

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Automatic Power, inc.		08/31/2012	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Pharos Marine Automatic Power, inc.		
Street Address:	10810 West little york road, suite 130		
City:	HOUSTON		
State/Country:	TEXAS		
Postal Code:	77041		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3029842	STABRITE	
CORRESPONDENCE DATA			
Fax Number:	8322172993		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	7135283100		
Email:	rsmith@JONESSMITH.NET		
Correspondent Name:	E Randall Smith		
Address Line 1:	2777 ALLEN PARKWAY, SUITE 1000		
Address Line 4:	HOUSTON, TEXAS 77019		
ATTORNEY DOCKET NUMBER:	4044.008		
NAME OF SUBMITTER:	e randal smith		
Signature:	/ers/		
Date:	01/03/2014		

OP \$40.00 3029842

Total Attachments: 18

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

September 20, 2012

Corporation Service Company
211 E. 7th Street, Suite 620
Austin, TX 78701 USA

RE: Pharos Marine Automatic Power, Inc.
File Number: 163020400

It has been our pleasure to file the Restated Certificate of Formation for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

**Pharos Marine Automatic Power, Inc.
163020400**

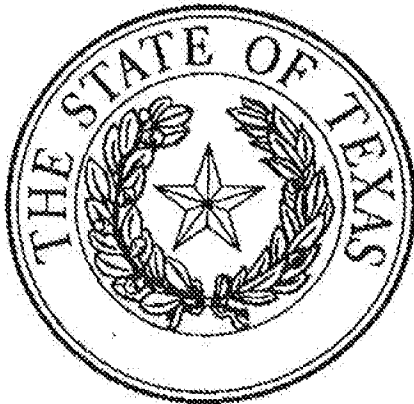
[formerly: Automatic Power, Inc.]

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic for-profit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 09/19/2012

Effective: 09/19/2012



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

AUTOMATIC POWER, INC.

FILED
In the Office of the
Secretary of State of Texas

SEP 19 2012

Corporations Section

ARTICLE ONE

AUTOMATIC POWER, INC. pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Amended and Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

The Articles of Incorporation of the Corporation are amended by these Amended and Restated Articles of Incorporation as follows:

Effective the date hereof, Article I of the Articles of Incorporation of Automatic Power, Inc. is amended to read in its entirety as follows:

ARTICLE ONE

The name of the Corporation is Pharos Marine Automatic Power, Inc.

Effective the date hereof, Articles Six, Seven, Eight, Nine, Ten, Eleven Twelve and Thirteen of the Articles of Incorporation of Automatic Power, Inc. are amended to read in their entirety as follows:

ARTICLE SIX

Rights of Directors & Officers to Deal with Corporation

No Director and no Officer of the Corporation shall be disqualified by reason of his office from dealing with or contracting with the Corporation either as vendor, seller, purchaser, vendee, buyer, mortgage, mortgagor, or otherwise; and no transaction of this Corporation shall be void or voidable by reason of the fact that the Director or Officer of any firm in which a

Director or Officer of this Corporation is a member, or any corporation of which a Director or officer shareholder or a director or officer, is in any way interested in such transaction.

ARTICLE SEVEN

Purchase of Shares

Subject to compliance with all applicable laws and with any restrictions appearing elsewhere in these Amended and Restated Articles of Incorporation, the Corporation may, upon resolution of its Board of Directors, purchase, directly, or indirectly, its own shares to the extent permitted by the Texas Business Corporation Act.

ARTICLE EIGHT

Prohibition of Cumulative Voting

At each election for Directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has the right to vote, but it is expressly prohibited for any shareholder to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by his shares equal, or by distributing such votes on such principle among any number of such candidates.

ARTICLE NINE

Amendment of By-Laws

The power to alter, amend or repeal the By-Laws and to adopt new By-Laws shall be vested in the Board of Directors.

ARTICLE TEN

Registered Office and Agent

The post office address of the registered office of Corporation and the name of the registered agent of the Corporation at such addresses are:

Registered Agent

Kenneth Meador

Registered Address

Pharos Marine Automatic Power, Inc.
10180 West Little York Road
Suite 130
Houston, TX 77041

ARTICLE ELEVEN

Directors

Section 11.01 Number. The Board of Directors of the Corporation shall consist of one or more members. The number of Directors shall be fixed by the By-Laws and may be increased or decreased by amendment of the By-Laws; but no decrease shall have the effect of shortening the term of any incumbent Director. In the absence of a By-Law fixing the number of directors, the number shall be identical to the number of initial Directors.

Section 11.02 Names of Directors. The number, names and address of the persons who are to serve as Directors until his successor is elected and has qualified are:

Edwin A. Wahlen, Jr.
Toxaway Capital Partners
2970 Peachtree Road
Suite 510
Atlanta, GA 30305

Scott D. Dickinson
Toxaway Capital Partners
2970 Peachtree Road
Suite 510
Atlanta, GA 30305

R. Elliott Miller
Georgia Banking Company
6190 Powers Ferry Road
Suite 150
Atlanta, GA 30339

Edgar H. Sims, Jr.
Nancy Creek Capital Investments, LLC
2849 Paces Ferry Road
Suite 160
Atlanta, GA 30339

ARTICLE TWELVE

Indemnification

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability for (i) any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any transaction from which the director derived any improper benefit, (iv) an act or omission for which the liability of a director is expressly provided for by statute, or (v) an act related to an unlawful stock repurchase or payment of dividend. If the laws governing Texas corporations are amended after approval by the stockholders of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Texas Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph 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.

ARTICLE THIRTEEN

Shareholder Actions

Any action required by the Texas Business Corporation Act be taken at any annual meeting or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having no less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE THREE

Each such amendment made by the restated articles of incorporation has been approved in the manner required by the Texas Business Corporation Act and by the constituent documents of the Corporation. The Amended and Restated Articles of Incorporation and each such amendment made by the Amended and Restated Articles of Incorporation were duly adopted by the shareholder(s) of the Corporation on the 31st day of August, 2012.

ARTICLE FOUR

The articles of incorporation and all amendments and supplements thereto are hereby superseded by the following Amended and Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

PHAROS MARINE AUTOMATIC POWER, INC.

FILED
In the Office of the
Secretary of State of Texas

SEP 19 2012

Corporations Section

ARTICLE ONE

The name of the Corporation is Pharos Marine Automatic Power, Inc.

ARTICLE TWO

The period of existence of the Corporation is perpetual.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized are to transact any or all lawful business for which corporations may be incorporated under the Texas Business Corporations Act and in general to have and exercise all the powers conferred by the laws of Texas upon corporations formed under the Texas Business Corporations Act and to do any and all of the things set forth herein to the same extent as natural persons might or could do.

ARTICLE FOUR

1. **Capitalization** The aggregate number of shares which the Corporation shall have authority to issue is:

(a) Ten Thousand (10,000) shares of Common Stock \$0.01 par value (the "Common Stock"); and

(b) Two Thousand (2,000) shares of Series A Preferred Stock (the "Series A Preferred Stock"), having the rights and preferences set forth herein as:

(i) Rank.

The Series A Preferred Stock shall, with respect to dividend rights and rights on liquidation, dissolution and winding up, rank prior to all classes or series of equity securities of the Corporation, including the Corporation's Common Stock. All equity securities of the Corporation to which the Series A Preferred Stock ranks prior (whether

with respect to dividends or upon liquidation, dissolution, winding up or otherwise), including the Common Stock, are collectively referred to herein as the "Junior Securities." All equity securities of the Corporation with which the Series A Preferred Stock ranks on a parity (whether with respect to dividends or upon liquidation, dissolution or winding up) are collectively referred to herein as the "Parity Securities." All equity securities of the Corporation whose terms provide specifically that such class or series shall rank senior to the Series A Preferred Stock (whether with respect to dividends or upon liquidation, dissolution or winding up) are collectively referred to herein as the "Senior Securities." The respective definitions of Junior Securities, Parity Securities and Senior Securities shall also include any rights or options exercisable for or convertible into any of the Junior Securities, Parity Securities and Senior Securities, as the case may be. The Series A Preferred Stock shall be subject to the creation of Junior Securities and Parity Securities.

(ii) Dividends.

(a) The holders of shares of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available for the payment of dividends, cash dividends at the rate of \$25.00 per share per quarter. Such dividends shall be payable in arrears in equal amounts quarterly on March 31, June 30, September 30 and December 31 of each year (unless such day is not a business day, in which event on the next succeeding business day) (each of such dates being a "Dividend Payment Date" and each such quarterly period being a "Dividend Period"). Such dividends shall be cumulative from the date of issue, whether or not in any Dividend Period or Periods there shall be funds of the Corporation legally available for the payment of such dividends. Each such dividend shall be payable to the holders of record of shares of the Series A Preferred Stock, as they appear on the stock records of the Corporation at the close of business on such record dates, not more than 60 days or less than 10 days preceding the payment dates thereof, as shall be fixed by the Board of Directors. Accrued and unpaid dividends for any past Dividend Periods may be declared and paid at any time, without reference to any Dividend Payment Date, to holders of record on such date, not more than 45 days preceding the payment date thereof, as may be fixed by the Board of Directors.

(b) The amount of dividends payable for the initial Dividend Period, or any other period shorter or longer than a full Dividend Period, on the Series A Preferred Stock shall be computed on the basis of twelve 30-day months and a 360-day year. Holders of shares of Series A Preferred Stock shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of cumulative dividends, as herein provided, on the Series A Preferred Stock. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on the Series A Preferred Stock that may be in arrears.

(iii) Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), after payment or provision for payment of the debts and other liabilities of the Corporation, after payment of the liquidation preference of any Senior Securities, and before any payment or distribution of the assets of the Corporation (whether capital or surplus) shall be made to or set apart for the holders of Junior Securities, the holders of the shares of Series A Preferred Stock shall be entitled to receive \$1,000.00 per whole share (and the pro rata portion thereof in the case of a fractional share) of Series A Preferred Stock (the "Liquidation Preference") plus an amount equal to all dividends (whether or not earned or declared) accrued and unpaid thereon to the date of final distribution to such holders; but such holders shall not be entitled to any further payment. If, upon any Liquidation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of Series A Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any Parity Securities, then such assets, or the proceeds thereof, shall be distributed among the holders of shares of Series A Preferred Stock and any such other Parity Securities ratably in accordance with the respective amounts that would be payable on such shares of Series A Preferred Stock and any such other stock if all amounts payable thereon were paid in full. For the purposes of this Section 4, neither (i) a consolidation or merger of the Corporation with one or more Persons (as defined in Section 10), or (ii) a voluntary sale, lease, conveyance, exchange or transfer (for cash, securities or other consideration) of all or substantially all of the Corporation's assets, shall be deemed to be a Liquidation.

(b) Subject to the rights of the holders of any Parity Securities and Senior Securities, after payment shall have been made in full to the holders of the Series A Preferred Stock, as provided in this Section 4, any other series or class or classes of Junior Securities shall, subject to the respective terms and provisions (if any) applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Series A Preferred Stock shall not be entitled to share therein.

(c) Written notice of any Liquidation stating a payment date and the place where the distributive amounts shall be payable, shall be given by mail, postage prepaid, not less than thirty (30) days prior to the payment date stated therein, to the holders of record of the Series A Preferred Stock at their respective addresses as the same shall appear on the books of the Corporation.

(iv) Redemption.

(a) The Series A Preferred Stock shall be redeemable by the Corporation at any time in whole, or from time to time in part (but if in part, each such redemption shall be of no less than 1 share on any one date), at the election of the Corporation by resolution of its Board of Directors, out of funds legally available therefor. In addition, the Corporation shall redeem all of the Series A Preferred Stock then outstanding within thirty (30) days following the tenth (10th) anniversary of the date upon which such Series A Preferred Stock is issued.

(b) The redemption price for any redemption of Series A Preferred Stock shall be the Liquidation Preference per whole share (and a pro rata portion thereof in the case of fractional shares), together with an amount equal to accrued and unpaid dividends thereon to the date of redemption.

(c) Shares of Series A Preferred Stock which have been issued and reacquired in any manner, including shares purchased or redeemed, shall (upon compliance with any applicable provisions of the laws of the State of Texas) have the status of authorized and unissued shares of the class of Preferred Stock undesignated as to series and may be redesignated and reissued as part of any series of the Preferred Stock; *provided* that no such issued and reacquired shares of Series A Preferred Stock shall be reissued or sold as Series A Preferred Stock.

(d) Notwithstanding the foregoing provisions of this Section (iv), unless full cumulative cash dividends (whether or not declared) on all outstanding shares of Series A Preferred Stock shall have been paid or contemporaneously are declared and paid or set apart for payment for all Dividend Periods terminating on or prior to the applicable redemption date, none of the shares of Series A Preferred Stock shall be redeemed, and no sum shall be set aside for such redemption, unless shares of Series A Preferred Stock are redeemed pro rata, *provided, however*, that the foregoing shall not prevent the purchase or acquisition of shares of Series A Preferred Stock or of Parity Securities by conversion into or exchange for Junior Securities.

(v) Procedure for Redemption.

(a) In the event that fewer than all the outstanding shares of Series

A Preferred Stock are to be redeemed, the number of shares to be redeemed shall be determined by the Board of Directors or by a duly authorized committee thereof, and the shares to be redeemed shall be selected pro rata (with any fractional shares being rounded to the nearest whole share) as may be determined by the Board of Directors or by a duly authorized committee thereof.

(b) In the event the Corporation shall redeem shares of Series A Preferred Stock, notice of such redemption shall be given by first class mail, postage prepaid, mailed not less than thirty (30) days nor more than sixty (60) days prior to the redemption date, to each holder of record of the shares to be redeemed at such holder's address as the same appears on the stock register of the Corporation on the seventh (7th) day preceding the date of such notice; *provided* that neither the failure to give such notice nor any defect therein shall affect the validity of the giving of notice for the redemption of any share of Series A Preferred Stock to be redeemed except as to the holder to whom the Corporation has failed to give said notice or except as to the holder whose notice was defective. Each such notice shall state: (i) the redemption date; (ii) the number of shares of Series A Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of shares to be redeemed from such holder; (iii) the redemption price specifying the amount of accrued and unpaid dividends to be included therein; (iv) the place or places where certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on such redemption date.

(c) Notice having been mailed as aforesaid, from and after the redemption date (unless default shall be made by the Corporation in providing money for the payment of the redemption price of the shares called for redemption), dividends on the shares of Series A Preferred Stock so called for redemption shall cease to accrue, and all rights of the holders thereof as stockholders of the Corporation (except the right to receive from the Corporation the redemption price) shall cease. Upon surrender in accordance with said notice of the certificates for any shares so redeemed (properly endorsed or assigned for transfer, if the Board of Directors of the Corporation or a duly authorized committee thereof shall so require and the notice shall so state), such shares shall be redeemed by the Corporation at the redemption price aforesaid. In case fewer than all the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares without cost to the holder thereof.

(vi) Voting Rights. Each share of Series A Preferred Stock will be entitled to one (1) vote and the Series A Preferred Stock will vote together with the Common Stock as a single class.

(vii) General Provisions.

(a) "Business Day" means any day other than a Saturday, a Sunday, any day on which the New York Stock Exchange is closed or any other day on which banking institutions in New York, New York are authorized or required by law to be closed.

(b) "Capital Stock" means any and all shares, interests, participations or other equivalents (however designated) of corporate stock or any and all equivalent ownership interests in a Person (other than a corporation).

(c) The term "outstanding," when used with reference to shares of stock, shall mean issued shares, excluding shares held by the Corporation or a Subsidiary thereof

(d) "Person" means any individual, corporation, partnership, joint venture, association, joint-stock company, trust, unincorporated organization or government or any agency or political subdivision thereof.

(e) "Subsidiary" means, with respect to any Person, any corporation, limited or general partnership, trust, association or other business entity of which an aggregate of 50% or more of the outstanding Capital Stock or other interests entitled to vote in the election of the board of directors of such corporation (irrespective of whether, at the time, Capital Stock of any other class or classes of such corporation shall have or might have voting power by reason of the happening of any contingency), managers, trustees or other controlling Persons, or an equivalent controlling interest therein, of such Person is, at the time, directly or indirectly, owned by such Person and/or one or more Subsidiaries of such Person.

2. Corporation's Right to Purchase Its Own Shares The Corporation may purchase, directly or indirectly, its own shares to the extent of the Corporation's surplus.

3. Denial of Preemptive Rights No shareholder shall have a preemptive right to acquire any share or securities of any class whether now or hereafter authorized which may at any time be issued, sold or offered for sale by the Corporation, and all such additional or treasury shares may be sold for such consideration, at such time and to such person or persons as the Board of Directors may from time to time determine

4. Dividends Dividends (payable in cash stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time out of any funds legally available therefore and subject to the prior rights of the Series A Preferred Stock.

5. Voting The holders of Common Stock and the Series A Preferred Stock shall possess voting power for the election of directors and for all other purposes, subject to such limitations as may be imposed by law and by any provision of the Articles of Incorporation in the exercise of their voting power The holders of Common Stock shall be entitled to one vote

for each share held. Cumulative voting for the election of directors is expressly prohibited.

ARTICLE FIVE

The Corporation will not commence business until there is received for the issuance of its shares consideration of the value of One Thousand and No/100 Dollars (\$1,000.00) consisting of money, labor done or property actually received.

ARTICLE SIX

Rights of Directors & Officers to Deal with Corporation

No Director and no Officer of the Corporation shall be disqualified by reason of his office from dealing with or contracting with the Corporation either as vendor, seller, purchaser, vendee, buyer, mortgage, mortgagor, or otherwise; and no transaction of this Corporation shall be void or voidable by reason of the fact that the Director or Officer of any firm in which a Director or Officer of this Corporation is a member, or any corporation of which a Director or officer shareholder or a director or officer, is in any way interested in such transaction.

ARTICLE SEVEN

Purchase of Shares

Subject to compliance with all applicable laws and with any restrictions appearing elsewhere in these Amended and Restated Articles of Incorporation, the Corporation may, upon resolution of its Board of Directors, purchase, directly, or indirectly, its own shares to the extent permitted by the Texas Business Corporation Act.

ARTICLE EIGHT

Prohibition of Cumulative Voting

At each election for Directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has the right to vote, but it is expressly prohibited for any shareholder to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by his shares equal, or by distributing such votes on such principle among any number of such candidates.

ARTICLE NINE

Amendment of By-Laws

The power to alter, amend or repeal the By-Laws and to adopt new By-Laws shall be vested in the Board of Directors.

ARTICLE TEN

Registered Office and Agent

The post office address of the registered office of Corporation and the name of the registered agent of the Corporation at such addresses are:

Registered Agent

Kenneth Meador

Registered Address

Pharos Marine Automatic Power, Inc.
10180 West Little York Road
Suite 130
Houston, TX 77041

ARTICLE ELEVEN

Directors

Section 11.01 Number. The Board of Directors of the Corporation shall consist of one or more members. The number of Directors shall be fixed by the By-Laws and may be increased or decreased by amendment of the By-Laws; but no decrease shall have the effect of shortening the term of any incumbent Director. In the absence of a By-Law fixing the number of directors, the number shall be identical to the number of initial Directors.

Section 11.02 Names of Directors. The number, names and address of the persons who are to serve as Directors until his successor is elected and has qualified are:

Edwin A. Wahlen, Jr.
Toxaway Capital Partners
2970 Peachtree Road
Suite 510
Atlanta, GA 30305

Scott D. Dickinson
Toxaway Capital Partners
2970 Peachtree Road
Suite 510
Atlanta, GA 30305

R. Elliott Miller
Georgia Banking Company
6190 Powers Ferry Road
Suite 150
Atlanta, GA 30339

Edgar H. Sims, Jr.
Nancy Creek Capital Investments, LLC
2849 Paces Ferry Road
Suite 160
Atlanta, GA 30339

ARTICLE TWELVE

Indemnification

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability for (vi) any breach of the director's duty of loyalty to the Corporation or its stockholders, (vii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (viii) any transaction from which the director derived any improper benefit, (ix) an act or omission for which the liability of a director is expressly provided for by statute, or (x) an act related to an unlawful stock repurchase or payment of dividend. If the laws governing Texas corporations are amended after approval by the stockholders of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Texas Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph 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.

ARTICLE THIRTEEN

Shareholder Actions

Any action required by the Texas Business Corporation Act be taken at any annual meeting or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having no less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of August, 2012.

Pharos Marine Automatic Power, Inc.

By: 

Kenneth Meador
President