


Form PTO-1595 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼		RECORDATION FORM COVER SHEET <b>PATENTS ONLY</b>		U.S. DEPARTMENT OF COMMERCE U.S. 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): BCS Technology, Inc.		2. Name and address of receiving party(ies) Name: <u>BCS FUEL CELLS, INC.</u> Internal Address: _____ _____ _____ Street Address: <u>2812 Fint Feather Road</u> _____ City: <u>Bryan</u> State: <u>TX</u> Zip: <u>77801</u> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____					
Execution Date: <u>November 8, 2001</u>					
4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: _____ A. Patent Application No.(s) <u>09/660,787</u> B. Patent No.(s) <u>5,242,764 5,318,863</u> <u>5,935,715 5,521,020</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Gary R Stanford</u> Internal Address: _____ _____ _____ Street Address: <u>610 West Lynn</u> _____ City: <u>Austin</u> State: <u>TX</u> Zip: <u>78703</u>		6. Total number of applications and patents involved: <u>5</u> 7. Total fee (37 CFR 3.41).....\$ <u>200.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>50-1469</u>			
<b>DO NOT USE THIS SPACE</b>					
9. Signature.  <div style="display: flex; justify-content: space-between;"><div>Gary R Stanford, Reg. No. 35,689 Name of Person Signing</div><div> Signature</div><div>November 19, 2003 Date</div></div> Total number of pages including cover sheet, attachments, and documents: <u>5</u>					

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

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PATENT  
REEL: 014137 FRAME: 0621



# The State of Texas

## SECRETARY OF STATE

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

Fuel Cell Resources, Inc.,  
A Delaware Corporation (No Permit in Texas)

With and Into

BCS Technology, Inc.  
A Texas Corporation  
File No. 112945300  
(which has changed its name to)  
BCS FUEL CELLS, INC.

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed: November 8, 2001  
Effective: November 8, 2001



  
Geoffrey S. Connor  
Assistant Secretary of State

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*Secretary of State*

PATENT  
REEL: 014137 FRAME: 0622

**ARTICLES OF MERGER  
OF  
BCS TECHNOLOGY, INC. (a Texas corporation)  
WITH  
FUEL CELL RESOURCES, INC. (a Delaware corporation)**

**FILED**  
In the Office of the  
Secretary of State of Texas  
**NOV 08 2001**  
Corporations Section

Pursuant to the provisions of article 5.04 of the Texas Business Corporation Act, BCS Technology, Inc., a Texas corporation, and Fuel Cell Resources, Inc., a Delaware corporation, certify the following articles of merger adopted for the purpose of effecting a merger (the "Merger") in accordance with the provision of Part Five of the Texas Business Corporation Act.

**ONE:** The name and state of incorporation of each of the constituent corporations to the Merger are:

- (a) BCS Technology, Inc., a Texas corporation ("BCS"); and
- (b) Fuel Cell Resources, Inc., a Delaware corporation ("FCR").

**TWO:** An Agreement and Plan of Merger, dated as of September 28, 2001 (the "Plan of Merger"), by and between BCS and FCR, has been approved and executed by each of the constituent corporations in accordance with the requirements of Article 5.03 of the Texas Business Corporation Act (for BCS), and of Section 251(c) of the Delaware General Corporation Law (for FCR). The approval by FCR of the Plan of Merger was duly authorized by all action required by the laws of the State of Delaware and by the constituent documents of FCR.

**THREE:** BCS shall be the surviving corporation in the Merger, and will continue its existence as a Texas corporation upon the effective date of the Merger.

**FOUR:** The executed Plan of Merger is on file at the principal place of business of the surviving corporation. The principal place of business of the surviving corporation is 2812 Finfeather Road, Bryan, TX 77801. A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

**FIVE:** The Articles of Incorporation of the surviving corporation, BCS, shall be its Articles of Incorporation, as amended by this Certificate of Merger, until further amended pursuant to applicable law.

**SIX:** The Articles of Incorporation of BCS are hereby amended as follows:

(a) Article One of the Articles of Incorporation of BCS is hereby amended to read in its entirety as follows:

“The name of this corporation is BCS FUEL CELLS, INC.”

(b) Article Four of the Articles of Incorporation of BCS is hereby amended to read in its entirety as follows:

“The authorized stock and par value of the corporation is five million (5,000,000) shares of Preferred Stock, no par value, and twenty million (20,000,000) shares of Common Stock, no par value.

The Preferred Stock authorized by these Articles of Incorporation may be issued from time to time in series. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions grant to or imposed upon such additional series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them. The Board of Directors is also authorized to decrease the number of shares of any series subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In the case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Upon the effectiveness of this amendment, each one (1) share of common stock of the corporation, no par value, shall be split up and reconstituted into three thousand three hundred thirty-three and one-third (3333.33) shares of common stock, no par value. Upon the effectiveness of the Merger described herein, the corporation will have three thousand (3,000) shares of common stock issued and outstanding, and no shares of Preferred Stock issued or outstanding. Upon the effectiveness of this amendment, those three thousand (3,000) shares of common stock issued and outstanding shall be split up and reconstituted into an aggregate of ten million (10,000,000) shares of common stock.

The shareholders of this corporation shall have no preemptive rights to acquire additional, unissued, or treasury shares of the corporation, or securities convertible into or carrying a right to subscribe to or acquire shares.”

(c) Article Eight of the Articles of Incorporation of BCS is hereby amended in its entirety to read as follows:

"The number of directors constituting the board of directors of the corporation is three (3), and their names and addresses are as follows: (1) Hari P. Dhar, 404 Princeton Circle, College Station, Texas 77840; (2) Frank Mauro, 290 Batesville Road, Alpharetta, Georgia 30004; and Richard Yeo, 2642 E. Madison Drive, Dunwoody, Georgia 30360."

(d) A new Article Nine is added to the Articles of Incorporation of BCS, to read in its entirety as follows:

"The corporation shall indemnify its officers and directors to the fullest extent permitted by Texas law."

**SEVEN:** As of the date hereof, immediately prior to the effectiveness of these Articles of Merger, BCS has one thousand five hundred (1,500) shares of common stock issued and outstanding, and no Preferred Stock issued or outstanding; and FCR has one thousand five hundred (1,500) shares of common stock issued and outstanding, and no Preferred Stock issued or outstanding. No class or series vote by either of the constituent corporations was required. The Merger was approved by the unanimous vote of the shareholders of each of FCR and BCS.

**EIGHT:** The Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which each foreign corporation that is a party to the Merger was incorporated and by its constituent documents.

**NINE:** These Articles of Merger and the Merger provided for herein between the constituent corporations shall be effective upon the issuance of the Certificate of Merger by the Texas Secretary of State in accordance with article 5.05 of the Texas Business Corporation Act.

**TEN:** The surviving corporation shall be responsible for the payment of any fees owed by BCS to the Texas Department of State, and any franchise taxes owed by BCS, and shall be obligated to pay such fees and franchise taxes if the same are not timely paid.

**IN WITNESS WHEREOF,** this Certificate of Merger has been signed on behalf of BCS Technology, Inc., and on behalf of Fuel Cell Resources, Inc., by their respective duly authorized officers, on the 2nd day of November, 2001.

BCS TECHNOLOGY, INC.

By: Hari P. Dhar  
Hari Dhar, President

FUEL CELL RESOURCES, INC.

By: Frank Mauro  
Frank Mauro, President