

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
Achates Power, LLC	08/02/2007
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Achates Power, Inc.
<b>Street Address:</b>	4060 Sorrento Valley Boulevard
<b>City:</b>	San Diego
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92121
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
Patent Number:	7360511
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(619)222-2327
<b>Phone:</b>	619-222-2531
<b>Email:</b>	Terry.Meador@incaplaw.net
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
<b>Correspondent Name:</b>	Terrance A. Meador
<b>Address Line 1:</b>	1050 Rosecrans Street
<b>Address Line 2:</b>	INCAPLAW, Suite K
<b>Address Line 4:</b>	San Diego, CALIFORNIA 92106
<b>ATTORNEY DOCKET NUMBER:</b>	ACHP1010US
<b>NAME OF SUBMITTER:</b>	Terrance A. Meador
<b>Total Attachments: 3</b> source=ACHPNAMECHANGE#page1.tif source=ACHPNAMECHANGE#page2.tif source=ACHPNAMECHANGE#page3.tif	

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**PATENT**

**501755292**

**REEL: 027383 FRAME: 0437**

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "ACHATES POWER LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ACHATES POWER LLC" TO "ACHATES POWER. INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF AUGUST, A.D. 2007, AT 5:03 O'CLOCK P.M.

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



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070885671

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5898626

DATE: 08-02-07

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**CERTIFICATE OF CONVERSION  
OF  
ACHATES POWER LLC  
INTO  
ACHATES POWER, INC.**

(Pursuant to Sections 103 and 265 of the Delaware General Corporation Law.)

**ACHATES POWER LLC**, a California limited liability company (the "**Company**"), does hereby certify to the following facts relating to the conversion of the Company into Achates Power, Inc., a Delaware corporation to be formed immediately following the filing of this Certificate of Conversion (the "**Conversion**"):

**FIRST:** The name of the Company is "Achates Power LLC." The date on which the Company's Articles of Organization were originally filed with the Secretary of State of the State of California is November 20, 2003. The Company is a limited liability company formed under the California Corporations Code and the Beverly-Killea Limited Liability Company Act.

**SECOND:** The name of the corporation into which the Company will be converted is "Achates Power, Inc." The Certificate of Incorporation of Achates Power, Inc. will be filed with the Secretary of State of the State of Delaware on August 2, 2007, immediately following the filing of this Certificate of Conversion.

**THIRD:** Upon the filing of this Certificate of Conversion and the Certificate of Incorporation of Achates Power, Inc. (the "**Effective Time**"), the Company shall be converted into Achates Power, Inc.

**FOURTH:** Upon the Effective Time, each outstanding membership interest held by each Member of the Company shall be converted into shares of common stock of Achates Power, Inc. ("**Common Stock**") as set forth below:

<u>Member</u>	<u>Common Stock of Achates Power, Inc.</u>
James Lemke	2,000,000
True North Partners, LLC	4,000,000

**FIFTH:** Upon the Effective Time, the initial authorized number of directors of Achates Power, Inc. shall be one (1) and the initial director shall be James Lemke.

**SIXTH:** This Certificate of Conversion was duly adopted in accordance with the applicable provisions of Section 265 of the Delaware General Corporation Law and the Company's Operating Agreement.

IN WITNESS WHEREOF, the Company has caused this Certificate of Conversion to be executed and acknowledged by the authorized person set forth below on this 2<sup>nd</sup> day of August, 2007.

**ACHATES POWER LLC**  
a California Limited Liability Company

By: /s/ James Lemke  
James Lemke, Manager

(SIGNATURE PAGE TO CERTIFICATE OF CONVERSION)