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I hereby certify that the attached Transmittal Letter and Assignment is being facsimile transmitted to the Assignment Division of the Patent and Trademark Office (Phone No. (703) 306-5998) on the date shown below. (Total pages transmitted is 5 -including this one).

Date: April 15, 2005

Alexander C. Johnson, Jr.
Reg. No. 29,396

PATENT
Do. No. 1138-132

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re U.S. Pat. No. 6,764,907
Issued: July 20, 2004
Patentee: Bart J. VanDeghbroeck and John T. Torvik
Serial No. 10/360,662 Filed: February 7, 2003
For: METHOD OF FABRICATING SELF-ALIGNED
SILICON CARBIDE SEMICONDUCTOR DEVICES

Mail Stop Assignment Recordation Services
Director of the U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, Virginia 23313-1450

Please record the attached original document or copy thereof and return the recorded instrument to the undersigned.

1. Name of party conveying an interest: POWERSICEL, INC.
2. Name and address of party receiving an interest: ADVANCED POWER TECHNOLOGY COLORADO, INC., a Delaware corporation, 1855 South 57th Court, Boulder, Colorado 80301
3. Description of the interest conveyed: Name change

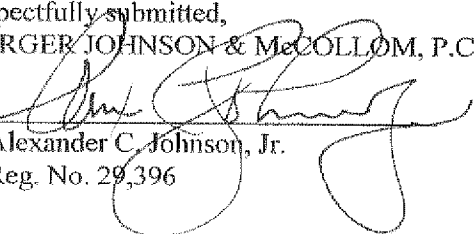
Date of execution of attached document: March 21, 2005

4. Patent No. 6,764,907
5. Name and address of party to whom correspondence concerning document should be mailed:

MARGER JOHNSON & McCOLLOM, P.C.
1030 S.W. Morrison Street
Portland, Oregon 97205 Telephone: (503) 222-3613

6. Number of patents: 1
7. PTO Form 2038 authorizing credit card payment (\$40) is enclosed
8. 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.

Respectfully submitted,
MARGER JOHNSON & McCOLLOM, P.C.

By 
Alexander C. Johnson, Jr.
Reg. No. 29,396

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Total number of pages including cover sheet, attachments, and documents: 5

OP \$40.00 6764907

WRITTEN CONSENT OF THE SHAREHOLDER AND BOARD OF DIRECTORS IN LIEU OF A SPECIAL MEETING

OF

POWERSICEL, INC.

Effective: March 21, 2005

Pursuant to authority granted by the Colorado Business Corporation Act, the following action is hereby taken, in lieu of a special meeting, by the shareholder and Directors of PowerSicel, Inc. (the "Corporation"), effective March 21, 2005, and the shareholder and Directors have consented to this action as shown by the signatures below.

WHEREAS, Advanced Power Technology, Inc., a Delaware corporation ("APT"), having acquired all of the outstanding shares in PowerSicel, Inc., constitutes the sole shareholder of the Corporation, and

WHEREAS, the Directors have determined it advisable to change the name of the Corporation to Advanced Power Technology Colorado, Inc., and to amend and restate the Corporation's Amended and Restated Articles of Incorporation in accordance with the Agreement and Plan of Merger with APT, and

WHEREAS, the Directors recommend such action to the shareholder; now be it

RESOLVED, that the Directors and shareholder hereby approve changing the name of the Corporation and hereby adopt the Second Amended and Restated Articles of Incorporation in the form attached hereto as Exhibit A; and be it


FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to file the Second Amended and Restated Articles of Incorporation with the Colorado Secretary of State.

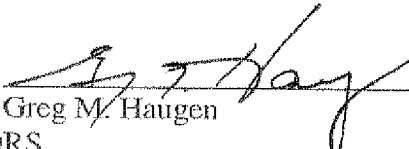
APPROVED:

ADVANCED POWER TECHNOLOGY, INC.

x By: 
its _____

SOLE SHAREHOLDER

λ 
Patrick P.H. Sireta


Greg M. Haugen
DIRECTORS

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION**OF****POWERSICEL, INC.****(HEREAFTER KNOWN AS ADVANCED POWER TECHNOLOGY COLORADO, INC.)**

FIRST: The name of this corporation (which is hereinafter referred to as the "Corporation") is now Advanced Power Technology Colorado, Inc. and its duration shall be perpetual.

SECOND: The purposes for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be incorporated pursuant to the Colorado Business Corporation Act (the "Act").

THIRD: The street address of the registered office of the Corporation is 1855 South 57th Court, Boulder, Colorado 80301, and the name of the registered agent at that address is John T. Torvik. The address of the Corporation's principal office is 1855 South 57th Court, Boulder, Colorado 80301.

FOURTH: The total number of shares which the Corporation shall have the authority to issue is One Thousand (1,000) shares of common stock with no par value. All such shares are of one class and are shares of common stock.

FIFTH: Except as otherwise provided by the Board of Directors, no preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this Corporation.

SIXTH: At each election for directors, the holder of each share of stock entitled to vote at such election has the right to vote in person or by proxy the number of shares of stock held by such stockholder for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

SEVENTH: The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the stockholders to adopt, alter, amend or repeal the Bylaws.

EIGHTH: The number of directors of this corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The term of the initial directors shall be until the first annual meeting of the stockholders or until their successors are elected and qualified, unless removed in accordance with the provisions of the Bylaws.

NINTH: A director of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders for monetary damages otherwise existing for (a) any breach of the director's duty of loyalty to the Corporation or to its shareholders; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) acts specified in Section 7-108-403 of the Act; or (d) any transactions from which the director directly or indirectly derived any improper personal benefit. If the Act is hereafter amended to eliminate or limit further liability of a director, then, in addition to the elimination or limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Ninth Article shall not adversely affect any right or protection of a director of the Corporation under this Ninth Article as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Ninth Article, prior to such repeal or modification.

TENTH: The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorney fees) incurred by reason of the fact that he is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, he is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative to the extent and in the manner provided in any bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible.

ELEVENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Colorado at the time in force may be added or inserted in the matter and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Eleventh Article.