

09-13-2005

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To the Director of the U. S. Patent and Trademark Office, _____ documents or the new address(es) below.

1. Name of conveying party(ies):

Siemens Power Transmission and Distribution, LLC

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) September 22, 1999

- Assignment
- Security Agreement
- Other Certificate of Corporation
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Siemens Power Transmission and Distribution, Inc.

Internal _____

Address: _____

Street Address: 4700 Falls of Neuse Road, Suite 200

City: Raleigh

State: NC

Country: USA Zip: 27608

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship Delaware

Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)

2,210,107

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
ALTIMUS

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Russell E. Fowler II

Internal Address: Bank One Center/Tower

Street Address: 111 Monument Circle

Suite 3000

City: Indianapolis

State: IN Zip: 46204

Phone Number: (317) 638-2922

Fax Number: (317) 638-2139

Email Address: refowler@maginot.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Russ Fowler
Signature

9/7/2005
Date

40.00 RP
Russell E. Fowler II

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

5

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Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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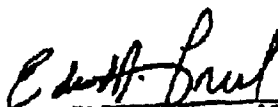
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SIEMENS POWER TRANSMISSION & DISTRIBUTION, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

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



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Edward J. Freel, Secretary of State
9986301
AUTHENTICATION: 09-23-99
DATE:

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CERTIFICATE OF INCORPORATION

OF

SIEMENS POWER TRANSMISSION & DISTRIBUTION, INC.

I, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, DO HEREBY CERTIFY as follows:

FIRST: The name of the Corporation is Siemens Power Transmission & Distribution, Inc.

Upon the receipt from Siemens Aktiengesellschaft, a corporation organized and existing under the laws of the Federal Republic of Germany and which has granted this Corporation the right to use the name "Siemens"; or from its legal successor or duly authorized agent, of a written request that this Corporation cease to use the name Siemens as a corporate name, any proper officer of this Corporation is authorized and directed to execute and file a Certificate of Amendment to the Certificate of Incorporation of the Corporation, changing the name of the Corporation to any name acceptable to the Secretary of State of Delaware which shall not contain the name Siemens in any form, nor any variation thereof, nor any word that indicates that the Corporation is related to Siemens Aktiengesellschaft or any affiliate thereof. Such amendment shall also delete this and the following paragraph of this Article FIRST.

Any amendment of this Article FIRST, except the amendment specifically authorized by the foregoing paragraph, shall require the unanimous vote of the entire Board of Directors of the Corporation and the unanimous vote of all stockholders of the Corporation.

SECOND: The registered office of the Corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to exercise any lawful purpose or power and to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 1000 shares of Common Stock of the par value of \$1.00 per share.

FIFTH: The name and address of the incorporator is as follows:

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Name

Address

Jill F. Teich

Siemens Corporation
1301 Avenue of the Americas
New York, New York 10019

SIXTH: The following provisions are inserted 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:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws. Election of directors need not be by ballot unless the Bylaws so provide.

(2) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon the stockholders as though it had been approved or ratified by every stockholder of the Corporation; whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(3) The directors shall have the power to make, alter or repeal by the Bylaws of the Corporation.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the Statutes of Delaware, of this Certificate, and of any Bylaws from time to time adopted by the stockholders; provided, however, that no Bylaws so adopted shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

SEVENTH: The Corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

EIGHTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, provided that nothing contained in this Article shall 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

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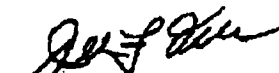
violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

NINTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing at least three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

ELEVENTH: The Corporation is to have perpetual existence.

IN WITNESS WHEREOF, I have set my hand and seal this 22nd day of September, 1999.



Jill F. Teich
Sole Incorporator

RECORDED: 04/12/2001

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RECORDED: 09/09/2005

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