

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Powell Electrical Manufacturing Company		12/30/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Powell Electrical Systems, Inc.
Street Address:	P.O. Box 12818
City:	Houston
State/Country:	TEXAS
Postal Code:	77217
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	78541003	P POWELL
Serial Number:	76549406	POWLSMART SUBSTATION
Registration Number:	2680911	POWL-VAC-ND
Registration Number:	2181279	PV SYSTEM 27
Registration Number:	2368294	POWLCOAT
Registration Number:	1994966	PV SYSTEM 38
Registration Number:	2002507	POWL-VAC AR
Registration Number:	1295815	POWL-VAC
Registration Number:	1266133	P
Registration Number:	1266132	POWELL
Registration Number:	1525372	GROUND-GARD
Registration Number:	1048857	PCR

CORRESPONDENCE DATA

OP \$315.00 78541003

Fax Number: (713)650-2400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 713-650-2778
Email: hehrlich@winstead.com
Correspondent Name: Henry L. Ehrlich
Address Line 1: P.O. Box 50784
Address Line 4: Dallas, TEXAS 75201

NAME OF SUBMITTER:	Henry L. Ehrlich
--------------------	------------------

Signature:	/hle1093/
------------	-----------

Date:	05/31/2005
-------	------------

Total Attachments: 5
source=Merger#page1.tif
source=Merger#page2.tif
source=Merger#page3.tif
source=Merger#page4.tif
source=Merger#page5.tif

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 MERGER, WHICH MERGES:

"DELTA-UNIBUS CORP.", A ILLINOIS CORPORATION,

"UNIBUS, INC.", A OHIO CORPORATION,

WITH AND INTO "POWELL ELECTRICAL MANUFACTURING COMPANY" UNDER THE NAME OF "POWELL ELECTRICAL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003, AT 10:55 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0833287 8100M

AUTHENTICATION: TRADEMARK

REEL: 003094 FRAME: 0762

CERTIFICATE OF MERGER

OF

DELTA-UNIBUS CORP.

(An Illinois Corporation)

AND

UNIBUS, INC.

(An Ohio Corporation)

INTO

POWELL ELECTRICAL MANUFACTURING COMPANY

(a Delaware Corporation)

(UNDER SECTION 252 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE)

POWELL ELECTRICAL MANUFACTURING COMPANY hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations are:

- (a) Delta-Unibus Corp., an Illinois corporation;
- (b) Unibus, Inc., an Ohio corporation; and
- (c) Powell Electrical Manufacturing Company, a Delaware corporation.

(2) An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Delta-Unibus Corp., Unibus, Inc. and Powell Electrical Manufacturing Company in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

(3) The surviving corporation is to be Powell Electrical Manufacturing Company, and its name is to be changed to Powell Electrical Systems, Inc.

(4) The certificate of incorporation of Powell Electrical Manufacturing Company shall be amended and restated in the form attached hereto as EXHIBIT A.

(5) The surviving corporation is a corporation of the State of Delaware.

(6) The executed Agreement and Plan of Merger is on file at the principal place of business of Powell Electrical Manufacturing Company

(7) A copy of the Agreement and Plan of Merger will be furnished by Powell Electrical Manufacturing Company on request and without cost to any stockholder of Powell Electrical Manufacturing Company, Delta-Unibus Corp. or Unibus, Inc.

(8) The authorized capital stock of Delta-Unibus Corp. is 1,000 shares of Common Stock, no par value. The authorized capital stock of Unibus, Inc. is 500 shares of Common Stock, no par value.

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:08 AM 12/31/2003
FILED 10:55 AM 12/31/2003
SRV 030846341 - 0833287 FILE

TRADEMARK

REEL: 003094 FRAME: 0763

IN WITNESS WHEREOF, Powell Electrical Manufacturing Company has caused this certificate to be signed this 30th day of December, 2003.

POWELL ELECTRICAL MANUFACTURING
COMPANY

By: 

Thomas W. Powell, Chairman of the Board
and Vice President

**CERTIFICATE OF INCORPORATION
OF
POWELL ELECTRICAL SYSTEMS, INC.**

1. The name of the corporation is Powell Electrical Systems, Inc.
2. The address of its registered office in Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purpose to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000.00) shares of common stock and the par value of each of such shares is \$1.00 (\$1.00).
5. The corporation is to have perpetual existence.
6. The number of directors constituting the Board of Directors is one (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and qualified is Thomas W. Powell, P.O. Box 12818, Houston, Texas 77217. The number of directors may hereafter be increased or decreased as provided in the bylaws of the corporation.
7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the bylaws of the corporation.
8. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.
9. Meetings of stockholders may be held in Delaware or elsewhere, as the bylaws may provide. The books of the corporation may be kept (subject to any statutory provision) at such place or places, whether in Delaware or elsewhere, as may be designated from time to time by the board of directors or in the bylaws of the corporation.
10. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

11. No director of the corporation shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, *provided, however, that* this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 174 of the Delaware General Corporation Law; or (d) for any transaction from which the director derived an improper personal benefit.
12. The name and address of the incorporator is Nancy J. Hymans, 25 Broadway, New York, New York, 10004.

* * *

HOUSTON_116847131
10811-79.01/07/2004