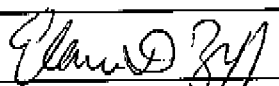


Form PTO-1594 (rev 06/04)		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U. S. Department of Commerce Patent and Trademark Office																
To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:																				
1. Name of conveying party(ies)/Execution Date(s): Elgar Electronics Corporation <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other Citizenship <u>California</u> Execution Date(s) <u>August 23, 2006</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and Address of receiving party(ies) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Name: <u>Elgar Electronics Corporation</u> Internal Address: _____ Street Address: <u>9250 Brown Deer Road</u> City: <u>San Diego</u> State: <u>California</u> Country: <u>USA</u> Zip: <u>92121</u> <input type="checkbox"/> Association – Citizenship _____ <input type="checkbox"/> General Partnership – Citizenship _____ <input type="checkbox"/> Limited Partnership – Citizenship _____ <input checked="" type="checkbox"/> Corporation – Citizenship <u>Delaware</u> <input type="checkbox"/> Other _____ <input type="checkbox"/> Citizenship _____ If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input type="checkbox"/> No.																	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Government Interest Assignment <input checked="" type="checkbox"/> Other <u>Merger and Change of Name</u>																				
4. Application number(s) or registration number(s): A. Trademark Application No(s). B. Trademark Registration No(s). <table border="0"> <tr> <td>972782</td> <td>2624857</td> <td>2788297</td> </tr> <tr> <td>2781232</td> <td>2548822</td> <td>2713410</td> </tr> <tr> <td>2796705</td> <td>2551585</td> <td>2203753</td> </tr> <tr> <td>2624856</td> <td>2596187</td> <td>2548827</td> </tr> <tr> <td>2548824</td> <td>2684819</td> <td>2548823</td> </tr> </table> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No						972782	2624857	2788297	2781232	2548822	2713410	2796705	2551585	2203753	2624856	2596187	2548827	2548824	2684819	2548823
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2624856	2596187	2548827																		
2548824	2684819	2548823																		
5. Name and address of party to whom correspondence concerning document should be mailed: Elaine Ziff, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 Tel: (212) 735-2656 Fax: (917) 777-2656 eziff@skadden.com			6. Total number of applications and registrations involved: <u>15</u>																	
			7. Total fee (37 CFR 1.21(h) and 3.41) <u>\$390</u> <input checked="" type="checkbox"/> All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 084950/4)																	
			8. Payment Information Deposit Account No. <u>19-2385</u> Authorized user Name: <u>Evans Richardson</u>																	
9. Signature. <u></u> Signature Elaine Ziff, Esq. Name of Person Signing			Date <u>November 21, 2006</u> Date Total number of pages including cover sheet, and documents: <u># 5</u>																	

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Delaware

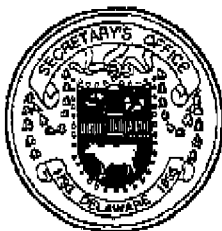
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"ELGAR ELECTRONICS CORPORATION", A CALIFORNIA CORPORATION, WITH AND INTO "ELGAR HOLDINGS, INC." UNDER THE NAME OF "ELGAR ELECTRONICS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF AUGUST, A.D. 2006, AT 4:04 O'CLOCK P.M.

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



2607386 8100M
060788482

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4995295

DATE TRADEMARK

REEL: 003435 FRAME: 0138

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:04 PM 08/23/2006
FILED 04:04 PM 08/23/2006
SRV 060788482 - 2607386 FILE

CERTIFICATE OF OWNERSHIP AND MERGER
OF
ELGAR ELECTRONICS CORPORATION,
a California corporation
WITH AND INTO
ELGAR HOLDINGS, INC.,
a Delaware corporation

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware
and
Section 1110 of the California Corporations Code

Elgar Holdings Inc., a Delaware corporation (the "Corporation"), hereby certifies
as follows:

1. The Corporation owns all of the outstanding shares of stock of Elgar
Electronics Corporation, a California corporation (the "Subsidiary").

2. On August 21, 2006, the Board of Directors of the Corporation adopted
the following resolutions to merge the Subsidiary into the Corporation:

NOW, THEREFORE, BE IT RESOLVED, that the Merger of the
Subsidiary with and into the Corporation, with the Corporation being the
surviving entity and pursuant to which all of the estate, property, rights, privileges,
powers and franchises of the Subsidiary be vested in and held and enjoyed by the
Corporation as fully and entirely and without change or diminution as the same
were before held and enjoyed by the Subsidiary, pursuant to and in accordance
with the Merger Agreement, be, and it hereby is, approved, confirmed and
adopted in all respects by the Board on behalf of the Corporation and the
Subsidiary;

FURTHER RESOLVED, that the form of the Merger Agreement
attached hereto as Exhibit A be, and it hereby is, accepted, approved, authorized
and adopted in all respects by the Board on behalf of the Corporation and the
Subsidiary;

08/24/2006 10:20

SKARDEL LLC → 16965840912136215125

NO. 840 003

08/23/2006 16:02

SKARDEL LLC → 16965840913027393673

FURTHER RESOLVED, that the President, the Secretary, the Assistant Secretary and any Vice President of the Corporation (each, an "Authorized Officer") be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation and the Subsidiary, to execute and deliver the Merger Agreement in the form attached hereto as Exhibit A or with such changes thereto that any such Authorized Officer shall determine to be necessary, advisable or appropriate in connection with the execution thereof, such determination to be conclusively evidenced by such execution;

FURTHER RESOLVED, that subject to the execution of the Merger Agreement and upon consummation of the Merger, the Corporation shall assume all of the obligations and duties of the Subsidiary;

FURTHER RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction;

FURTHER RESOLVED, the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation and the Subsidiary, to execute and deliver for filing as soon as practicable on the closing date of the Merger, a Certificate of Ownership and Merger with the Delaware Secretary of State, and to make, execute, and deliver for filing such other instruments and documents as may be necessary or desirable to effect the Merger pursuant to the laws of the State of California; and

FURTHER RESOLVED, that subject to the execution of the Merger Agreement and upon consummation of the Merger, Section 1.01 of the Amended and Restated Certificate of Incorporation of the Corporation shall be amended (the "Name Change") to read in its entirety as follows:

"Section 1.01 The name of the corporation is Elgar Electronics Corporation (the "Corporation")".

FURTHER RESOLVED, in addition to the specific authorizations set forth in any of the foregoing resolutions, each of the Authorized Officers be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation and the Subsidiary, (a) to take or cause to be taken any and all such further actions, (b) to execute and deliver, or cause to be executed and delivered, all such other documents, certificates, instruments, agreements and undertakings of any kind and nature whatsoever, in the name and on behalf of the Corporation and the Subsidiary or otherwise, as such officer or officers may determine to be necessary, appropriate or advisable to effectuate or carry out the purposes and intent of the foregoing resolutions, (c) to make such filings, in the name and on behalf of the Corporation and the Subsidiary or otherwise, as such officer or officers may determine to be necessary, appropriate or advisable to

effectuate or carry out the purposes and intent of the foregoing resolutions, (d) to incur and pay all such fees and expenses and (e) to engage in such acts as they shall in their judgment determine to be necessary, appropriate or advisable to carry out fully the intent and purposes of the foregoing resolutions; all such actions performed in such manner, and all such documents, certificates, instruments, agreements, undertakings and filings to be executed and delivered in such form, as the officer or officers performing or executing the same shall approve, such officer's or officers' determination or approval thereof to be conclusively evidenced by the performance of any such action or the execution and delivery of any such documents, certificates, instrument, agreements, undertakings or filings; and

FURTHER RESOLVED, that all acts and things previously done by any of the officers of the Corporation or the Subsidiary, on or prior to the date hereof, in the name and on behalf of the Corporation or the Subsidiary in connection with the Merger or the foregoing resolutions are in all respects ratified, approved, confirmed and adopted as the acts and deeds by and on behalf of the Corporation or the Subsidiary, as the case may be.

3. Upon consummation of the merger, the name of the surviving corporation, Elgar Holdings, Inc., will be changed to the name Elgar Electronics Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 23rd day of August, 2006.

ELGAR HOLDINGS, INC.

By: [Signature] John P. Mei
Name: John P. Mei
Title: CFO