

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|--|---------------------------------|-----------------------|
| SUBMISSION TYPE: | | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | | CHANGE OF NAME |
| CONVEYING PARTY DATA | | |
| Name | | Execution Date |
| GTI Power Systems Inc. | | 03/16/2005 |
| RECEIVING PARTY DATA | | |
| Name: | ColdWatt, Inc. | |
| Street Address: | 13809 Research Blvd., Suite 475 | |
| City: | Austin | |
| State/Country: | TEXAS | |
| Postal Code: | 78750 | |
| PROPERTY NUMBERS Total: 1 | | |
| Property Type | Number | |
| Application Number: | 11866152 | |
| CORRESPONDENCE DATA | | |
| Fax Number: | (972)732-9218 | |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 972-732-1001 | |
| Email: | hunt@slater-matsil.com | |
| Correspondent Name: | Glenn W. Boisbrun | |
| Address Line 1: | Slater & Matsil, L.L.P. | |
| Address Line 2: | 17950 Preston Rd., Suite 1000 | |
| Address Line 4: | Dallas, TEXAS 75252 | |
| ATTORNEY DOCKET NUMBER: | CDW04-066D1 | |
| NAME OF SUBMITTER: | Dusty D. Hunt | |
| Total Attachments: 2 | | |
| source=Name Change GTI to CDW#page1.tif | | |
| source=Name Change GTI to CDW#page2.tif | | |

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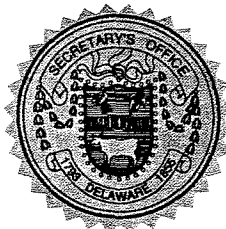
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GTI POWER SYSTEMS INC.", CHANGING ITS NAME FROM "GTI POWER SYSTEMS INC." TO "COLDWATT, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MARCH, A.D. 2005, AT 4:22 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3793225 8100

050220424

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3749189

DATE: 03-17-05

PATENT
REEL: 020749 FRAME: 0328

**CERTIFICATE OF AMENDMENT NO. 1
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
GTI POWER SYSTEMS INC.
a Delaware corporation**

GTI Power Systems Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), hereby certifies:

FIRST: That the Corporation was originally formed as a limited liability company under the laws of the State of Delaware, having filed its Certificate of Formation on April 21, 2004, under the name GTI Power Systems LLC. It then filed a Certificate of Conversion on April 29, 2004, under the name GTI Power Systems, Inc., and filed a Certificate of Incorporation on the same date; and

SECOND: That the Board of Directors duly adopted resolutions proposing to amend the Corporation's Amended and Restated Certificate of Incorporation (the "**Certificate**") as follows below, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor; and

THIRD: That the following amendment was duly adopted and approved in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware by the written consent of the required percentage of stockholders of the Corporation on March 16, 2005:

Article I of the Certificate is amended and restated to read in its entirety as follows:

"The name of the Corporation is ColdWatt, Inc."

In witness hereof, the undersigned officer has executed this First Certificate of Amendment to the Amended and Restated Certificate of Incorporation of GTI Power Systems Inc. this 16th day of March, 2005.

/s/ Jonathan Schulhof
Jonathan Schulhof
Vice President and Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:36 PM 03/16/2005
FILED 04:22 PM 03/16/2005
SRV 050220424 - 3793225 FILE

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