

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM789863

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	CHANGE OF NAME
RESUBMIT DOCUMENT ID:	900748259

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EAG, INC.		01/01/2019	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	EUROFINS EAG MATERIALS SCIENCE, LLC
Street Address:	810 Kifer Road
City:	Sunnyvale
State/Country:	CALIFORNIA
Postal Code:	94086
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	5135780	EAG

CORRESPONDENCE DATA**Fax Number:**

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.

Email: dockets@ipsilon-ip.com

Correspondent Name: Joseph Sofer

Address Line 1: 110 W 40th Street

Address Line 2: Suite 2001

Address Line 4: New York, NEW YORK 10018

ATTORNEY DOCKET NUMBER:	1300-1301
NAME OF SUBMITTER:	Joseph sofer
SIGNATURE:	/Joseph Sofer/
DATE SIGNED:	02/27/2023

Total Attachments: 35

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Delaware

The First State

Page 1

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 CORPORATION UNDER THE NAME OF "EAG, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "EAG, INC." TO "EUROFINS EAG MATERIALS SCIENCE, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2018, AT 11:20 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2019 AT 1 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

4566145 8100V
SR# 20188374757

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

Authentication: 204190063
Date: 12-28-18

TRADEMARK
REEL: 007984 FRAME: 0934

EAG, INC.

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:20 AM 12/27/2018
FILED 11:20 AM 12/27/2018

SR 20188374757 - File Number 4566145

**Certificate of Conversion
From a Corporation to a Limited Liability Company
Pursuant to Section 18-214 of the Limited Liability Act**

- First.** The jurisdiction where EAG, Inc. (the "Corporation") was first formed is Delaware.
- Second.** The jurisdiction immediately prior to filing this Certificate is Delaware.
- Third.** The date the corporation was first formed is July 2, 2008.
- Fourth.** The name of the Corporation immediately prior to filing this Certificate is EAG, Inc.
- Fifth.** The name of the Limited Liability Company as set forth in the Certificate of Formation is Eurofins EAG Materials Science, LLC.
- Sixth.** This Certificate of Conversion shall be effective as of 1:00 a.m. Eastern Time on January 1, 2019.

IN WITNESS WHEREOF, the undersigned has executed this Certificate effective as of the 27th day of December, 2018.

By: 

Stefan Karnavas

Treasurer

Delaware

The First State

Page 1

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 FORMATION OF "EUROFINS EAG MATERIALS SCIENCE, LLC" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2018, AT 11:20 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF JANUARY, A.D. 2019 AT 1 O`CLOCK A.M.



A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

4566145 8100V
SR# 20188374757

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

Authentication: 204190063
Date: 12-28-18

TRADEMARK
REEL: 007984 FRAME: 0936

EUROFINS EAG MATERIALS SCIENCE, LLC
STATE *of* DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE *of* FORMATION

- First:** The name of the limited liability company is Eurofins EAG Materials Science, LLC.
- Second:** The address of its registered office in the State of Delaware is 850 New Burton Road, Suite 201, Dover, Kent County, Delaware 19904. The name of its registered agent at such address is Cogency Global Inc.
- Third:** This Certificate of Formation shall be effective as of 1:00 a.m. Eastern Time on January 1, 2019.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation effective as of the 27th day of December, 2018.

By: _____


Stefan Karnavas, Vice President

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PROJECT EAGLE SUB, INC.", A DELAWARE CORPORATION, WITH AND INTO "EAG, INC." UNDER THE NAME OF "EAG, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 2017, AT 10:31 O`CLOCK A.M.

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



4566145 8100M
SR# 20177331704

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

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203665493
Date: 12-01-17

TRADEMARK
REEL: 007984 FRAME: 0938

**CERTIFICATE OF MERGER
OF
PROJECT EAGLE SUB, INC.
WITH AND INTO
EAG, INC.**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law (“DGCL”), the undersigned, EAG, Inc., a Delaware corporation, does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Project Eagle Sub, Inc.	Delaware
EAG, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of September 17, 2017, by and among EAG, Inc., Eurofins Pharma US Holdings II, Inc., Project Eagle Sub, Inc., and Odyssey Investment Partners, LLC has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the DGCL.

THIRD: Project Eagle Sub, Inc. shall be merged with and into EAG, Inc., with EAG, Inc. being the surviving corporation in the merger (the “Surviving Corporation”).

FOURTH: The name of the Surviving Corporation shall remain EAG, Inc.

FIFTH: The Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety, effective as of the date hereof, to read in the form attached hereto as Exhibit A.

SIXTH: This Certificate of Merger shall become effective upon filing.

SEVENTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address: 4747 Executive Drive, Suite 700 in San Diego, CA 92121.

EIGHTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation to any stockholder of either constituent corporation upon request and without charge.

[Signature page follows]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by an authorized officer the 1st day of December, 2017.

EAG, INC.

By: 
Name: STEFAN C KARNAVAS
Title: CEO

[Signature Page to Certificate of Merger]

TRADEMARK
REEL: 007984 FRAME: 0940

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
EAG, INC.**

FIRST: The name of the Corporation is EAG, Inc.

SECOND: The address of its registered office in the State of Delaware is 850 New Burton Road, Suite 201, Dover, Kent County, Delaware 19904. The name of its registered agent at such address is Cogency Global Inc.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000), all of which shares shall be common stock, no par value (hereinafter referred to as the "Common Stock").

FIFTH: Intentionally omitted.

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

EIGHTH: The following provisions are for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

I. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

II. The Board of Directors shall consist of not less than one nor more than ten directors, the exact number of directors to be determined from time to time in accordance with the By-Laws.

III. Election of directors need not be by written ballot unless the By-Laws so provide.

IV. Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide.

V. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designed from time to time by the Board of Directors or in the By-Laws of the Corporation.

NINTH:

I. To the fullest extent permitted by the General Corporation Law of the State of Delaware, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty or duty of care provided, however, that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

II. The Corporation shall, to the fullest extent permitted by Section 134 of the General Corporation Law of the State of Delaware, indemnify all persons whom it may indemnify pursuant thereto. Accordingly, and without in any way limiting the Corporation's power to indemnify, each person who was or is made a party or is threatened to be made a party to or involved in any action, suit or proceeding, whether civil criminal, administrative or investigative (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer, of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of an partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while servicing as director, officer employee or agent shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide prior to such amendment), against all expense, liability and loss (including, but not limited to attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part hereof) initiated by such person only if (i) such proceeding (or part hereof) was authorized by the Board of Directors of the Corporation, (ii) such indemnification is expressly required to be made by law, (iii) such indemnification is provided by the Corporation in its sole discretion, pursuant to the powers vested in the Corporation under the General Corporation Law of the State of Delaware or other applicable law, or (iv) such indemnification is required after an action to enforce the indemnification orders it so. The right to indemnification conferred in this Article NINTH shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition in accordance with Section 145 of the General corporation Law of the State of Delaware, provided, however, that if the General Corporation Law of the State of Delaware requires, the payment of such expense incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in

which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall be ultimately determined that such a director or officer is not entitled to be indemnified under this Article NINTH or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

III. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article NINTH shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, By-Laws, agreement, vote of stockholders or disinterested directors or otherwise.

IV. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law.

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.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "EAG, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE THIRTEENTH DAY OF JANUARY, A.D. 2009, AT 12:03 O'CLOCK P.M.

CERTIFICATE OF RENEWAL, FILED THE THIRTIETH DAY OF SEPTEMBER, A.D. 2010, AT 7:19 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIRST DAY OF DECEMBER, A.D. 2010, AT 2:22 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TENTH DAY OF JANUARY, A.D. 2011, AT 5:23 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE FIFTEENTH DAY OF NOVEMBER, A.D. 2012, AT 11:33 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2012, AT 4:42 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTIETH DAY OF DECEMBER, A.D. 2012, AT 5:29 O'CLOCK P.M.



4566145 8100X

130805181

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0533410

DATE: 06-21-13

TRADEMARK
REEL: 007984 FRAME: 0944

**RESTATED CERTIFICATE OF INCORPORATION
OF
EAG, INC.**

The undersigned, for the purpose of restating the Certificate of Incorporation of EAG, Inc., a Delaware corporation (the "**Corporation**"), does hereby certify that:

1. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 2, 2008.

2. This Restated Certificate of Incorporation (the "**Restated Certificate of Incorporation**") has been duly adopted pursuant to Sections 228, 242 and 245 of the Delaware General Corporation Law.

3. The Restated Certificate of Incorporation of the Corporation is hereby restated in its entirety as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is:

EAG, Inc.

**ARTICLE II
REGISTERED OFFICE**

The address of the registered office of the Corporation in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover 19904, County of Kent, and the name of its registered agent at that address is National Registered Agents, Inc.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The total number of shares of stock which the Corporation shall be authorized to issue is one hundred fifty million (150,000,000) shares, consisting of one hundred million (100,000,000) shares of Common Stock, par value \$0.001 per share (the "**Common Stock**"), and fifty million (50,000,000) shares of Preferred Stock, par value \$0.001 per share (the "**Preferred Stock**").

The Preferred Stock may be issued from time to time in one or more series, each of which series shall have such distinctive designation or title and such number of shares as shall be fixed by the Corporation's Board of Directors (the "**Board of Directors**") prior to the issuance of any shares thereof. Each such series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issuance of such series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it. The Board of Directors is further authorized to increase or decrease (but not below the number of shares outstanding) the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series, except as otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance of such series. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series. Except as provided in the resolution or resolutions of the Board of Directors or in any Certificate of Designation or similar certificate creating any series of Preferred Stock or as otherwise provided herein, the shares of Common Stock shall have the exclusive right to vote for the election and removal of directors and for all other purposes.

The Corporation's Series A Non-Convertible Preferred Stock, the designations and authorized number of shares, the voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions of which are set forth in Exhibit A hereto, is hereby expressly authorized and approved and the terms of such Exhibit A are hereby incorporated herein by reference.

ARTICLE V BOARD POWER REGARDING BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the Corporation.

ARTICLE VI ELECTION OF DIRECTORS

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ARTICLE VII LIABILITY


A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection

of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the undersigned hereby acknowledges that the foregoing Restated Certificate of Incorporation is his act and deed and that the facts stated herein are true.

Dated: January 13, 2009



David Lahar, President

EXHIBIT A
SERIES A NON-CONVERTIBLE PREFERRED STOCK
OF
EAG, INC.

There shall be a series of preferred stock, par value \$0.001 per share, of the Corporation designated "Series A Non-Convertible Preferred Stock" (the "**Series A Preferred Stock**") in such number of shares and having the voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions set forth below:

ARTICLE I
DESIGNATION AND AMOUNT

The designation of this series of Preferred Stock shall be "Series A Non-Convertible Preferred Stock," par value \$0.001 per share; the liquidation preference per share shall be one dollar (\$1.00), as adjusted pursuant to Article III, Section A hereof (the "**Liquidation Preference**"); and the authorized number of shares constituting such series shall be 25,000,000. Shares of Series A Preferred Stock may be issued by the Corporation from time to time by a resolution or resolutions of the Board of Directors.

ARTICLE II
RANK

With respect to the rights of holders of capital stock of the Corporation to receive dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the Series A Preferred Stock shall rank senior to the Common Stock, all shares of the Preferred Stock and all other classes and series of capital stock of the Corporation now authorized or hereafter issued by the Corporation.

ARTICLE III
DIVIDENDS

A. Mandatory Dividends on Series A Preferred Stock. The Board of Directors shall declare dividends on the Series A Preferred Stock for each semi-annual period ending June 1 and December 1 (each, a "**Semi-Annual Period**"), commencing June 1, 2009, in an amount for each day during the applicable Semi-Annual Period (or portion thereof) that shares of Series A Preferred Stock remain outstanding equal to (i) the Applicable Rate for such day multiplied by (ii) the then-current Liquidation Preference, divided by (iii) 360. The "**Applicable Rate**" shall be 15% for each day through and including January 31, 2009, 16% for each day in the period from February 1, 2009 through March 31, 2009, 17% for each day in the period from April 1, 2009 through May 31, 2009 and 18% for each day from and after June 1, 2009. Dividends may be paid in additional shares of Series A Preferred Stock on the first business day following the end of a Semi-Annual Period or, if not so paid (or if the Board of Directors fails to declare such dividends), shall be deemed to accrue and cumulate as of such date, and the Liquidation

Preference of shares of Series A Preferred Stock for which dividends so accrue and cumulate shall be increased by the accrued and cumulated amount as of such date. Dividends shall begin to accumulate on outstanding shares of Series A Preferred Stock from the date of issuance and shall accumulate from day to day whether or not earned or declared until paid. Dividends shall accumulate on the basis of a 360-day year consisting of twelve 30-day months and the actual number of days elapsed in the period for which dividends are payable. All dividends paid in additional shares of Series A Preferred Stock shall be deemed issued on the applicable dividend payment date and shall thereupon be duly authorized, validly issued, fully paid and non-assessable and free and clear of all liens, charges, security interests or other encumbrances.

B. Prohibition on Other Dividends. For so long as any shares of Series A Preferred Stock remain outstanding, the Corporation shall not declare or issue any dividends payable in cash in respect of any shares of Common Stock, other Preferred Stock or any other class or series of capital stock of the Corporation now authorized or hereafter issued by the Corporation.

ARTICLE IV LIQUIDATION PREFERENCE

In the event of a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of then-outstanding shares of Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to the stockholders of the Corporation, whether such assets are capital or surplus of any nature, before any payment or other distribution shall be made to the holders of any shares of Common Stock, other Preferred Stock or any other class or series of capital stock of the Corporation now authorized or hereafter issued by the Corporation, an amount per share equal to the sum of (i) the Liquidation Preference thereof and (ii) an amount equal to the dividends accumulated thereon to the date of final distribution to such holders, whether or not such dividends are declared, but only to the extent that any such accrued and unpaid dividends are not reflected in the Liquidation Preference. After any such payment in full, the holders of Series A Preferred Stock shall not, as such, be entitled to any further participation in any distribution of assets of the Corporation. All the assets of the Corporation available for distribution to stockholders shall be distributed ratably (in proportion to the full distributable amounts to which holders of Series A Preferred Stock are respectively entitled upon such dissolution, liquidation or winding up) among the holders of the then-outstanding shares of Series A Preferred Stock when such assets are not sufficient to pay in full the aggregate amounts payable thereon. A consolidation or merger of the Corporation with or into any other person or persons that results in Odyssey Investment Partners, LLC and/or its affiliates ceasing to control a majority of the voting power of the Corporation or the corporation surviving such transaction, or a sale, conveyance, lease, exchange or transfer of all or substantially all of the Corporation's assets for cash, securities or other property to a person or persons, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Article IV; provided that any payment of the Liquidation Preference to the holders of Series A Preferred Stock in such instance shall be subject to obligations of the Corporation under the Corporation's Second Amended and Restated Credit Agreement dated as of September 25, 2008 (as amended, supplemented, modified, amended and restated, renewed, replaced or refinanced from time to time, the "Credit Agreement") and Second Amended and

Restated Note Purchase Agreement dated as of September 25, 2008 (as amended, supplemented, modified, amended and restated, renewed, replaced or refinanced from time to time, the "**Note Purchase Agreement**") being "Paid in Full" (in each case, as such term is defined in the Credit Agreement and the Note Purchase Agreement, respectively, as in effect on the date of initial issuance of the Series A Preferred Stock). Notice of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, stating the payment date or dates when, and the place or places where, the amounts distributable to each holder of shares of Series A Preferred Stock in such circumstances shall be payable, shall be sent to the registered holders of the Series A Preferred Stock not less than thirty (30) days prior to any payment date stated therein.

ARTICLE V REDEMPTION

A. Optional Redemption. The Corporation may (to the extent that there exist at the time assets or funds of the Corporation legally available therefor in accordance with the General Corporation Law of the State of Delaware (the "**DGCL**")) at any time and from time to time, at its option, redeem any or all issued and outstanding shares of the Series A Preferred Stock by paying, in cash, a redemption price for each share of Series A Preferred Stock equal to the sum of (i) the Liquidation Preference and (ii) an amount equal to the amount, if any, of all unpaid dividends accumulated thereon to the date of actual payment of the redemption price (including for the portion of the Semi-Annual Period in which such redemption occurs that precedes the date of redemption), whether or not such dividends have been declared, but only to the extent that any such accrued and unpaid dividends are not reflected in the Liquidation Preference (such sum, the "**Redemption Price**"). In the event that fewer than all the issued and outstanding shares of Series A Preferred Stock are to be redeemed, the number of issued and outstanding shares to be redeemed shall be determined by the Board of Directors and such shares shall be redeemed pro rata among the holders thereof (with any fractional shares being rounded to the nearest whole share).

B. Mandatory Redemption. Commencing on the Mandatory Redemption Date (as defined below), the holders of a majority of the shares of Series A Preferred Stock at any time outstanding may require the Corporation to redeem all, but not less than all, outstanding shares of Series A Preferred Stock for the Redemption Price; provided that the Corporation's obligation to effect such redemption shall be subject to the Corporation having legally available funds to do so in accordance with the DGCL (with the Corporation being obligated to redeem as much of the Series A Preferred Stock as it is then legally permitted to do so and thereafter to redeem additional shares of Series A Preferred Stock as soon as it is able to do so); provided, however, that no holder of the Series A Preferred Stock shall have any right to such redemption (or any claim whatsoever with respect thereto), and the Corporation shall have no obligation to make such a redemption (or any obligation whatsoever with respect thereto), unless and until the occurrence of the Mandatory Redemption Date, which shall be the last to occur of the following:

(i) The 91st day after the date that the Corporation's obligations under the Credit Agreement and Note Purchase Agreement have been "Paid in Full" (in each case, as such term is defined in the Credit Agreement and the Note Purchase Agreement, respectively, as in effect on the date of initial issuance of the Series A Preferred Stock);

(ii) March 25, 2017;

(iii) if any lender under the Credit Agreement (or affiliate thereof) owns any equity interest in the Corporation as of the date that the Corporation's obligations under the Credit Agreement are Paid in Full (as such term is defined in the Credit Agreement as in effect on the date of initial issuance of the Series A Preferred Stock), 366 days after the date that the Corporation's obligations under the Credit Agreement are Paid in Full (as such term is defined in the Credit Agreement as in effect on the date of initial issuance of the Series A Preferred Stock); and

(iv) if any holder of notes under the Note Purchase Agreement (or affiliate thereof) owns any equity interest in the Corporation as of the date that the Corporation's obligations under the Note Purchase Agreement are Paid in Full (as such term is defined in the Note Purchase Agreement as in effect on the date of initial issuance of the Series A Preferred Stock), then 366 days after the date that the Corporation's obligations under the Note Purchase Agreement are Paid in Full (as such term is defined in the Note Purchase Agreement as in effect on the date of initial issuance of the Series A Preferred Stock).

Any payment or transfer to the holders of the Series A Preferred Stock in violation of this provision may be recovered by the Corporation or by any parties legally entitled to claim by or through it. Such mandatory redemption shall be requested by delivery to the Corporation of a written request signed by holders of a majority of the shares of Series A Preferred Stock then outstanding.

C. Notice and Redemption Procedures. In the event that the Corporation desires to initiate a redemption of shares of Series A Preferred Stock, whether at the option of the Corporation or in response to a request for a mandatory redemption, the Corporation shall send a notice of such redemption (a "**Notice of Redemption**") to the registered holders of the shares of Series A Preferred Stock to be redeemed not more than fifty (50) nor fewer than five (5) days prior to the date fixed for redemption (the "**Redemption Date**"); provided, however, that failure to give such Notice of Redemption to any holder, or any defect in such Notice of Redemption to any holder shall not affect the validity of the proceedings for the redemption of any shares of Series A Preferred Stock held by any other holder. In order to facilitate the redemption of shares of Series A Preferred Stock, the Board of Directors may fix a record date for the determination of the holders of shares of Series A Preferred Stock to be redeemed, in each case, not more than two (2) days prior to the date the Notice of Redemption is mailed. On or after the Redemption Date, each holder of the shares called for redemption shall surrender the certificate evidencing such shares to the Corporation or to its designated representative as provided and at the place designated in such notice and shall thereupon be entitled to receive payment of the Redemption Price. From and after the Redemption Date, all dividends on shares of Series A Preferred Stock that have been redeemed shall cease to accumulate and all rights of the holders thereof as holders of Series A Preferred Stock shall cease and terminate, except the right to receive the Redemption Price and except that if the Corporation shall default in payment of the Redemption Price on the Redemption Date, all such rights shall continue unless and until such shares are redeemed and such price is paid in accordance with the terms hereof. Each such Redemption 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, (iv) the place or places where certificates for such shares are to be surrendered for payment of the Redemption Price, and (iv) that dividends on the shares to be redeemed shall cease to accrue on such Redemption Date.

D. Payment of Funds. Promptly following a Redemption Date, the Corporation shall pay to the respective holders of the shares of Series A Preferred Stock to be redeemed the Redemption Price upon surrender of their respective share certificates for such shares. From and after the Redemption Date, all rights of the holders of the shares of Series A Preferred Stock that are to be redeemed as stockholders of the Corporation with respect to such shares, except the right to receive the Redemption Price upon the surrender of their respective certificates and all rights under Article IX hereof, shall cease and terminate.

ARTICLE VI VOTING RIGHTS

A. General. The holders of shares of Series A Preferred Stock shall have no voting rights except as set forth below or as otherwise from time to time required by the DGCL or other applicable law.

B. Voting by Class on Certain Matters. In addition to any other vote of the holders of Series A Preferred Stock required by this Exhibit A or by applicable law, unless prior to or simultaneously with the consummation of such action the Series A Preferred Stock is redeemed in its entirety in accordance with Section A of Article V hereof, the consent or affirmative vote of the holders of the majority of the then outstanding shares of Series A Preferred Stock, voting as a separate class, shall be required before the Corporation may take any action that results in any of the following:

(i) Any amendment, alteration or repeal of any provision of the Restated Certificate of Incorporation, whether by merger, consolidation or otherwise, if the amendment, alteration or repeal alters or changes in any materially adverse manner the powers, preferences, rights, privileges or restrictions of the Series A Preferred Stock;

(ii) Any amendment, waiver or repeal of the powers, preferences, rights, privileges or restrictions of the Series A Preferred Stock, whether by merger, consolidation or otherwise;

(iii) Any merger or consolidation of the Corporation with or into any person or any sale by the Corporation of all or substantially all of its assets unless (a) the Corporation is the surviving entity in such transaction, or (b) the Corporation is not the surviving entity in such transaction but the Series A Preferred Stock is converted into or exchanged for (on a share-for-share basis) shares of preferred stock of the surviving entity (or its direct or indirect parent corporation) having substantially identical (and no less favorable) powers, preferences and rights as the Series A Preferred Stock;

(iv) The issuance of any shares of Common Stock or Preferred Stock other than issuances of (a) up to 12,367,413 shares of Series A Preferred Stock and 3,859,010 shares of

Common Stock contemplated by that certain Agreement and Plan of Merger dated as of December 19, 2008 by and among the Corporation, Nano Integrated Solutions, Inc. and certain other parties, and 6,000,000 shares of Series A Preferred Stock contemplated by that certain Series A Preferred Stock Purchase Agreement dated as of December 19, 2008 by and between the Company and Odyssey Investment Partners Fund III, L.P., in each case as in effect on the date of initial issuance of the Series A Preferred Stock (collectively, the "**Acquisition Agreements**"), (b) shares of Series A Preferred Stock as dividends pursuant to Section A of Article III, (c) shares of Common Stock in connection with incentive stock plans approved by the Board of Directors, (d) shares of Common Stock upon exercise of stock options issued pursuant to incentive stock plans, (e) up to 1,930,500 shares of Common Stock to be offered to employees of the Corporation and its subsidiaries pursuant to an employee stock purchase plan and (f) shares of Common Stock or Preferred Stock for the primary purpose of raising additional capital for the Corporation (it being understood that such purpose shall not include raising capital to fund an acquisition by the Corporation of all or substantially all of the assets or capital stock of any person (including any such acquisition made by way of merger) (an "**Acquisition**"); and

(v) The issuance of any new Indebtedness (other than Indebtedness permitted to be incurred under agreements evidencing Indebtedness outstanding immediately prior to the date of initial issuance of the Series A Preferred Stock pursuant to commitments under such agreements) unless the proceeds are used to redeem shares of Series A Preferred Stock, except for (a) the issuance of any such Indebtedness, up to an amount not to exceed \$5 million in the aggregate outstanding at any time (provided, that the proceeds of any such Indebtedness pursuant to this clause (a) is not used to fund any Acquisition); and (b) the issuance of any such Indebtedness the proceeds of which are used to refinance Indebtedness existing at the time of such issuance and any related transaction costs, provided, that the principal amount of any such refinancing Indebtedness issued pursuant to this clause (b) shall not at the time of issuance exceed the principal amount of the Indebtedness being refinanced plus accrued interest thereon plus the reasonable expenses of such refinancing; provided, further, that the terms of any such refinancing Indebtedness incurred pursuant to this clause (b) shall not prohibit the payment of dividends on the Series A Preferred Stock in additional shares of Series A Preferred Stock; and provided, further, that the terms of any such refinancing Indebtedness issued pursuant to this clause (b) shall permit the redemption or repurchase of the Series A Preferred Stock if such redemption or repurchase is permitted by law and all of the following conditions are satisfied: (x) such redemption or repurchase shall be solely financed by the cash proceeds of an incurrence of Indebtedness or issuance of preferred stock or common stock of the Corporation, (y) no default or event of default (in each case, as defined in the governing documents with respect to such refinancing Indebtedness) then exists or would result therefrom; and (z) the Corporation will be in compliance with the financial covenants set forth in the governing documents with respect to such refinancing Indebtedness on a pro forma basis for the most recently ended four fiscal quarter period of the Corporation for which financial statements are available after giving effect to such redemption or repurchase of Series A Preferred Stock. For purposes of this provision, "Indebtedness" shall mean any debt for borrowed money incurred pursuant to a credit facility (other than any such debt incurred pursuant to any revolving credit facility in an amount not to exceed \$15 million outstanding at any time) or senior or subordinated note issuance; provided, that "Indebtedness" shall specifically exclude any obligations with respect to any capital lease,

letter of credit, purchase price of property or services, or capital stock (including preferred stock).

ARTICLE VII TRANSFER RESTRICTIONS

A. Prohibition on Transfer. Shares of Series A Preferred Stock may not be transferred without the written consent of the Company, such consent not to be unreasonably withheld, except for transfers made for testamentary or estate planning purposes in compliance with all applicable laws.

B. Transfer Restriction Legend. Each certificate representing shares of Series A Preferred Stock shall bear a legend substantially similar to the following:
PURSUANT TO THE RESTATED CERTIFICATE OF INCORPORATION OF EAG, INC. (THE "CORPORATION"), THIS SECURITY MAY NOT BE TRANSFERRED WITHOUT THE EXPRESS WRITTEN CONSENT OF THE CORPORATION EXCEPT FOR TRANSFERS MADE FOR TESTAMENTARY OR ESTATE PLANNING PURPOSES IN COMPLIANCE WITH ALL APPLICABLE LAWS.

ARTICLE VIII MISCELLANEOUS

A. Notices. Any notice referred to herein shall be in writing and shall be sent by first class mail, postage prepaid or overnight mail and shall be deemed duly delivered two (2) days after it is sent to the intended recipient. Any notice referred to herein may be given by personal delivery, telecopy or electronic transmission, but no such notice or other communication shall be deemed to have been duly given unless and until it actually is received by the party for whom it is intended. Notices shall be addressed as follows:

(i) if to the Corporation, to its office at 810 Kifer Road, Sunnyvale, CA 94086 USA;

(ii) if to a holder of the Series A Preferred Stock, to such holder at the address of such holder as listed in the stock record books of the Corporation; or

(iii) to such other address as the Corporation or such holder, as the case may be, shall have designated by notice similarly given.

B. Term. The term of the shares of Series A Preferred Stock shall be perpetual.

C. Reacquired Shares. Any shares of Series A Preferred Stock redeemed, purchased or otherwise acquired by the Corporation, directly or indirectly, in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof (and shall not be deemed to be outstanding for any purpose). All such shares of Series A Preferred Stock shall upon their retirement and upon the filing of an appropriate certificate with the Secretary of State of the State of Delaware, become authorized but unissued shares of Preferred Stock of the Corporation and

may be reissued as part of another series of Preferred Stock of the Corporation subject to the conditions or restrictions on issuance set forth herein.

D. Enforcement. Any registered holder of shares of Series A Preferred Stock may proceed to protect and enforce its rights and the rights of such holders by any available remedy by proceeding at law or in equity to protect and enforce any such rights, whether for the specific enforcement of any provision in this Exhibit A or in aid of the exercise of any power granted herein, or to enforce any other proper remedy.

E. Transfer Taxes. Except as otherwise agreed upon pursuant to the terms of this Exhibit A and except with respect to the initial issuance of the Series A Preferred Stock pursuant to the Acquisition Agreements as in effect on the date of initial issuance of the Series A Preferred Stock, the Corporation shall pay any and all documentary, stamp or similar issue or transfer taxes and other governmental charges that may be imposed under the laws of the United States of America or any political subdivision or taxing authority thereof or therein in respect of any issue or delivery of any additional shares of Series A Preferred Stock or other securities or property issued on account of, shares of Series A Preferred Stock pursuant hereto or certificates representing such shares or securities. The Corporation shall not, however, be required to pay any such tax or other charge that may be imposed in connection with any transfer involved in the issue or transfer and delivery of any certificate for additional shares of Series A Preferred Stock or other securities or property in a name other than that in which the shares of Series A Preferred Stock are registered and no such issue or delivery shall be made unless and until the person requesting such issue has paid to the Corporation the amount of any such tax or has established to the satisfaction of the Corporation that such tax has been paid or is not payable.

F. Amendment. Except as expressly provided herein, any amendment, waiver or repeal of the powers, preferences, rights, privileges or restrictions of the Series A Preferred Stock shall require such consent or affirmative vote of the holders of a majority of the then outstanding shares of Series A Preferred Stock.

**STATE OF DELAWARE
CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER**

The corporation organized under the laws of the State of Delaware, the charter of which was voided for non-payment of taxes and/or for failure to file a complete annual report, now desires to procure a restoration, renewal and revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is EAG, Inc.
2. The Registered Office of the corporation in the State of Delaware is located at 160 Greentree Drive, Suite 101 (street),
in the City of Dover, County of Kent
Zip Code 19904. The name of the Registered Agent at such address upon
whom process against this Corporation may be served is National Registered Agents, Inc.
3. The date of filing of the Corporation's original Certificate of Incorporation in Delaware was July 2, 2008
4. The renewal and revival of the charter of this corporation is to be perpetual.
5. The corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 2010, at which time its charter became inoperative and void for non-payment of taxes and/or failure to file a complete annual report and the certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

By: /s/ Christine Russell
Authorized Officer

Name: Christine Russell, Secretary
Print or Type

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
EAG, INC.
(a Delaware corporation)**

November 30, 2010

EAG, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

FIRST: The name of the corporation is EAG, Inc. (the "Corporation"). The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on July 2, 2008 and restated on January 8, 2009 (as restated, the "Certificate of Incorporation").

SECOND: The board of directors of the Corporation, by written consent, adopted a resolution setting forth and declaring a proposed amendment to the Certificate of Incorporation to be advisable and in the best interests of the Corporation, and calling for consideration thereof by the stockholders of the Corporation. The proposed amendment is as follows:

The definition of "Applicable Rate" in Article III, Section A of Exhibit A to the Certificate of Incorporation is hereby deleted and the following is substituted in lieu thereof:


"The "**Applicable Rate**" shall be 15% for each day through and including January 31, 2009, 16% for each day in the period from February 1, 2009 through March 31, 2009, 17% for each day in the period from April 1, 2009 through May 31, 2009, 18% for each day in the period from June 1, 2009 through November 14, 2010 and 10% for each day from and after November 15, 2010."

THIRD: A majority of the holders of the common stock and Series A Non-Convertible Preferred Stock of the Corporation considered and voted in favor of the amendment.

FOURTH: Said amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment of the Restated Certificate of Incorporation to be signed by its Secretary and Treasurer this 30th day of November, 2010.



Christine Russell, Secretary and Treasurer

[SIGNATURE PAGE TO AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION]

TRADEMARK
REEL: 007984 FRAME: 0959

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
EAG, INC.
(a Delaware corporation)**

January 10, 2011

EAG, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

FIRST: The name of the corporation is EAG, Inc. (the "Corporation"). The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on July 2, 2008, restated on January 13, 2009 and amended on December 1, 2010 (as amended and restated, the "Certificate of Incorporation").

SECOND: The board of directors of the Corporation, by written consent, adopted a resolution setting forth and declaring a proposed amendment to the Certificate of Incorporation to be advisable and in the best interests of the Corporation, and calling for consideration thereof by the stockholders of the Corporation. The proposed amendment is as follows:

The last sentence of Exhibit A, Article V, Paragraph A is hereby deleted and the following is substituted in lieu thereof:

"In the event that fewer than all the issued and outstanding shares of Series A Preferred Stock are to be redeemed, the number of issued and outstanding shares to be redeemed shall be determined by the Board of Directors and such shares shall be redeemed pro rata among the holders thereof (with any fractional shares being rounded to the nearest whole share), except that such redemption may be other than pro rata if all holders of Series A Preferred Stock having less than their pro rata portion redeemed consent to such non-pro rata redemption."

THIRD: A majority of the holders of the common stock and Series A Non-Convertible Preferred Stock of the Corporation considered and voted in favor of the amendment.

FOURTH: Said amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment of the Restated Certificate of Incorporation to be signed by its Secretary and Treasurer this 10th day of January, 2011.



Christine Russell, Secretary and Treasurer

[SIGNATURE PAGE TO AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION]

TRADEMARK
REEL: 007984 FRAME: 0961

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
SUBSIDIARY INTO PARENT
Section 253

CERTIFICATE OF OWNERSHIP
MERGING
SCANNING ELECTRON ANALYSIS LABORATORIES, INC.
(a California corporation)

with and into

EAG, INC.
(a Delaware corporation)

(Pursuant to Section 253 of the General Corporation Law of Delaware)

EAG, Inc., a corporation incorporated on the 2nd day of July, 2008 pursuant to the provisions of the General Corporation Law of the State of Delaware ("Corporation")

DOES HEREBY CERTIFY:

FIRST: That the Corporation owns one hundred percent (100%) of the outstanding shares of the capital stock of Scanning Electron Analysis Laboratories, Inc., a corporation incorporated on July 21, 1988 under the California Corporations Code of the State of California ("Merging Subsidiary Corporation"), and that the Corporation, by a resolution of its Board of Directors duly adopted by the unanimous written consent of its members and filed with the minutes of the Board on the 15th day of November, 2012, resolved as follows:

WHEREAS, this Corporation lawfully owns 100% of the outstanding stock of Scanning Electron Analysis Laboratories, Inc., a corporation organized and existing under the laws of the State of California, and

WHEREAS, this Corporation desires to merge into itself the said Scanning Electron Analysis Laboratories, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge into itself said Scanning Electron Analysis Laboratories, Inc. and assume all of its liabilities and obligations, and

FURTHER RESOLVED, that an authorized officer of the Corporation be and hereby is directed to make and execute a Certificate of Ownership setting forth a copy of the

resolutions to merge said Scanning Electron Analysis Laboratories, Inc. into itself and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of Kent County.

FURTHER RESOLVED, that the officers of the Corporation be and they hereby are authorized to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

* * * * *

[signature page follows]

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed by Christine Russell, its Secretary, this 15th day of November, 2012.

By: /s/ Christine Russell
Name: Christine Russell
Title: Chief Financial Officer; Secretary

[Signature Page to Certificate of Merger of EAG, Inc.]

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
WILDLIFE INTERNATIONAL HOLDING COMPANY

(a Delaware corporation)

INTO

EAG, INC.

(a Delaware corporation)

(Subsidiary into parent pursuant to Section 253 of the General Corporation Law of Delaware)

EAG, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Parent Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Parent Corporation was incorporated on the 2nd day of July, 2008, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Parent Corporation owns 100% of the capital stock of Wildlife International Holding Company, a corporation incorporated on the 17th day of May, 2010, pursuant to the provisions of the General Corporation Law of the State of Delaware.

THIRD: That the Parent Corporation, by the following resolution of its Board of Directors, duly adopted by the unanimous written consent of its members as filed with the minutes of the Board, on the 19th day of December, 2012, determined to and did merge into itself said Wildlife International Holding Company:

RESOLVED, That the Corporation shall merge, and it does hereby merge Wildlife International Holding Company with and into itself, and shall assume all of the liabilities and obligations of Wildlife International Holding Company.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Parent Corporation at any time prior to the time that this merger is filed with the Secretary of State and becomes effective.

[The next page is the signature page.]

IN WITNESS WHEREOF, the Parent Corporation has caused this Certificate to be signed by an authorized officer this 19th day of December, 2012.

EAG, INC.

By:

A handwritten signature in black ink, appearing to read 'CR', is written over a horizontal line.

Christine Russell, Secretary and Chief
Financial Officer

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
Section 253**

**CERTIFICATE OF OWNERSHIP
MERGING
PTRL WEST, INC.
(a Delaware corporation)**

with and into

**EAG, INC.
(a Delaware corporation)**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

EAG, Inc., a corporation incorporated on the 2nd day of July, 2008 pursuant to the provisions of the General Corporation Law of the State of Delaware ("Surviving Parent Corporation")

DOES HEREBY CERTIFY:

FIRST: That Surviving Parent Corporation owns one hundred percent (100%) of the outstanding shares of the capital stock of PTRL West, Inc., a corporation incorporated on the 26th day of March, 2012, pursuant to the General Corporation Law of the State of Delaware ("Merging Subsidiary Corporation"), and that the Surviving Parent Corporation, by a resolution of its Board of Directors duly adopted by the unanimous written consent of its members and filed with the minutes of the Board on the 19th day of December, 2012, resolved as follows:

WHEREAS, this corporation lawfully owns 100% of the outstanding stock of PTRL West, Inc., a corporation organized and existing under the laws of the State of Delaware, and

WHEREAS, this corporation desires to merge into itself the said PTRL West, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said PTRL West, Inc. and assume all of its liabilities and obligations, and

FURTHER RESOLVED, that an authorized officer of the Surviving Parent Corporation be and hereby is directed to make and execute a Certificate of Ownership setting forth a copy of the resolutions to merge said PTRL West, Inc. into itself and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of Kent County.

FURTHER RESOLVED, that the officers of the Surviving Parent Corporation be and they hereby are authorized to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Surviving Parent Corporation has caused this Certificate to be signed by an authorized officer this 19 day of December, 2012.

By: 
Name: Christine Russell
Title: CFO and Secretary