

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM752214

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	CHANGE OF NAME
RESUBMIT DOCUMENT ID:	900703967
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NIKKO MATERIALS USA, INC.		02/15/2006	Corporation: ARIZONA

RECEIVING PARTY DATA

Name:	GOULD ELECTRONICS, INC.
Street Address:	2929 W. CHANDLER BLVD.
City:	CHANDLER
State/Country:	ARIZONA
Postal Code:	85224
Entity Type:	Corporation: ARIZONA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2687403	TCR
Registration Number:	2687404	TCR

CORRESPONDENCE DATA

Fax Number: 4406841095

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 4406841090

Email: dpuljic@kusnerjaffe.com

Correspondent Name: Daniel Puljic / Kusner & Jaffe

Address Line 1: 6150 Parkland Boulevard, Suite 105

Address Line 2: Paragon Center II

Address Line 4: Mayfield Heights, OHIO 44124

ATTORNEY DOCKET NUMBER:	GD7431/7432US
NAME OF SUBMITTER:	DANIEL PULJIC
SIGNATURE:	/Daniel Puljic/
DATE SIGNED:	08/30/2022

Total Attachments: 18

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NIKKO MATERIALS USA, INC. d/b/a Gould Electronics

Written Consent of Sole Shareholder in Lieu of a Meeting

February 15, 2006

Pursuant to Section 10-704 of the Arizona Revised Statutes, the undersigned, being the sole shareholder of all of the outstanding shares of capital stock of Nikko Materials USA, Inc. d/b/a Gould Electronics, an Arizona corporation, ("the Corporation"), hereby adopts, by this Written Consent of Sole Shareholder, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened shareholder meeting of the Corporation.

REORGANIZATION OF SEMICONDUCTOR DIVISION

1 Supplementing the December 19, 2005 Resolutions

WHEREAS, on December 19, 2005 the Board adopted resolutions which outlined in general terms a plan for reorganization of one of the divisions of the Corporation,

WHEREAS, the details of that plan of reorganization are now clear, and the Board should ratify the plan of reorganization in its final form,

NOW, THEREFORE, IT IS RESOLVED that the Board hereby supplements its resolutions of December 19, 2005 with the resolutions contained in this Action by Written Consent, with any differences, contradictions or inconsistencies to be resolved in favor of the resolutions contained in this Action by Written Consent.

2 Transfer of Assets of Semiconductor Division

WHEREAS, the Corporation conducts a part of its business through a division generally known as the semiconductor division ("NMU Semiconductor Division") which consists of certain assets and liabilities, including without limitation manufacturing and office equipment, inventory of products, parts and raw materials, vehicles, properties, accounts, intellectual property, contracts, licenses and permits, customers, employees, and other tangible and intangible assets, which are segregated from the other assets and liabilities of the Corporation and are independently identified on the books and records of the NMU Semiconductor Division ("Semiconductor Division Assets and Liabilities");

WHEREAS, on December 8, 2005 the Corporation established NMU Division, Inc. in Arizona as its wholly-owned subsidiary company, and

WHEREAS, it is in the best interests of the Corporation to transfer to NMU Division, Inc., as an in-kind capital contribution, all of the Semiconductor Division Assets and Liabilities except for the retained earnings and excess cash generated by retained earnings of the NMU Semiconductor Division ("Excluded Assets"),

NOW, THEREFORE, IT IS RESOLVED that, effective on February 28, 2006, the Corporation shall transfer and assign to NMU Division, Inc. all of the Semiconductor Division Assets and Liabilities existing on February 28, 2006, except for Excluded Assets, in consideration of the receipt of 1 share of the capital stock of NMU Division, Inc.; and it is

RESOLVED FURTHER that, effective on February 28, 2006, the Corporation shall lend to NMU Division, Inc. an amount of cash equal to the Excluded Assets as of February 28, 2006 in consideration of the receipt of a promissory note of NMU Division, Inc. whose terms shall include the following:

- the principal amount shall be equal to the Excluded Assets as of February 28, 2006, and
- the unpaid principal balance shall bear interest at an annual rate mutually agreed upon with NMU Division Inc., and
- principal and accrued interest shall be due and payable within ten (10) days after demand for payment by the Corporation, and
- principal and accrued interest may be prepaid at any time by NMU Division, Inc. without penalty;

and it is

RESOLVED FURTHER that the officers of the Corporation are, and each of them acting individually and without any other is, hereby authorized, empowered, and directed to negotiate, execute and deliver to NMU Division, Inc., in the name of and on behalf of the Corporation, all agreements and other documents necessary to transfer the NMU Semiconductor Division Assets and Liabilities to NMU Division, Inc. on the terms and conditions generally specified in these resolutions and such other terms and conditions as the officer shall determine in that officer's discretion to be appropriate, such determination to be conclusively evidenced by that officer's execution of a document for the same; and it is

RESOLVED FURTHER that the sole shareholder hereby affirms and ratifies each and every action taken, act done, thing made therewith, and obligation and

liability incurred by the officers of the Corporation, and each of them, in connection with the transfer of the NMU Semiconductor Division Assets and Liabilities to NMU Division, Inc., in each case as though a resolution approving same had been adopted by the shareholder at the time of the doing or making thereof.

3 Sale of Shares of NMU Division, Inc.

WHEREAS, the Corporation is the sole shareholder of NMU Division, Inc.;

WHEREAS, there has been presented to the Corporation a proposed form of Stock Purchase Agreement (the "Stock Purchase Agreement") among the Corporation and Nikko Materials Co., Ltd., a Japanese corporation ("NMJ"), whereby NMJ will purchase all of the outstanding shares of capital stock of NMU Division, Inc. in consideration of the payment of \$5,000,000 in cash on February 28, 2006, which purchase price includes the fair market value of the assets of NMU Semiconductor Division transferred to NMU Division, Inc. as determined by an independent appraisal; and

WHEREAS, it is in the best interests of the Corporation to enter into and perform the Stock Purchase Agreement,

NOW, THEREFORE, IT IS RESOLVED that the Corporation hereby approves the principal terms of the Stock Purchase Agreement and also approves the sale of the shares of NMU Division, Inc. to NMJ generally pursuant to the principal terms of the Stock Purchase Agreement; and it is

RESOLVED FURTHER that the officers of the Corporation are, and each of them acting individually and without any other is, hereby authorized, empowered, and directed to negotiate the final terms of the Stock Purchase Agreement and then, in the name of and on behalf of the Corporation, to execute and deliver to NMJ the Stock Purchase Agreement and such other agreements and documents which such officer shall determine in that officer's discretion to be necessary or desirable to secure the benefits of the Stock Purchase Agreement to the Corporation, such determination to be conclusively evidenced by such officer's execution of a document for the same; and it is

RESOLVED FURTHER that the sole shareholder hereby affirms and ratifies all actions heretofore taken by any other officer of the Corporation in connection with the negotiations of the terms of the Stock Purchase Agreement and the sale of the shares of NMU Division, Inc. to NMJ and also affirms and ratifies each and every other act done, thing made therewith, and all obligations and liabilities incurred by such officers in connection with the Stock Purchase Agreement and the transactions

contemplated thereby, in each case as though a resolution approving the same had been adopted by the sole shareholder at the time of the doing or making thereof.

4 Withdrawal from California and Massachusetts.

WHEREAS, the Corporation is currently registered to do business in the States of California and Massachusetts;

WHEREAS, upon the transfer of the NMU Semiconductor Division Assets and Liabilities to NMU Division, Inc., the Corporation will no longer have any offices, employees or assets in Massachusetts and will no longer be obligated to continue the registrations, permits and licenses required by the presence of offices, employees or assets in that State, and

WHEREAS, upon the transfer of the NMU Semiconductor Division Assets and Liabilities to NMU Division, Inc., the Corporation will have one employee in California (West Regional Sales Manager for copper foil) whose employment is scheduled to end on August 31, 2006, at which time the Corporation will no longer have any offices, employees or assets in California and will no longer be obligated to continue its registrations, permits and licenses required by the presence of an office, employees or assets in that State, and

WHEREAS, it is in the best interests of the Corporation to withdraw from California and Massachusetts and to terminate all registrations, licenses and permits which are no longer required for the business of the Corporation as soon as practicable after the assignment of the NMU Semiconductor Division Assets and Liabilities,

NOW, THEREFORE, IT IS RESOLVED that the Corporation shall withdraw and surrender, cancel or otherwise terminate all registrations, licenses and permits (1) from the governmental authorities in Massachusetts as soon as practicable after the assignment of the NMU Semiconductor Division Assets and Liabilities to NMU Division, Inc. on February 28, 2006 and (2) from governmental authorities in California as soon as practicable after the termination of the last Corporation employee in California; and it is

RESOLVED FURTHER that the officers of the Corporation are, and each of them acting individually and without any other is, hereby authorized, empowered and directed to prepare and file with the Secretaries of State for California and Massachusetts, and such other state and local government authorities as may be appropriate, such documents as such officer may determine in that officer's discretion to be appropriate and necessary to accomplish the intents of the aforesaid resolution, such determination to be conclusively evidenced by the officer's signature of a document for same, and to take such other actions as may be necessary to satisfy the conditions required by state and

local governmental authorities in California and Massachusetts for withdrawal and for the surrender or termination of all other registrations, licenses and permits no longer required for the business of the Corporation.

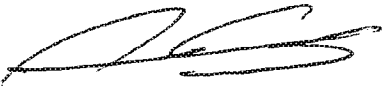
5 Change of Corporate Name.

WHEREAS, it is in the best interests of the Corporation to change its corporate name to "Gould Electronics Inc.",

NOW, THEREFORE, IT IS RESOLVED that the Corporation shall change its corporate name to "Gould Electronics Inc." effective on February 28, 2006 or the soonest date thereafter which is permitted by the Arizona Corporation Commission; and it is

RESOLVED FURTHER that the officers of the Corporation are, and each of them acting individually and without any other is, hereby authorized, empowered and directed to prepare and file with the Arizona Corporation Commission, and such other government offices as may be appropriate, Amended Articles of Incorporation and such other documents as such officer may determine in that officer's discretion to be appropriate and necessary to accomplish the intents of the aforesaid resolution, such determination to be conclusively evidenced by the officer's signature of a document for the same.

NIKKO MATERIALS CO., LTD.

By: 
Isao Yamanashi, Its President

NIKKO MATERIALS USA, INC. d/b/a Gould Electronics

Written Consent of Directors in Lieu of a Meeting

February 15, 2006

The undersigned, being all the members of the Board of Directors of Nikko Materials USA, Inc. d/b/a Gould Electronics, an Arizona Corporation ("the Corporation"), pursuant to Section 10-821 of the Arizona Revised Statutes, hereby consent to the adoption of the following resolutions with the same force and effect as if these resolutions were adopted by a vote at a meeting of the Board of Directors:

REORGANIZATION OF SEMICONDUCTOR DIVISION

1. Supplementing the December 19, 2005 Resolutions

WHEREAS, on December 19, 2005 the Board adopted resolutions which outlined in general terms a plan for reorganization of one of the divisions of the Corporation,

WHEREAS, the details of that plan of reorganization are now clear, and the Board should ratify the plan of reorganization in its final form,

NOW, THEREFORE, IT IS RESOLVED that the Board hereby supplements its resolutions of December 19, 2005 with the resolutions contained in this Action by Written Consent, with any differences, contradictions or inconsistencies to be resolved in favor of the resolutions contained in this Action by Written Consent.

2. Transfer of Assets of Semiconductor Division

WHEREAS, the Corporation conducts a part of its business through a division generally known as the semiconductor division ("NMU Semiconductor Division") which consists of certain assets and liabilities, including without limitation manufacturing and office equipment, inventory of products, parts and raw materials, vehicles, properties, accounts, intellectual property, contracts, licenses and permits, customers, employees, and other tangible and intangible assets, which are segregated from the other assets and liabilities of the Corporation and are independently identified on the books and records of the NMU Semiconductor Division ("Semiconductor Division Assets and Liabilities");

WHEREAS, on December 8, 2005 the Corporation established NMU Division, Inc. in Arizona as its wholly-owned subsidiary company, and

WHEREAS, it is in the best interests of the Corporation to transfer to NMU Division, Inc., as an in-kind capital contribution, all of the Semiconductor Division Assets and Liabilities except for the retained earnings and excess cash generated by retained earnings of the NMU Semiconductor Division ("Excluded Assets"),

NOW, THEREFORE, IT IS RESOLVED that, effective on February 28, 2006, the Corporation shall transfer and assign to NMU Division, Inc. all of the Semiconductor Division Assets and Liabilities existing on February 28, 2006, except for Excluded Assets, in consideration of the receipt of 1 share of the capital stock of NMU Division, Inc.; and it is

RESOLVED FURTHER that, effective on February 28, 2006, the Corporation shall lend to NMU Division, Inc. an amount of cash equal to the Excluded Assets as of February 28, 2006 in consideration of the receipt of a promissory note of NMU Division, Inc. whose terms shall include the following:

- the principal amount shall be equal to the Excluded Assets as of February 28, 2006, and
- the unpaid principal balance shall bear interest at an annual rate mutually agreed upon with NMU Division Inc., and
- principal and accrued interest shall be due and payable within ten (10) days after demand for payment by the Corporation, and
- principal and accrued interest may be prepaid at any time by NMU Division, Inc. without penalty;

and it is

RESOLVED FURTHER that the officers of the Corporation are, and each of them acting individually and without any other is, hereby authorized, empowered, and directed to negotiate, execute and deliver to NMU Division, Inc., in the name of and on behalf of the Corporation, all agreements and other documents necessary to transfer the NMU Semiconductor Division Assets and Liabilities to NMU Division, Inc. on the terms and conditions generally specified in these resolutions and such other terms and conditions as the officer shall determine in that officer's discretion to be appropriate, such determination to be conclusively evidenced by that officer's execution of a document for the same; and it is

RESOLVED FURTHER that the Board of Directors hereby affirms and ratifies each and every action taken, act done, thing made therewith, and obligation and liability incurred by the officers of the Corporation, and each of them, in connection with the transfer of the NMU Semiconductor Division Assets and Liabilities to NMU Division, Inc., in each case as though a resolution approving same had been adopted by the Board of Directors at the time of the doing or making thereof.

3. Sale of Shares of NMU Division, Inc.

WHEREAS, the Corporation is the sole shareholder of NMU Division, Inc.;

WHEREAS, there has been presented to the Corporation a proposed form of Stock Purchase Agreement (the "Stock Purchase Agreement") among the Corporation and Nikko Materials Co., Ltd., a Japanese corporation ("NMJ"), whereby NMJ will purchase all of the outstanding shares of capital stock of NMU Division, Inc. in consideration of the payment of \$5,000,000 in cash on February 28, 2006, which purchase price includes the fair market value of the assets of NMU Semiconductor Division transferred to NMU Division, Inc. as determined by an independent appraisal; and

WHEREAS, it is in the best interests of the Corporation to enter into and perform the Stock Purchase Agreement,

NOW, THEREFORE, IT IS RESOLVED that the Corporation hereby approves the principal terms of the Stock Purchase Agreement and also approves the sale of the shares of NMU Division, Inc. to NMJ generally pursuant to the principal terms of the Stock Purchase Agreement; and it is

RESOLVED FURTHER that the officers of the Corporation are, and each of them acting individually and without any other is, hereby authorized, empowered, and directed to negotiate the final terms of the Stock Purchase Agreement and then, in the name of and on behalf of the Corporation, to execute and deliver to NMJ the Stock Purchase Agreement and such other agreements and documents which such officer shall determine in that officer's discretion to be necessary or desirable to secure the benefits of the Stock Purchase Agreement to the Corporation, such determination to be conclusively evidenced by such officer's execution of a document for the same; and it is

RESOLVED FURTHER that the Board of Directors hereby affirms and ratifies all actions heretofore taken by any other officer of the Corporation in connection with the negotiations of the terms of the Stock Purchase Agreement and the sale of the shares of NMU Division, Inc. to NMJ and also affirms and ratifies each and every other act done, thing made therewith, and all obligations and liabilities incurred by such

officers in connection with the Stock Purchase Agreement and the transactions contemplated thereby, in each case as though a resolution approving the same had been adopted by the Board of Directors at the time of the doing or making thereof.

4. Withdrawal from California and Massachusetts.

WHEREAS, the Corporation is currently registered to do business in the States of California and Massachusetts;

WHEREAS, upon the transfer of the NMU Semiconductor Division Assets and Liabilities to NMU Division, Inc., the Corporation will no longer have any offices, employees or assets in Massachusetts and will no longer be obligated to continue the registrations, permits and licenses required by the presence of offices, employees or assets in that State, and

WHEREAS, upon the transfer of the NMU Semiconductor Division Assets and Liabilities to NMU Division, Inc., the Corporation will have one employee in California (West Regional Sales Manager for copper foil) whose employment is scheduled to end on August 31, 2006, at which time the Corporation will no longer have any offices, employees or assets in California and will no longer be obligated to continue its registrations, permits and licenses required by the presence of an office, employees or assets in that State, and

WHEREAS, it is in the best interests of the Corporation to withdraw from California and Massachusetts and to terminate all registrations, licenses and permits which are no longer required for the business of the Corporation as soon as practicable after the assignment of the NMU Semiconductor Division Assets and Liabilities,

NOW, THEREFORE, IT IS RESOLVED that the Corporation shall withdraw and surrender, cancel or otherwise terminate all registrations, licenses and permits (1) from the governmental authorities in Massachusetts as soon as practicable after the assignment of the NMU Semiconductor Division Assets and Liabilities to NMU Division, Inc. on February 28, 2006 and (2) from governmental authorities in California as soon as practicable after the termination of the last Corporation employee in California; and it is

RESOLVED FURTHER that the officers of the Corporation are, and each of them acting individually and without any other is, hereby authorized, empowered and directed to prepare and file with the Secretaries of State for California and Massachusetts, and such other state and local government authorities as may be appropriate, such documents as such officer may determine in that officer's discretion to be appropriate and necessary to accomplish the intents of the aforesaid resolution, such determination to be

conclusively evidenced by the officer's signature of a document for same, and to take such other actions as may be necessary to satisfy the conditions required by state and local governmental authorities in California and Massachusetts for withdrawal and for the surrender or termination of all other registrations, licenses and permits no longer required for the business of the Corporation.

5. Change of Corporate Name.

WHEREAS, it is in the best interests of the Corporation to change its corporate name to "Gould Electronics Inc.",

NOW, THEREFORE, IT IS RESOLVED that the Corporation shall change its corporate name to "Gould Electronics Inc." effective on February 28, 2006 or the soonest date thereafter which is permitted by the Arizona Corporation Commission; and it is

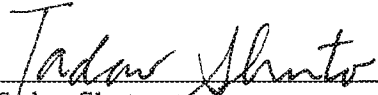
RESOLVED FURTHER that the officers of the Corporation are, and each of them acting individually and without any other is, hereby authorized, empowered and directed to prepare and file with the Arizona Corporation Commission, and such other government offices as may be appropriate, Amended Articles of Incorporation and such other documents as such officer may determine in that officer's discretion to be appropriate and necessary to accomplish the intents of the aforesaid resolution, such determination to be conclusively evidenced by the officer's signature of a document for the same.

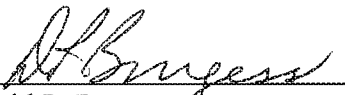
Counterparts

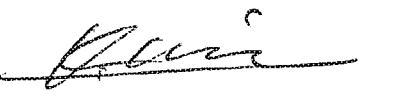
FURTHER RESOLVED, that this Unanimous Written Consent of the Board of Directors may be executed in two or more counterparts, and all such counterparts bearing the signatures of the Directors of the Corporation, when taken together shall constitute one and the same instrument

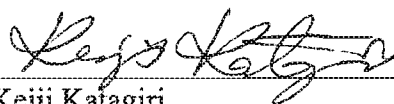
[Signatures on Following Page]

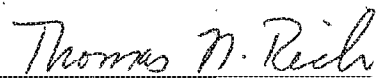
IN WITNESS WHEREOF, this Action by Written Consent has been executed as of the date set forth above.

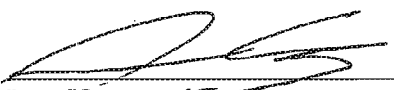

Tadao Shuto


David P. Burgess


Kyoussuke Uriu


Keiji Katagiri


Thomas N. Rich


Isao Yamanashi



NO FILING FEE REQUIRED

**CORPORATION
STATEMENT OF CHANGE
OF
KNOWN PLACE OF BUSINESS OR STATUTORY AGENT**

NOTE: It is critical that the Corporation Commission receive information about the existing (old) official address and/or agent data as well as the new address or agent data. Please check with our Records section, (602) 542-3026 or our web site, www.cc.state.az.us/corp to obtain the correct information.

1. The exact name of the corporation on file with the Arizona Corporation Commission (ACC) is:
Gould Electronics Inc.

2. The ACC file number is 0224906-5

3. The known place of business currently (old) on file with the ACC is:

125 No. Price Rd.
Chandler, AZ
85224

4. The name and address of the current statutory agent on file with the ACC is:

CT Corporation System
3225 No. Central Ave.
Phoenix, AZ 85012

(A) The known place of business in ARIZONA is to be changed. The street address of the new (now, or in the near future) known place of business is:

2929 W. Chandler Blvd., Chandler, AZ 85224

(B) Foreign corporations only:
 The known place of business in the State or Country in which the corporation was incorporated is to be changed. The new foreign address is:

5. Indicate which address the Annual Report should be mailed to: 4(A) XX 4(B) _____

6. (A) The statutory agent in ARIZONA is to be changed. The name and address of the new statutory agent is:

NOA 4/3/06
 RECEIVED

APR - 3 2006

Corporation Name: _____

File Number: _____

(B) The address of the statutory agent in ARIZONA is to be changed. The new address of the statutory agent is:

and the statutory agent has given the Corporation written notice of this change.

ARS §10-140 requires that changes to corporation(s) be executed by an officer of the corporation, whose file is to be changed.

DATED this 24 day of March, 2006

Gould Electronics Inc.

[Name of Corporation]

By Yutaka Hinai

Yutaka Hinai, Treasurer

[Name]

[Title]

[Statutory Agent]*

*(Statutory Agent must sign only if changing address.)

If the agent has a P.O. box, then they must also provide a physical location/address where service of process on the corporation can occur. Also, personal mail boxes (PMB) are unacceptable for a physical address, but fine for a mailing address.

**Acceptance of Appointment
By Statutory Agent****

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this _____ day of _____,

Signature: _____

Printed Name: _____

** (required only if a new statutory agent is being appointed)

RECEIVED
APR - 3 2006
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

15341.0100

Peter M. Langenberg
Direct Dial: 213-613-2827
E-mail: langenbe@hugheshubbard.com

March 30, 2006

Corporations Division
Arizona Corporation Commission
1300 W. Washington St., 1st Floor
Phoenix, AZ 85007

re: Statement of Change for Gould Electronics Inc. (File No. 0224906-5)

Dear Sirs:

I enclose a Statement of Change of Known Place of Business for Gould Electronics Inc. Please file this Statement as soon as possible and return to us a conformed copy, for which purpose we enclose a photocopy of the Statement and a return envelope. I understand that there is no fee for filing this document. ✓

Thank you for your attention to this matter. Please do not hesitate to contact the undersigned with any questions regarding these documents or the requested filings.

Very truly yours,



Peter M. Langenberg

Enclosures

- Statement (original + 1 copy)
- SASE

RECEIVED

APR 03 2006

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

One Battery Park Plaza
New York, New York
10004-1482
212-877-6000

47, Avenue Georges Mandel
75116 Paris, France
(33) (0) 44.05.80.00

1775 I Street, N.W.
Washington, D.C.
20006-2401
202-721-4600

201 South Biscayne Boulevard
Miami, Florida
33131-4332
305-358-1666

Akasaka Tokyu Building 6F
2-14-3 Nagata-cho, Chiyoda-ku
Tokyo 100-0014 Japan
(81) (3) 3339-3771

101 Hudson Street
Jersey City, New Jersey
07302-3918
201-536-9220

LA 579257 1.DOC

**ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION
SUBMISSION COVER SHEET**

Important: USE A SEPARATE COVER sheet for each document.

Are you filing: New Entity Change to existing Entity Re submission/Correction

Please Select AND Complete all the Appropriate Sections 1 through 10:
Regarding (Name/Proposed name for Corp/LLC):

1. Type in Name: Gould Electronics Inc.

2. Filing Type: (Select Only One)

- Articles of Domestication\$100.00
- Articles of Incorporation (P).....\$ 60.00
- Articles of Incorporation (NP).....\$ 40.00
- Articles of Organization.....\$ 50.00
- Application For Authority (Business).....\$175.00
- Application to Conduct Affairs (NP).....\$175.00
- Application for New Authority\$175.00
- Application for Registration.....\$150.00
- Articles of Amendment.....\$ 25.00
- Articles of Amendment & Restatement.....\$ 25.00
- Articles of Correction.....\$ 25.00
- Articles of Merger/Share Exchange.....\$100.00
- Affidavit of Publication No Fee
- Other: Statement of Change

4. Processing Type (Select One)

- Expedited (\$35.00) (Priority service, Additional Fee Per Document) Completed as soon as possible. View current processing times at www.azcc.gov/corp
- Regular View current processing times at www.azcc.gov/corp

5. Select Payment type:

- Check Amt _____ Check # _____
- Cash Amt _____
- MOD Amt _____ MOD # _____
- No fee required

3. Extras:

- Certified Copies () (Qty @ \$5 each for Corps)
- Certified Copies () (Qty @ \$10 each for LLC's)
- Good Standing Certificate () (Qty @ \$10 ea.)
- Expedite Good Standing (\$35.00 extra)
- Expedite Certified Copies (\$35.00 extra)

See attached distribution of funds instructions

RECEIVED
APR - 3 2006

6. Total Payment Type: \$ 0.00

7. Other Special Instructions: _____

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

8. SELECT ONE RETURN DELIVERY OPTION :

- Mail Pick Up Fax # _____

9. The following individual should be called to pick up completed documents:

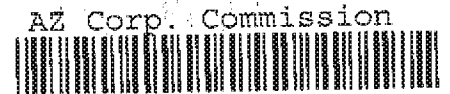
Pick-up by: _____	Date: _____
(FOR ACC USE ONLY. Do not fill in this box)	

Name/Service Co. _____ Phone: _____

10. Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Firm Name: Gould Electronics Inc. Attn: Yutaka Hirai
Address: 2929 W. Chandler Blvd.
City, State, Zip: Chandler, AZ 85224

**AFFIDAVIT OF PUBLICATION
for Corporation Commission**



01558360

ARIZONA CAPITOL TIMES

P.O. Box 2260
Phone: (602) 258-7026

Phoenix, AZ 85002
Fax: (602) 258-2504

STATE OF ARIZONA)
County of Maricopa) ss

I, Ginger Lamb as Vice President and Publisher of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The Arizona Capitol Times is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/has been published 3 consecutive times in the newspaper listed above.

DATES OF PUBLICATION:
04/07/2006, 04/14/2006, 04/21/2006

THE NAME OF THE CORPORATION: NIKKO MATERIALS USA, INC. changing name to GOULD ELECTRONICS INC.

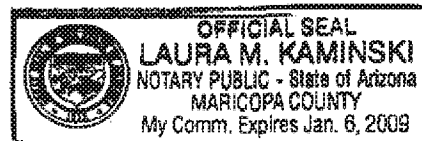
CORPORATE FILE NUMBER: 0224906-5

TYPE OF DOCUMENT: ARTICLES OF AMENDMENT

AUTHORIZED SIGNATURE: _____

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 21st day of April, 2006

NOTARY SIGNATURE: _____



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APR 24 2006
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

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**CORPORATION
STATEMENT OF CHANGE OF
KNOWN PLACE OF BUSINESS OR STATUTORY AGENT ADDRESS**

1. The exact name of the Corporation on file with the Arizona Corporation Commission (ACC) is:
GOULD ELECTRONICS INC.
2. The ACC File Number is:
2249065
3. The address of the known place of business currently on file with the ACC is:
2929 W CHANDLER BLVD, CHANDLER, AZ 85224
4. The address of the current statutory agent on file with the ACC is:
3225 N CENTRAL AVE, PHOENIX, AZ 85012
5. The name of the current statutory agent is:
C T CORPORATION SYSTEM
6. The new address of the statutory agent in Arizona is:
2394 E. Camelback Road, Phoenix, AZ 85016
7. The statutory agent has given the entity written notice of this change.
8. If the entity indicates its address of the known place of business in Arizona is our (the statutory agent) address, please update accordingly.

Dated: May 19, 2006

CT CORPORATION SYSTEM



Kenneth J Uva, Vice President

**Received
May 26, 2006
Arizona Corporation
Commission
Corporations Division**