<b>Street Address:</b>	P.O. Box 7060		
<b>City:</b>	The Woodlands		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	77387		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: TEXAS		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2094500	EPCON	
<b>CORRESPONDENCE DATA</b>			
Fax Number: <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	713-579-3001		
Email:	patents@iplaw-tx.com		
Correspondent Name:	Keeling Patents & Trademarks, LLC		
Address Line 1:	3310 Katy Freeway, 2nd Floor		
Address Line 4:	Houston, TEXAS 77007		
<b>ATTORNEY DOCKET NUMBER:</b>	367.002		
<b>NAME OF SUBMITTER:</b>	Heather N. Schmidt		
<b>Signature:</b>	/Heather N. Schmidt 68360/		
<b>Date:</b>	10/18/2012		

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**Total Attachments: 8**

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FILED  
 In the Office of the  
 Secretary of State of Texas  
 DEC 06 2001  
 Corporations Section

**ARTICLES OF CONVERSION**

Pursuant to the provisions of Section 2.15 of the Texas Revised Limited Partnership Act ("TRLPA") and Article 5.17 of the Texas Business Corporation Act ("TBCA"), the undersigned converting entity certifies the following Articles of Conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the TRLPA and the TBCA.

**ARTICLE I**

An Agreement and Plan of Conversion (the "Plan of Conversion") was approved and adopted in accordance with the provisions of Section 2.15 of the TRLPA and Article 5.17 of the TBCA providing for the conversion of EPCON INDUSTRIAL SYSTEMS, INC., a Texas corporation (the "Converting Entity") to EPCON INDUSTRIAL SYSTEMS, L.P., a Texas limited partnership (the "Converted Entity").

**ARTICLE II**

An executed Plan of Conversion is on file at the principal place of business of the Converting Entity at 17777 I-45 South, Conroe, Texas 77385, and from and after the conversion, an executed Plan of Conversion will be on file at the principal place of business of the Converted Entity at 17777 I-45 South, Conroe, Texas 77385.

**ARTICLE III**

A copy of the Plan of Conversion will be furnished by the Converting Entity (prior to the conversion) or by the Converted Entity (after the conversion) on written request and without cost to any shareholder or partner of the Converting Entity or Converted Entity.

**ARTICLE IV**

The approval of the Plan of Conversion was duly authorized by all action required by the laws under which the Converting Entity is incorporated and by its constituent documents. The number of outstanding shares of each class or series of stock of the Converting Entity entitled to vote, with other shares or as a class, on the Plan of Conversion, are as follows:

Number of Shares Outstanding	Class or Series	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
1,000	Class A common	Class A Voting	1,000
10,000	Class B common	Class B Non-Voting	10,000

**ARTICLE V**

The number of shares voted for and against the Plan of Conversion, respectively, and as to each class or series entitled to vote thereon as a class, the number of shares of such class voted for and against the Plan of Conversion, respectively, are as follows:

<u>NUMBER OF SHARES</u>				
<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Entitled to Vote as a Class</u>	
			<u>Voted For</u>	<u>Voted Against</u>
1,000	-0-	voting	1,000	-0-
10,000	-0-	non-voting	10,000	-0-

**ARTICLE VI**

Two copies of the Certificate of Limited Partnership of the Converted Entity formed pursuant to the Plan of Conversion are being filed with the Secretary of State with these Articles of Conversion.

**ARTICLE VII**

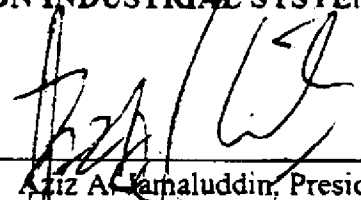
Since none of the parties hereto are submitting a certificate of good standing for purposes of conversion issued by the Comptroller of Public Accounts, the Converted Entity, EPCON INDUSTRIAL SYSTEMS, L.P., will be responsible for all such fees and franchise taxes and the Converted Entity will be obligated to pay such fees and franchise taxes if the same are not timely filed.

**ARTICLE VIII**

The conversion will become effective on the 30th day of November, 2001, at 11:59 p.m. in accordance with Section 2.12 of the TRLPA and Article 10.03 of the TCBA.

IN WITNESS WHEREOF, the undersigned Converting Corporation has caused these Articles of Conversion to be executed on this 26<sup>th</sup> day of November, 2001.

**EPCON INDUSTRIAL SYSTEMS, INC.**

By:  \_\_\_\_\_  
 Aziz A. Jamaluddin, President

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## AGREEMENT AND PLAN OF CONVERSION

This Agreement and Plan of Conversion (this "Agreement") dated as of 28<sup>th</sup> DAY OF NOVEMBER, 2001, is entered into by and between EPCON INDUSTRIAL SYSTEMS, INC., a Texas corporation (hereinafter referred to as the "Corporation" and sometimes referred to as the "Converting Entity"), and the undersigned shareholders of the Corporation, who own all of the outstanding shares of the Corporation (the "Shareholders").

### WITNESSETH:

WHEREAS, on the date hereof, and until the Effective Time of the Conversion (as hereinafter defined), the Corporation has and will have 1,000 shares of \$1.00 par value Class A voting common stock and 10,000 shares of \$1.00 par value Class B non-voting common stock issued and outstanding; and

WHEREAS, the Board of Directors of the Corporation deem it advisable and for the benefit of the Shareholders that the Corporation be converted to a Texas limited partnership to be named EPCON INDUSTRIAL SYSTEMS, L.P. (hereinafter referred to as the "Partnership" and sometimes referred to as the "Converted Entity") pursuant to the provisions of Article 5.17 of the Texas Business Corporation Act (the "TBCA") and Section 2.12 of the Texas Revised Limited Partnership Act (the "TRLPA"); and

WHEREAS, the Shareholders have reviewed this Agreement and the Agreement of Limited Partnership of EPCON INDUSTRIAL SYSTEMS, L.P. attached hereto as Exhibit "A" (the "Partnership Agreement") and they desire that the Corporation be converted into the Partnership and that their shares in the Corporation be converted into Partnership Interests pursuant to this Agreement and the Partnership Agreement; and

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, and for the purpose of prescribing the terms and conditions of the conversion, the mode of carrying the same into effect, the manner and basis of converting the common stock of the Corporation into Partnership Interests in the Partnership and the canceling all of common stock of the Corporation, the parties hereto agree, in accordance with the provisions of the TBCA and the TRLPA, that the Corporation be converted to the Partnership and the Corporation hereby is, at the Effective Time of the Conversion, converted to the Partnership, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the conversion and the mode of carrying the conversion into effect.

## ARTICLE I.

**1.1 Description of Converting Entity and the Converted Entity.** The names of the Converting Entity and the Converted Entity, their forms, and the jurisdictions in which they are (or will be) incorporated or organized are as follows:

(a) Converting Entity:

<u>Name of Entity</u>	<u>State</u>	<u>Type of Entity</u>
EPCON INDUSTRIAL SYSTEMS, INC.	Texas	Corporation

(b) Converted Entity:

<u>Name of Entity</u>	<u>State</u>	<u>Type of Entity</u>
EPCON INDUSTRIAL SYSTEMS, L.P.	Texas	Limited Partnership

**1.2 Cross References.** The terms and conditions of the conversion are set forth in Articles II, III, IV, and V of this Agreement. The manner and basis of converting the evidences of ownership of the Converting Entity into Partnership Interests of the Converted Entity are set forth in Article IV hereof.

## ARTICLE II.

**2.1 The Conversion.** In accordance with the provisions of the TBCA and the TRLPA, upon and after the Effective Date and Time of the Conversion, the Converting Entity shall continue its existence in the organizational form of the Converted Entity, a Texas limited partnership.

**2.2 Effect of Conversion.** Upon and after the Effective Date and Time of the Conversion, (i) the Converting Entity shall continue to exist, without interruption, but in the organizational form of the Converted Entity (a Texas limited partnership) rather than in its prior organizational form (a Texas corporation), (ii) all rights, title and interests to all real estate and other property owned by the Converting Entity shall continue to be owned by the Converted Entity in its new organizational form without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred, but subject to any existing liens or encumbrances thereon, (iii) all liabilities and obligations of the Converting Entity shall continue to be liabilities and obligations of the Converted Entity in its new organizational form without impairment or diminution by reason of the conversion, and (iv) any proceeding by or against the Converting Entity may be continued by or against the Converted Entity in its new organizational form without any need for substitution of the parties.

**2.3 Effective Time of the Conversion.** The conversion shall become effective on the 30th day of November, 2001, at 11:59 p.m. The date and time when the conversion shall become effective,

(ii)

pursuant to this Section 2.3, is herein referred to as the "*Effective Time of the Conversion*" and is also sometimes referred to as the "*Effective Date and Time of the Conversion.*"

### ARTICLE III.

**3.1 Certificate and Agreement of Limited Partnership.** The Certificate of Limited Partnership and Agreement of Limited Partnership of the Partnership attached hereto as Exhibit "A" shall as of the Effective Time of the Conversion constitute the Certificate of Limited Partnership and Agreement of Limited Partnership of the Converted Entity until further amended, altered or repealed in the manner provided by law.

**3.2 Officers, and Employees and Agents.** The employees and agents of the Converting Entity immediately prior to the Effective Time of the Conversion shall become the officers, employees and agents of the Converted Entity at and after the Effective Time of the Conversion; provided, however, the officers of the Converting Entity shall not become officers of the Converted Entity, instead, such officers shall become officers of the General Partner.

### ARTICLE IV.

**4.1 Conversion of Common Stock.** The manner and basis of converting shares of common stock of the Corporation into limited partnership interests and general partnership interests in the Partnership shall be as follows:

(a) As a consequence of the Conversion:

- (i) EISGP, LLC, a Texas limited liability company, owned 100% by EPCON INDUSTRIAL SYSTEMS NV, LTD., a Nevada corporation, which owns 110 of the outstanding shares of the Class A voting common stock of the Corporation, will own a one percent general partnership interest in the Partnership.
- (ii) EPCON INDUSTRIAL SYSTEMS NV, LTD., which owns 890 of the outstanding shares of Class A voting common stock of the Corporation and 10,000 of the outstanding shares of the Class B non-voting common stock of the Corporation, will own a 99.0% limited partnership interest in the Partnership.

(b) The shares of Class A voting common stock and Class B non-voting common stock common stock of the Corporation which are outstanding and held by the above Shareholders immediately prior to the Conversion shall, by virtue of the conversion and without any action on the part of the holder thereof, be converted at the Effective Time of the Conversion into general and limited partnership interests in the Converted Entity as set forth in 4.1(a) above.

(iii)

(c) At the Effective Time of the Conversion, all of the common stock of the Corporation shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist and each holder of a certificate representing any of the common stock of the Corporation shall cease to have any rights with respect thereto, except the right to receive the partnership interests in the Converted Entity provided for herein upon the surrender of such certificate.

#### ARTICLE V.

**5.1 Federal Income Tax Treatment.** At the Effective Time of the Conversion, the Corporation shall be treated as having reorganized into the Partnership (a Texas limited partnership that has not elected to be classified as an association taxable as a corporation for federal income tax purposes) in a reorganization under §368(a)(1)(F) of the Internal Revenue Code to which EPCON INDUSTRIAL SYSTEMS NV, LTD. and EPCON INDUSTRIAL SYSTEMS, INC. are parties. The parties agree to report the Conversion consistent with this Section 5.1 for federal income tax purposes.

**5.2 Further Assurances.** From time to time, if, as and when requested by the Converted Entity, or by its successors or assigns, the Corporation shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such further or other actions, as the Converted Entity and its successors and assigns, or its successors or assigns, may deem necessary or desirable in order to vest in and confirm to the Converted Entity, all rights, title and interests to all real estate and other property referred to in Section 2.2 of this Agreement and otherwise to carry out the intents and purposes of this Agreement.

#### ARTICLE VI.

**6.1 Approval of Agreement.** Subject to the provisions of Section 6.2 of this Article VI, this Agreement shall be submitted to the Shareholders of the Corporation for adoption in accordance with the provisions of the TBCA and the TRLPA and, if adopted by the vote or written consent of the Shareholders as so provided, shall be made effective as soon as practicable thereafter in the manner provided in Section 2.3 of Article II hereof and in accordance with the provisions of the TBCA and the TRLPA.

**6.2 Amendment.** The Corporation, may, at any time prior to filing Articles of Conversion with the Secretary of State of Texas, amend, modify, supplement and interpret this Agreement in such manner as may be approved by its Board of Directors in writing; provided, however, that no such amendment or modification shall, without approval of the Shareholders, (i) alter or change the rights to be received in exchange for, or on conversion of, all or any of the shares of any class of stock or series thereof of the Corporation, or (ii) alter or change any term of the Certificate of Limited Partnership or Agreement of Limited Partnership of the Converted Entity.

**6.3 Counterparts.** This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

(iv)



IN WITNESS WHEREOF, the Corporation and the Shareholders have executed this Agreement as of the date first above written.

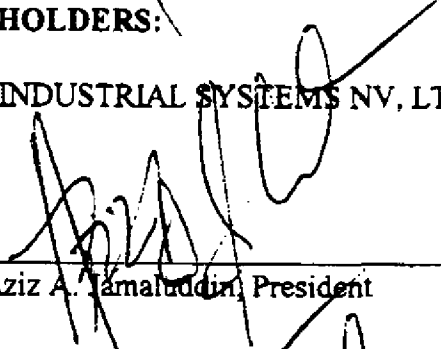
**CORPORATION:**

EPCON INDUSTRIAL SYSTEMS, INC.

By:   
Aziz A. Jamaluddin, President

**SHAREHOLDERS:**

EPCON INDUSTRIAL SYSTEMS NV, LTD.

By:   
Aziz A. Jamaluddin, President

EISGP, LLC

By:   
Aziz A. Jamaluddin, President

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(v)

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
EPCON INDUSTRIAL SYSTEMS, L.P.**

1. The partnership is being formed pursuant to a plan of conversion. The converting entity under the plan of conversion is EPCON INDUSTRIAL SYSTEMS, INC., a Texas corporation formed on July 5, 1977, whose address is 17777 I-45 South, Conroe, Texas 77385.
2. The name of the partnership is EPCON INDUSTRIAL SYSTEMS, L.P.
3. The address of the registered office of the partnership is 17777 I-45 South, Conroe, Texas 77385.
4. The name of the registered agent of the partnership is Aziz A. Jamaluddin, and the address of the registered agent of the partnership is 17777 I-45 South, Conroe, Texas 77385.
5. The address of the principal office where records of the partnership are to be kept and made available for inspection is 17777 I-45 South, Conroe, Texas 77385.
6. The name of the general partner of the Partnership is EISGP, LLC, a Texas limited liability company, and the physical address of said general partner is 17777 I-45 South, Conroe, Texas 77385 and the mailing address of said general partner is P. O. Box 7060, The Woodlands, Texas 77387-7060.

**GENERAL PARTNER:**

EISGP, LLC

By: \_\_\_\_\_

  
Aziz A. Jamaluddin, President

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