

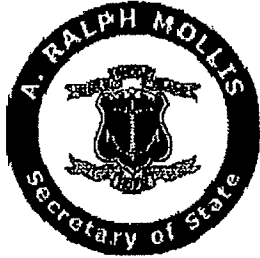
## PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT										
NATURE OF CONVEYANCE:	Conversion of Corporation to LLC										
CONVEYING PARTY DATA											
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>Polytop Corporation, a Rhode Island corporation</td> <td>12/28/2011</td> </tr> </tbody> </table>		Name	Execution Date	Polytop Corporation, a Rhode Island corporation	12/28/2011						
Name	Execution Date										
Polytop Corporation, a Rhode Island corporation	12/28/2011										
RECEIVING PARTY DATA											
<table border="1"> <tr> <td>Name:</td> <td>Polytop LLC, a Rhode Island limited liability company</td> </tr> <tr> <td>Street Address:</td> <td>110 Graham Drive</td> </tr> <tr> <td>City:</td> <td>SLATERSVILLE</td> </tr> <tr> <td>State/Country:</td> <td>RHODE ISLAND</td> </tr> <tr> <td>Postal Code:</td> <td>02876</td> </tr> </table>		Name:	Polytop LLC, a Rhode Island limited liability company	Street Address:	110 Graham Drive	City:	SLATERSVILLE	State/Country:	RHODE ISLAND	Postal Code:	02876
Name:	Polytop LLC, a Rhode Island limited liability company										
Street Address:	110 Graham Drive										
City:	SLATERSVILLE										
State/Country:	RHODE ISLAND										
Postal Code:	02876										
PROPERTY NUMBERS Total: 2											
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Patent Number:</td> <td>5356044</td> </tr> <tr> <td>Patent Number:</td> <td>5542585</td> </tr> </tbody> </table>		Property Type	Number	Patent Number:	5356044	Patent Number:	5542585				
Property Type	Number										
Patent Number:	5356044										
Patent Number:	5542585										
CORRESPONDENCE DATA											
Fax Number:	4012734447										
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>											
Phone:	401-273-4446										
Email:	cmb@barjos.com										
Correspondent Name:	Cynthia Branca, Barlow, Josephs & Holmes										
Address Line 1:	101 Dyer Street, 5th Floor										
Address Line 4:	Providence, RHODE ISLAND 02903										
ATTORNEY DOCKET NUMBER:	P040-GENERAL										
NAME OF SUBMITTER:	Cynthia Branca										
<p>Total Attachments: 10          source=Conversion_Documents#page1.tif          source=Conversion_Documents#page2.tif          source=Conversion_Documents#page3.tif</p>											

OP \$80.00 5356044

source=Conversion\_Documents#page4.tif  
source=Conversion\_Documents#page5.tif  
source=Conversion\_Documents#page6.tif  
source=Conversion\_Documents#page7.tif  
source=Conversion\_Documents#page8.tif  
source=Conversion\_Documents#page9.tif  
source=Conversion\_Documents#page10.tif



**State of Rhode Island and Providence Plantations  
Office of the Secretary of State**

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040



**Polytop, LLC Summary Screen**

Help with this form

[Request a Certificate](#)

The exact name of the Domestic Limited Liability Company: Polytop, LLC

Converted from : Polytop Corporation on 12/29/2011

Entity Type: Domestic Limited Liability Company

Identification Number: 000756764

Date of Organization in Rhode Island: 12/21/1999

Date of Conversion: 12/29/2011

**The location of its principal office:**

No. and Street: 110 GRAHAM DRIVE  
City or Town: SLATERSVILLE State: RI Zip: 02876 Country: USA

**The mailing address or specified office:**

No. and Street:  
City or Town: State: Zip: Country:

Agent Resigned: N

Address Maintained: Y

**The name and address of the Registered Agent:**





No. and Street: 10 WEYBOSSET STREET  
City or Town: PROVIDENCE State: RI Zip: 02903  
Name: CT CORPORATION SYSTEM

The limited liability company is to be managed by its Members

**The name and business address of each manager:**

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
-------	--	--

Purpose

<b>Select a type of filing from below to view this business entity filings:</b>	
ALL FILINGS Annual Report Annual Report - Amended Articles of Amendment Articles of Dissolution	
<a href="#">Click Here</a> to access 2006 and 2007 annual reports filed and imaged prior to July 25, 2007. Identification Number is Required	
	
© 2007 - 2011 State of Rhode Island and Providence Plantations All Rights Reserved	
 Help	



**State of Rhode Island and Providence Plantations  
Office of the Secretary of State**

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040



Help with this form

**Public Browse and Search - Filing Results**

**Entity Name:** Polytop, LLC

Type of Filing	Year Filed	Filed Date	FilingNum	File(s)
Articles of Organization		12/29/2011 12:07:00 PM	201187390380	<u>201187390380</u> 1.pdf, 5 pgs, 137295 bytes
Certificate of Conversion		12/29/2011 12:07:00 PM	201187389780	<u>201187389780</u> 1.pdf, 2 pgs, 52966 bytes

© 2007 - 2011 State of Rhode Island and Providence Plantations  
All Rights Reserved

No Filing Fee (See Instructions)

ID Number: 109355



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

CERTIFICATE OF CONVERSION

12:07
FILED
DEC 29 2011
By [Signature] 159624

Polytop, LLC

(Insert full name of the entity following the conversion)

SECTION I: TO BE COMPLETED BY ALL CONVERTING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned (check one box only):

- Other entity or Business Corporation or Sole Proprietorship or Partnership or Limited Liability Company

submits the following Certificate of Conversion for the purpose of converting to a (check one box only):

- Limited Partnership or Limited Liability Company or Business Corporation

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2011 DEC 29 PM 12:07

- a. The name of the converting entity filing this Certificate of Conversion is: Polytop Corporation
b. The date on which the converting entity was first created, formed, or otherwise came into being is: December 21, 1999
c. The jurisdiction where the converting entity was first created, formed, or otherwise came into being is: Rhode Island
d. If the jurisdiction of the converting entity has changed since it was first created, state the jurisdiction of the entity immediately prior to the filing of the Certificate of Conversion: Rhode Island
e. The name of the limited partnership or limited liability company or business corporation following the conversion is: Polytop, LLC
f. The certificate of conversion is filed as an accompanying certificate to the certificate of limited partnership or articles of organization or articles of incorporation (check one box only) of the converting entity.
g. This conversion has been approved in the manner provided for by the document, instrument, agreement or other writing, as the case may be, governing the internal affairs of the entity and the conduct of its business or by applicable law, as appropriate, and the partnership agreement or limited liability company agreement or articles of incorporation (check one box only) shall be approved by the same authorization required to approve the conversion.
h. The future date or time certain of the conversion to a limited partnership or limited liability company or business corporation (check one box only) is to become effective, if later than the date of filing of the certificate of conversion and the certificate of limited partnership or articles of organization of a limited liability company or articles of incorporation (check one box only) is: upon filing

**SECTION II: TO BE COMPLETE BY ALL CONVERTING ENTITIES**

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Conversion, including any accompanying attachments, and that all statements contained herein are true and correct and that the undersigned is authorized to sign this certificate on behalf of the entity set forth in Section 1A.

Date: December 28, 2011

\_\_\_\_\_  
Print Name of other entity

OR

\_\_\_\_\_  
Print Name of the Partnership

By: \_\_\_\_\_  
Signature of Authorized Person

By: \_\_\_\_\_  
Signature of Partner

By: \_\_\_\_\_  
Signature of Authorized Person

By: \_\_\_\_\_  
Signature of Partner

By: \_\_\_\_\_  
Signature of Partner

**Polytop Corporation**

\_\_\_\_\_  
Print Name of Corporation

OR

\_\_\_\_\_  
Print Name of Sole Proprietorship

By: *Kevin M. Brewer*  
Signature of Authorized Person - Treasurer

By: \_\_\_\_\_  
Signature of Sole Proprietor

By: \_\_\_\_\_  
Signature of Authorized Person

**Polytop, LLC**

\_\_\_\_\_  
Print Name of Limited Liability Company

By: PT Holdings, Inc.,  
its sole Member  
By: *Kevin M. Brewer*  
Signature of Authorized Person - Treasurer

By: \_\_\_\_\_  
Signature of Authorized Person

Filing Fee: \$150.00

ID Number: \_\_\_\_\_



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**LIMITED LIABILITY COMPANY**

**ARTICLES OF ORGANIZATION**

Pursuant to the provisions of Chapter 7-16 of the General Laws of Rhode Island, 1956, as amended, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

1. The name of the limited liability company is:

Polytop, LLC

2. The address of the limited liability company's resident agent in Rhode Island is:

10 Weybosset Street Providence , RI 02903  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is CT CORPORATION SYSTEM  
(Name of Agent)

3. Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be treated for purposes of federal income taxation as:

*(Check one box only)*

a partnership *or*  a corporation *or*  disregarded as an entity separate from its member

4. The address of the principal office of the limited liability company if it is determined at the time of organization:

110 Graham Drive, Slatersville, RI 02876

*(if not determined, so state)*

5. The limited liability company has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-16, unless a more limited purpose or duration is set forth in paragraph 6 of these Articles of Organization.

12:07  
**FILED**  
DEC 29 2011  
[Signature]



6. Additional provisions, if any, not inconsistent with law, which the members elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purposes or duration for which the limited liability company is formed, and any other provision which may be included in an operating agreement:

**See Exhibit A attached hereto and made a part hereof.**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

7. Management of the Limited Liability Company:

A. The limited liability company is to be managed  by its members. (If you have checked this box, go to item no. 8.)

or

B. The limited liability company is to be managed  by one (1) or more managers. (If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)

<u>Manager</u>	<u>Address</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

8. The date these Articles of Organization are to become effective, if later than the date of filing, is:

\_\_\_\_\_  
(not prior to, nor more than 30 days after, the filing of these Articles of Organization)

Name and Address of Authorized Person:

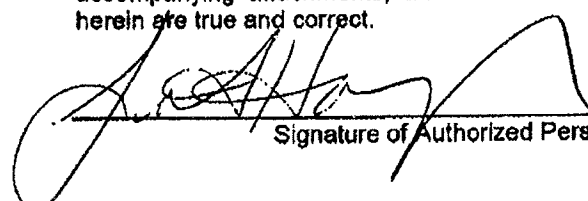
**Jean A. Harrington, Esq.**

**Duffy & Sweeney, LTD.**

**One Financial Plaza, Suite 1800, Providence, RI 02903**

Under penalty of perjury, I declare and affirm that I have examined these Articles of Organization, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: December 26, 2011

  
\_\_\_\_\_  
Signature of Authorized Person

POLYTOP, LLC

EXHIBIT A

6. Additional provisions not inconsistent with law set forth in these Articles of Organization:

I. A Manager of the limited liability company shall not be personally liable to the limited liability company or to its members for monetary damages for breach of any duty provided for in Section 17 of the Rhode Island Limited Liability Company Act, as may hereafter be amended (the "Act"), except for (i) liability for breach of the Manager's duty of loyalty to the limited liability company or its members, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 32 of the Act, or (iv) liability for any transaction from which the Manager derived an improper personal benefit, unless said transaction was with the informed consent of the members or a majority of the disinterested Managers.

II. (A) The members of the limited liability company may include provisions in the limited liability company's operating agreement, or the Managers may authorize agreements to be entered into with each member, Manager, agent or employee, past or present, of the limited liability company (an "Indemnified Person"), for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by the Act.

(B) In addition to the authority conferred upon the members and Managers of the limited liability company by the foregoing paragraph (A), the members of the limited liability company may include provisions in the operating agreement, or the Managers may authorize agreements to be entered into with each Indemnified Person, for the purpose of indemnifying such person in the manner and to the extent provided herein:

(i) The operating agreement provisions or agreements authorized hereby may provide that the limited liability company shall, subject to the provisions of this Article Sixth II (B), pay, on behalf of an Indemnified Person any Loss or Expenses arising from any claim or claims which are made against the Indemnified Person (whether individually or jointly with other Indemnified Persons) by reason of any Covered Act of the Indemnified Person.

(ii) For the purposes of this Article Sixth, when used herein:

(1) "Manager(s)" means any or all of the managers of the limited liability company or those one or more members or other persons who are exercising any powers normally vested in the managers;

(2) "Loss" means any amount which an Indemnified Person is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to,

damages, settlements, fines, penalties or, with respect to employee benefits plans, excise taxes;

(3) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses or bonds necessary to pursue an appeal of an adverse judgment; and

(4) "Covered Act" means any act or omission by the Indemnified Person in the Indemnified Person's official capacity with the limited liability company and while serving as such or while serving at the request of the limited liability company as a member of the governing body, Manager, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, other entity or enterprise, including, but not limited to any entities and enterprises which are subsidiaries or affiliates of the limited liability company, or employee benefit plan.

(iii) The operating agreement provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired Indemnified Person, the estate, heirs or legal representative of a deceased Indemnified Person or the legal representative of an incompetent, insolvent or bankrupt Indemnified Person, where the Indemnified Person was an Indemnified Person at the time the Covered Act upon which such claims are based occurred.

(iv) Any operating agreement provisions or agreements authorized hereby may provide for the advancement of Expenses to an Indemnified Person prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such Indemnified Person and based on the alleged commission by such Indemnified Person of a Covered Act, subject to an undertaking by or on behalf of such Indemnified Person to repay the same to the limited liability company if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such Indemnified Person.

(v) The operating agreement provisions or agreements authorized hereby may not indemnify an Indemnified Person from and against any Loss, and the limited liability company shall not reimburse for any Expenses, in connection with any claim or claims made against an Indemnified Person which the limited liability company has determined to have resulted from: (1) any breach of the Indemnified Person's duty of loyalty to the limited liability company or its members; (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) action contravening Section 17 of the Act; or (4) a transaction from which the person seeking indemnification derived an improper personal benefit.



State of Rhode Island and Providence Plantations

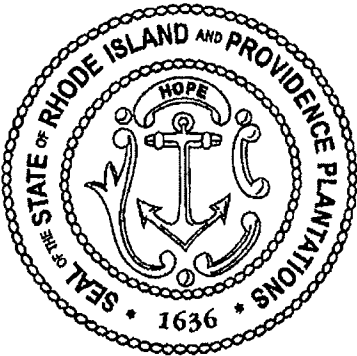
A. Ralph Mollis  
Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:  
December 29, 2011 12:07 PM

A. RALPH MOLLIS

Secretary of State



70949-3-703131