

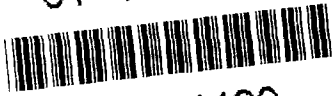
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Original document or copy thereof.

<p>1. Name of Party(ies) conveying an interest:</p> <p>ULTRAWATT.COM CORPORATION</p> <p><i>1/8/02</i></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>ULTRAWATT ENERGY SYSTEMS, INC.</p> <p>Internal Address: Street Address: 6381 Metro Plantation Road City: Ft. Myers State/Zip: Florida</p> <p>Additional name(s) and addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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3. Description of the interest conveyed:

Assignment Change of Name Other:

Security Agreement Merger

Execution Date: May 3, 2001

4. Application number(s) or patent number(s). Additional sheet attached? Yes No

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)	Date	B. Patent No.(s) 5,652,504
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>BRINKS HOFER GILSON & LIONE P.O. BOX 10395 CHICAGO, IL 60610 (312)321-4200</p>	<p>6. Number of applications and patents involved: <u>One (1)</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to Deposit Account No. 23-1925</p> <p>8. <input checked="" type="checkbox"/> Please charge any deficiencies in fee or credit any overpayment to Deposit Account No. 23-1925.</p>
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9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

<u>Craig A. Summerfield</u> Name of Person Signing	 Signature	<u>November 2, 2001</u> Date
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Total number of pages including cover sheet, attachments, and document: Two (2)

Rev. Dec.-99

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Our File No: 6551/08

PATENT
REEL: 012435 FRAME: 0629

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

ULTRAWATT.com Corporation

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of ULTRAWATT.com Corporation resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

ULTRAWATT ENERGY SYSTEMS, INC.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the Provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Board of Directors has caused this certificate to be signed by

Judith A. Parits an Authorized Officer,
this 3rd day of MAY 2001.

By: Judith A. Parits
Authorized Officer

Name: Judith A. Parits
Print or Type

Title: Executive Vice President