

ASSIGNMENT AND CHANGE OF NAME

WHEREAS, **Everett Charles Technologies, Inc.**, a Delaware corporation, having a place of business at 700 East Harrison Avenue, Pomona, California 91767, was the sole and entire owner of record of **U.S. Patent No. 4,814,698** by an assignment recorded at Reel 6515, Frame 619, said company being referred to hereafter as "ASSIGNOR";

AND WHEREAS, **ECT Acquisition, Inc.**, a Delaware corporation, having the same address as ASSIGNOR, purchased said patent by an unrecorded "Asset Purchase Agreement" dated November 24, 1996, said company being referred to hereafter as "ASSIGNEE";

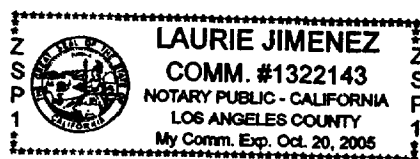
AND WHEREAS, **ECT Acquisition, Inc.**, by change of name on November 24, 1996, was renamed **Everett Charles Technologies, Inc.**, a true copy of a "Certificate of Amendment of Certificate of Incorporation of ECT Acquisition, Inc." being attached hereto as **EXHIBIT A**;

AND WHEREAS, ASSIGNOR and ASSIGNEE desire to perfect record title to said patent;

AND WHEREAS, the undersigned official of ASSIGNEE, who was formerly an officer of ASSIGNOR, represents and warrants his authority to exercise residuary powers of ASSIGNOR to confirm the earlier unrecorded assignment of November 24, 1996;

NOW, THEREFORE, ASSIGNOR hereby irrevocably confirms that, by the unrecorded "Asset Purchase Agreement" of November 24, 1996, it had assigned its entire interest in said patent to ASSIGNEE.

IN TESTIMONY WHEREOF, I hereunto set my hand this 25th day of January 2002.



ASSIGNOR

By

Francis J. Fabian
Francis Fabian, Corporate Vice President,
Sales and Marketing
Everett Charles Technologies, Inc.

STATE OF *California*)
COUNTY OF *Los Angeles*)

On *January 25, 2002*, before me *Laurie Jimenez*, Notary Public, personally appeared **Francis Fabian** personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Laurie Jimenez
Signature of Notary

PATENT

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ECT ACQUISITION, INC.

ECT ACQUISITION, INC. (the "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 the Directors of said corporation, by their unanimous written consent, dated as of November 24, 1996, made in lieu of a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED, that the first paragraph of the Certificate of Incorporation of ECT ACQUISITION, INC. be amended to read in its entirety as follows:

"FIRST. The name of this corporation shall be:
Everett Charles Technologies, Inc.";

and be it further,

RESOLVED, that the fourth paragraph of the Certificate of Incorporation of ECT ACQUISITION, INC. be amended to read in its entirety as follows:

"FOURTH. The total number of shares of stock which this corporation is authorized to issue is:
One Thousand (1,000) shares of \$1.00 par value."

RESOLVED, that the sixth paragraph of the Certificate of Incorporation of ECT ACQUISITION, INC. be amended to read in its entirety as follows:

"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

EXHIBIT A

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 By-Laws. Election of directors need not be by ballot unless the By-Laws so provide.

(2) The Board of Directors shall have power without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) 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 all 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.

(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 to any By-Laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-laws had not been made."

and he it further,

RESOLVED, that the seventh paragraph of the Certificate of Incorporation of ECT ACQUISITION, INC. be amended to read in its entirety as follows:

"SEVENTH: The corporation shall provide such indemnification as may be described in the by-laws."

and be it further,

RESOLVED, that a new eighth paragraph be added to the Certificate of Incorporation of ECT ACQUISITION, INC. be amended to read in its entirety as follows:

"EIGHTH: 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 law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power."

and be it further,

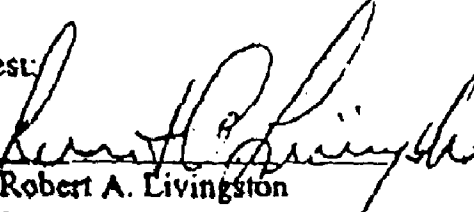
SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given its written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said ECT Acquisition, Inc. has caused this certificate to be signed by John E. Pomeroy, its President and attested by Robert A. Livingston, its Secretary, as of the 24th day of November, 1996.

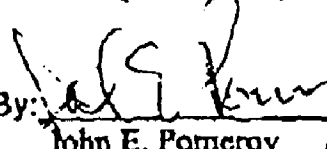
Attest:

By:


Robert A. Livingston
Secretary

ECT ACQUISITION, INC.

By:


John E. Pomeroy
President