

3/22/04

03-21-2004



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Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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):

LW Acquisition Corporation

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: GTC Technology Inc.

Internal Address: Suite 200

Street Address:

1001 S. Dairy Ashford

City: Houston

State: TX Zip: 77077

Additional name(s) & address(es) attached: Yes No

3. Nature of Conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

Execution Date: May 20, 2002

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

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

A. Patent Application No.(s):

B. Patent No.(s):

5849982

Additional numbers attached? Yes No

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

Name: J. Benjamin Bai JENKENS & GILCHRIST, A PROFESSIONAL CORPORATION

Internal Address:

Street Address:

5 Houston Center 1401 McKinney, Suite 2700

City: Houston State: TX Zip: 77010

6. Total number of applications and patents involved:

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to credit card

Authorized to be charged to deposit account (Deficiencies and overpayments only)

8. Deposit account number:

10-0447

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

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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.

Constance M. Pielech Name of Person Signing

C M Pielech Signature

3/18/04 Date

Total number of pages including cover sheet, attachments, and documents: 4

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail in an envelope addressed to: MS Assignment Recordation Services, Director of the US Patent and Trademark Office, P.O. Box 1450 Alexandria, VA 22313-1450, on the date shown below.

Dated: 3/18/04 Signature: *Erin Pacella* (Erin Pacella)

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**AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LW ACQUISITION CORPORATION**

FILED
In the Office of the
Secretary of State of Texas

MAY 29 2002

Corporations Section

LW Acquisition Corporation, a corporation organized and existing under and by virtue of the general Corporation Law of the State of Texas.

DOES HEREBY CERTIFY:

FIRST: That by unanimous written consent in lieu of a meeting of the Board of Directors of LW Acquisition Corporation (the "Corporation"), resolutions were duly adopted setting forth a proposed amendment of the Articles 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 Articles of Incorporation of this Corporation be amended by changing Article One so that, as amended, said Article shall be read as follows:

"The name of the Corporation is GTC Technology 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 of not less than ten (10) nor more than sixty (60) days before the date of the meeting.

THIRD: That said amendment was duly adopted on the 20th day of May, 2002 by the shareholders of said Corporation.

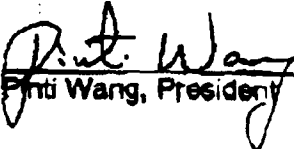
FOURTH: The aggregate number of outstanding shares is four hundred thousand Class A voting common stock.

FIFTH: The amendment was adopted by unanimous written consent of the shareholders.

SIXTH: The amendment does not necessitate an exchange, reclassification or cancellation of the issued shares of the Corporation.

SEVENTH: The amendment does not in any manner effect a change in the stated capital of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of May, 2002.


Pinti Wang, President

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

FILED
In the Office of the
Secretary of State of Texas
NOV 08 2002
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is GTC Technology, Inc. The charter number is 800052067.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on the 5th day of November, 2002.

The amendment alters Article Four of the Articles of Incorporation, and the full text of each provision added is as follows:

“Article Four

The aggregate number of shares which the Corporation shall have authority to issue is Eight Hundred Thousand (800,000). The shares shall have a par value of One Dollar (\$1.00).”

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was Four Hundred Thousand (400,000).

The number of such shares entitled to vote thereon was Four Hundred Thousand (400,000).

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ARTICLE FOUR

The number of shares voting for such amendment was Four Hundred Thousand (400,000). The number of shares voting against such amendment was Zero (0).

ARTICLE FIVE

The amendment shall not affect the stated capital of the corporation.

Dated this 8th day of November, 2002.

by *Marilyn S. Hershman*
Marilyn S. Hershman
Acting Assistant Secretary

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