

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
CB Wind Acquisition Corp.		08/15/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Northern Power Systems, Inc.		
Street Address:	29 Pitman Road		
City:	Barre		
State/Country:	VERMONT		
Postal Code:	05641		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3246252	N	
Registration Number:	1204288	NORTHWIND	
Registration Number:	3090563	POWERROUTER	
Registration Number:	2845006	SMARTVIEW	
CORRESPONDENCE DATA			
Fax Number:	(802)862-7512		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	802-863-2375		
Email:	tmip@drm.com		
Correspondent Name:	Lawrence H. Meier		
Address Line 1:	199 Main Street, P.O. Box 190		
Address Line 4:	Burlington, VERMONT 05402		
ATTORNEY DOCKET NUMBER:	08775-00046		
NAME OF SUBMITTER:	Lawrence H. Meier		

OP \$115.00 3246252

Signature:

/lawrence h. meier/

Date:

11/14/2008

Total Attachments: 2

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Delaware

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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 AMENDMENT OF "CB WIND ACQUISITION CORP.", CHANGING ITS NAME FROM "CB WIND ACQUISITION CORP." TO "NORTHERN POWER SYSTEMS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF AUGUST, A.D. 2008, AT 4:10 O'CLOCK P.M.

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

4574425 8100

080877664

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6797781

DATE: 08-18-08

TRADEMARK
REEL: 003888 FRAME: 0501

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF CB WIND ACQUISITION CORP.**

CB WIND ACQUISITION CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the corporation is CB Wind Acquisition Corp. The original certificate of incorporation was filed with the Secretary of State of the State of Delaware on July 14, 2008. An amended certificate of incorporation was filed with the Secretary of State of the State of Delaware on July 24, 2008.

2. This Certificate of Amendment to the Certificate of Incorporation has been duly adopted in accordance with § 242 of the Delaware General Corporation Law.

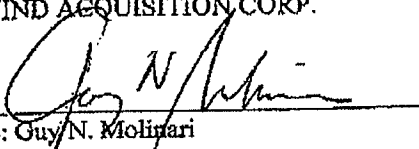
3. The Certificate of Incorporation of CB Wind Acquisition Corp., is amended by deleting, in its entirety, Article FIRST and substituting the following new Article FIRST:

“FIRST: The name of the Corporation is: Northern Power Systems, Inc.”

4. The capital of said corporation shall not be reduced under or by reason of said amendment.

CB Wind Acquisition Corp. has caused this certificate to be signed by an authorized officer effective as of August 15, 2008.

CB WIND ACQUISITION CORP.

By: 
Name: Guy N. Molinari
Title: Secretary