

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Encorp, Inc.		04/23/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Encorp OldCo, Inc.
Street Address:	9351 Eastman Park Drive
City:	Windsor
State/Country:	COLORADO
Postal Code:	80550
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	2921024	PICK YOUR POWER
Registration Number:	2814784	ENCORP
Registration Number:	2735361	
Registration Number:	2510079	ENCORP
Registration Number:	2288609	ENCORP
Registration Number:	2489748	VIRTUAL POWER PLANT
Registration Number:	2330772	ENTELLIGENT

**CORRESPONDENCE DATA**

Fax Number: (415)268-7522  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 415 268 6810  
 Email: rlal@mofo.com  
 Correspondent Name: Rosemary S. Tarlton  
 Address Line 1: Morrison & Foerster LLP, 425 Market St.  
 Address Line 4: San Francisco, CALIFORNIA 94105-2482

CH \$190.00 2921024

NAME OF SUBMITTER:	Attorney for Assignee
Signature:	/Rosemary S. Tarlton/
Date:	09/28/2005
<b>Total Attachments: 6</b> source=44563-2400000 - encorp to encorp oldco#page1.tif source=44563-2400000 - encorp to encorp oldco#page2.tif source=44563-2400000 - encorp to encorp oldco#page3.tif source=44563-2400000 - encorp to encorp oldco#page4.tif source=44563-2400000 - encorp to encorp oldco#page5.tif source=44563-2400000 - encorp to encorp oldco#page6.tif	

# Delaware

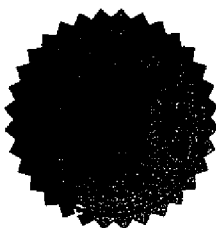
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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:

"ENCORP ACQUISITION CORP.", A DELAWARE CORPORATION,  
WITH AND INTO "ENCORP, INC." UNDER THE NAME OF "ENCORP OLDSCO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF APRIL, A.D. 2004, AT 7:24 O'CLOCK P.M.

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



2774320 8100M

040299644

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3073983

DATE: 04-26-04

TRADEMARK  
REEL: 003166 FRAME: 0174

**CERTIFICATE OF MERGER**

**OF**

**ENCORP ACQUISITION CORP.**  
**a Delaware corporation**

**INTO**

**ENCORP, INC.**  
**a Delaware corporation**

The undersigned corporation organized and existing under and by virtue of the Delaware General Corporation Law,

DOES HEREBY CERTIFY:

FIRST: That the name and jurisdiction of organization of each of the constituent corporations of the merger (the "Merger") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Encorp, Inc. ("Encorp")	Delaware
Encorp Acquisition Corp. ("Acquisition Corp.")	Delaware

SECOND: That an Agreement and Plan of Merger by and among Encorp, Envenergy, Inc., EE Holding Company, Inc., Acquisition Corp., and Envenergy Acquisition Corp. (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by the parties to the Merger in accordance with the provisions of Section 251 of the Delaware General Corporation Law.

THIRD: That the surviving corporation of the Merger is Encorp, Inc. (the "Surviving Corporation").

FOURTH: Upon the effectiveness of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety, as set forth in Exhibit A attached hereto.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 9351 Eastman Park Drive, Windsor, CO 80550.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Encorp or Acquisition Corp.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed by its authorized officer as of this 23<sup>rd</sup> day of April, 2004.

ENCORP, INC., a Delaware corporation

By: /s/ Dennis Orwig  
Name: Dennis Orwig  
Title: President

**Exhibit A**  
**Restated Certificate of Incorporation**

A-1

**EXHIBIT A**  
**RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**ENCORP, INC.**

**FIRST:** The name of the corporation is Encorp OldCo, Inc. (the "Corporation").

**SECOND:** The address of the Corporation's registered office in the State of Delaware is 15 East North Street, in the City of Dover, 19901, County of Kent. The name of its registered agent at such address is Amerisearch Corporate Services, Inc.

**THIRD:** The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows: 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 all classes of stock that the Corporation is authorized to issue is 100 shares of Common Stock with a par value of \$0.0001 per share.

**FIFTH:** Subject to any additional vote required by this Restated Certificate of Incorporation, 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 any or all of the Bylaws of the Corporation.

**SIXTH:** Subject to any additional vote required by this Restated Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

**SEVENTH:** Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**EIGHTH:** Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**NINTH:** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of

the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**TENTH:** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or other agent occurring prior to, such amendment, repeal or modification.

**ELEVENTH:** Subject to any additional vote required by this Restated Certificate of Incorporation, 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.

**TWELTH:** The Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, (a) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (b) any holder of Series A Preferred Stock or any partner, member, director, stockholder, employee or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, "Covered Persons"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation.