

03-07-2002

FILE NO. A32672-065617.0106

RECORDATION F
PATEN

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

MILLENNIUM CELL, LLC.

Additional name(s) of conveying party(ies) attached?

☐ Yes☒ No

2-15-02

2. Name and address of receiving party(ies)

Name: MILLENNIUM CELL, INC.

3. Nature of conveyance:

☐ Assignment☐ Security Agreement☐ Merger☒ Change of Name☐ Other

Address: 1 Industrial Way West

City: Eatontown

State: NJ

Zip: 07724

Additional name(s) and address(es) attached? Country:

☐ Yes ☒ No

Execution Date: December 14, 2001

4. Application number(s) or patent number(s)

~~09/55~~ 09/559024

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

A. Patent Application No.(s)

B. Patent No.(s)

Additional numbers attached?

☐ Yes☒ No

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

Name:

BAKER BOTTS L.L.P.

30 Rockefeller Plaza - 44 Fl.

New York, NY 10112

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$ 40

☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number :

02-4377 (Charge any additional fees to this account)

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the foregoing instrumentation is true and correct and any attached copy is a true copy of the original document.

Douglas C. Wyatt (PTO Reg. No. 43,293)

Name of Person Signing

Signature

Feb. 1, 2002

Date

Page 1 of 1

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

03/06/2002 RMHED1 00000212 09559024

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PATENT
REEL: 012630 FRAME: 0082

A S S I G N M E N T

WHEREAS, WE, PHILLIP J. PETILLO, and STEVEN C. AMENDOLA, citizens of the United States, residing in Ocean, County of Monmouth, State of New Jersey; and Ocean, County of Monmouth, State of New Jersey respectively, whose post office addresses are 1206 Herbert Avenue, West Deal, Ocean, New Jersey 07712; and 22 Lambert Avenue, Ocean, New Jersey 07712, respectively, have made an invention entitled ENGINE CYCLE AND FUELS FOR SAME, filed on April 27, 2000 as U.S. application Serial. No. 09/559,024, and issued on June 26, 2001 as U.S. Letters Patent No. 6,250,078 and otherwise identified by Attorney Docket No. A32672, an assignment of which to "Millennium Cell, LLP" was recorded at Reel 010757, Frames 00702-0705.


WHEREAS, MILLENNIUM CELL, LLC., a corporation organized and existing under the laws of the State of Delaware, and having an office for the transaction of business at 1 Industrial Way West, Eatontown, N.J. (herein referred to as "MILLENNIUM CELL") is desirous of acquiring the entire right, title and interest in and to said invention and any improvements thereon, and in and to the said application for Letters Patent therefor, and any Letters Patent which may be obtained therefor;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, BE IT KNOWN, that WE, the said PHILLIP J. PETILLO, and STEVEN C. AMENDOLA, for and in consideration of the sum of One Dollar (\$1.00), lawful money of the United States, to us in hand paid by said MILLENNIUM CELL, and other valuable considerations unto us moving from said MILLENNIUM CELL, at or before the ensealing and delivery of these presents the receipt of which is hereby acknowledged, have sold, assigned, transferred and conveyed and by these presents do sell, assign, transfer and convey, unto said MILLENNIUM CELL, its successors and assigns, the entire right, title and interest in and to the said invention entitled ENGINE CYCLE AND FUELS FOR SAME, filed on April 27, 2000 as U.S. application Serial. No. 09/559,024, and issued on June 26, 2001 as U.S. Letters Patent No. 6,250,078, and any and all improvements thereon, and in and to said application and any division, continuation or continuation-in-part thereof, and in and to any Letters Patent of the United States which may be issued on any of said applications, and any reissues thereof, and in and to any and all applications for Letters Patent filed in foreign countries for said invention or improvements including all priority rights, and any and all Letters Patent which may be granted in foreign countries therefor, TO HAVE AND TO HOLD THE SAME to the full end of the term or terms for which any and all said Letters Patent may be granted;

AND WE, the said PHILLIP J. PETILLO, and STEVEN C. AMENDOLA, do hereby authorize and request the Commissioner of Patents and Trademarks to issue the said Letters Patent of the United States to said MILLENNIUM CELL, as the assignee of the entire right, title and interest in and to the same, for the sole use and benefit of said MILLENNIUM CELL, its successors and assigns;

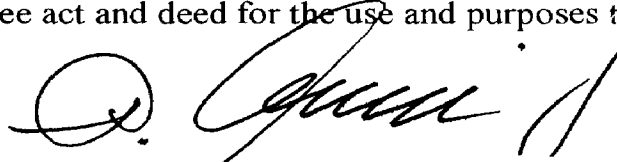
AND WE, the said PHILLIP J. PETILLO, and STEVEN C. AMENDOLA, for the considerations aforesaid, do hereby covenant and agree to and with said MILLENNIUM CELL, its successors and assigns, that we have the full power to make this assignment, and that the rights assigned are not encumbered by any grant, license or right heretofore given, and that we, our executors or administrators, shall and will do all lawful acts and things and make, execute and deliver without further compensation, any and all other instruments in writing, further applications, papers, affidavits, powers of attorney, assignments, and other documents which, in the opinion of counsel for said MILLENNIUM CELL, its successors and assigns, may be required or necessary more effectively to secure to and vest in said MILLENNIUM CELL, its successors and assigns, the entire right, title and interest in and to said invention and improvements, applications, Letters Patent, rights, titles, benefits, privileges, and advantages hereby sold, assigned, transferred and conveyed, and that we will sign any applications for reissue which may be desired by the owner of the patent or patents which may be issued for the said invention or improvements.

IN WITNESS WHEREOF, WE, the said PHILLIP J. PETILLO, and STEVEN C. AMENDOLA, have hereunto set my hand and seal on the date below written.


STEVEN C. AMENDOLA

STATE OF)
: ss.:
COUNTY OF)

BE IT KNOWN, that on this 14 day of Dec, 2001, before me personally came STEVEN C. AMENDOLA, to me known and known to me to be the person mentioned in and who executed the foregoing assignment, and he acknowledged to me that he executed the same as his free act and deed for the use and purposes therein mentioned.


Notary Public

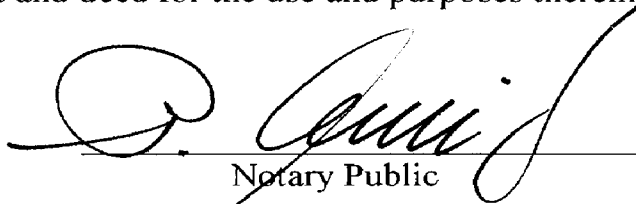
P. KINDT
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 1/13/2005



PHILLIP J. PETILLO

STATE OF)
 : SS.:
 COUNTY OF)

BE IT KNOWN, that on this 14 day of Dec, 2001, before me personally came PHILLIP J. PETILLO, to me known and known to me to be the person mentioned in and who executed the foregoing assignment, and he acknowledged to me that he executed the same as his free act and deed for the use and purposes therein mentioned.



Notary Public
P. KINDT
NOTARY PUBLIC OF NEW JERSEY
 Commission Expires 1/11/2003

EX-2.1

CERTIFICATE OF CONVERSION

CERTIFICATE OF CONVERSION
OF A LIMITED LIABILITY COMPANY
TO A CORPORATION

Pursuant to Section 265 of the General Corporation Law of the State of Delaware, it is hereby certified that:

1. The limited liability company Millennium Cell, LLC is formed under the laws of the State of Delaware.
2. The date the limited liability company Millennium Cell, LLC was first formed is December 17, 1998.
3. The name of the limited liability company immediately prior to the filing of this Certificate is Millennium Cell, LLC.
4. The name of the corporation into which the company shall be converted is Millennium Cell Inc.

The conversion herein certified has been approved in accordance with the provisions of Section 265 of the General Corporation Law of the State of Delaware.

Dated: April 19, 2000

James L. Rawlings, Manager

EX-3.1
CERTIFICATE OF INCORPORATION

EXHIBIT 3.1

CERTIFICATE OF INCORPORATION

OF

MILLENNIUM CELL INC.

1. The name of the corporation is Millennium Cell Inc. (the "Corporation").
2. The address of its registered office in the State of Delaware is: c/o Corporation Service Company, 1013 Centre Road, in the City of Wilmington, County of New Castle, Delaware 19805. The name of its registered agent at such address is Corporation Service Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares which the Corporation is authorized to issue is 45,000,000 shares. 40,000,000 shall be Common Stock, par value \$0.001 per share, 5,000,000 shall be Preferred Stock, par value \$0.001 per share.
5. The Preferred Stock may be issued from time to time in one or more series. The board of directors of the Corporation ("Board of Directors") is hereby expressly authorized to provide, by resolution or resolutions duly adopted by it prior to issuance, for the creation of each such series and to fix the designation and the powers, preferences, rights, qualifications, limitations and restrictions relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determining the following:
 - (a) the designation of such series, the number of shares to constitute such series and the stated value if different from the par value thereof;
 - (b) whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;
 - (c) the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of Preferred Stock;

(d) whether the shares of such series shall be subject to redemption by the corporation, and, if so, the times, prices and other conditions of such redemption;

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(e) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(f) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and the manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relating to the operation thereof;

(g) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of Preferred Stock or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(h) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of Preferred Stock;

(i) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of Preferred Stock or of any other class; and

(j) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions, thereof.

The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereof shall be cumulative.

6. The name and mailing address of the incorporator is as follows:

NAME	MAILING ADDRESS
Laszlo Serester	c/o Baker & McKenzie 805 Third Avenue New York, NY 10022

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal