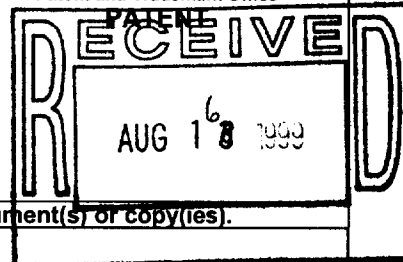


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Correspondent Name and Address

Area Code and Telephone Number **(213) 488-7282**

Name **CHRISTOPHER PATAY, ESQ.**

Address (line 1) **PILLSBURY MADISON & SUTRO LLP**

Address (line 2) **725 SOUTH FIGUEROA STREET**

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**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 22 1999

Bill Jones

Secretary of State

CERTIFICATE OF OWNERSHIP

JUL 15 1999

Richard N. Bowyer and Janet L. Bowyer certify that:

BILL JONES, Secretary of State

1. They are the President and Secretary, respectively, of International Computer Power, Inc., a California corporation.
2. International Computer Power, Inc. owns all of the outstanding shares of Atlas Energy Systems, Inc., a California corporation.
3. The Board of Directors of International Computer Power, Inc. duly adopted the following resolutions:

RESOLVED, that this corporation merge Atlas Energy Systems, Inc., its wholly-owned subsidiary corporation, into itself and assume all of its obligations pursuant to Section 1110, California Corporations Code (the "Merger"); and


RESOLVED FURTHER, that on the effective date of the Merger, Article I of the Articles of Incorporation of this corporation is hereby amended to read as follows:

"I

The name of the corporation is Atlas Energy Systems, Inc."

RESOLVED FURTHER, that the President and Secretary of this corporation are authorized to execute, verify (by their declaration under penalty of perjury or otherwise), and file a Certificate of Ownership under Section 1110 of the California Corporations Code with the Secretary of State of California, and to take all other action they consider necessary and proper to consummate the Merger and the transactions contemplated thereby.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 7/9/99, 1999
Richard N. Bowyer, President
Janet L. Bowyer, Secretary