

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

CHANGE OF NAME

CONVEYING PARTY DATA

Name	Execution Date
Zinc Matrix Power, Inc.	12/12/2007

RECEIVING PARTY DATA

Name:	ZPower, Inc.
Street Address:	4765 Calle Quetzal
City:	Camarillo
State/Country:	CALIFORNIA
Postal Code:	93012

PROPERTY NUMBERS Total: 29

Property Type	Number
Patent Number:	6806681
Patent Number:	6459243
Patent Number:	6582851
Patent Number:	6489054
Application Number:	10845465
Application Number:	09839324
Patent Number:	6641949
Patent Number:	6743548
Patent Number:	6558849
Patent Number:	6541160
Patent Number:	6884542
Patent Number:	7218076
Patent Number:	6943530
Patent Number:	6943529
Application Number:	10986520

PATENT

500546996

REEL: 020976 FRAME: 0823

CH \$1160.00 6806681

Application Number:	11090471
Patent Number:	6929884
PCT Number:	US0320598
Patent Number:	6522102
Application Number:	10831625
Patent Number:	7029792
Patent Number:	6733920
PCT Number:	US0212520
Application Number:	11089998
Application Number:	11089658
Patent Number:	6682854
Application Number:	60534677
Application Number:	10993037
Application Number:	60733529

CORRESPONDENCE DATA

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 Address Line 4: Kalamazoo, MICHIGAN 49007

ATTORNEY DOCKET NUMBER:	133798/00001
NAME OF SUBMITTER:	Jonathan P. O'Brien, Ph.D.

Total Attachments: 2
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State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of _____ page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 17 2007

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 14 2007

**CERTIFICATE OF AMENDMENT
OF THE FIFTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF ZINC MATRIX POWER, INC., a CALIFORNIA CORPORATION**

The undersigned certify that:

1. They are the President and Secretary, respectively, of ZINC MATRIX POWER, INC., a California corporation (the "Corporation").
2. Article I of the Fifth Amended and Restated Articles of Incorporation of the Corporation (the "Articles") is amended to read in its entirety as follows:

"I

The name of this Corporation is ZPower, Inc."

3. The foregoing amendment of the Articles has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 99,610,347, of which 8,400,000 are Common Stock, 4,250,000 shares are Series A-1 Preferred Stock, 39,657,766 are Series A-2 Preferred Stock, 3,225,807 are Series B Preferred Stock, and 44,076,774 are Series C Preferred Stock. The number of shares voting in favor of the amendment was more than (i) a majority of the Common Stock, and (ii) a majority of the Series A-1 Preferred Stock, Series A-2 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, voting together as a class. Each of these votes equaled or exceeded the vote required for that class or series of stock, which was a majority.

We further declare, under penalty of perjury, under the laws of the State of California, that the matters set forth in this Certificate are true and correct of our knowledge.

Date: DECEMBER 12, 2007

Ross E. Dueber
ROSS E. DUEBER, President

David Lafitte
DAVID LAFITTE, Secretary

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