

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Weidt Group, Inc.		12/31/2012	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	The Weidt Group, Inc.
Street Address:	5800 Baker Road
City:	Minnetonka
State/Country:	MINNESOTA
Postal Code:	55345
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Serial Number:	85690249	ESIMSERVER
Serial Number:	85711188	NEO NET ENERGY OPTIMIZER
Serial Number:	85711203	NEO NET ENERGY OPTIMIZER
Serial Number:	85711195	NEO NET ENERGY OPTIMIZER POWERED BY WEIDTSIM
Serial Number:	85711200	NEO NET ENERGY OPTIMIZER POWERED BY WEIDTSIM
Serial Number:	85690253	WEIDTSIM
Registration Number:	3500349	COLLABORATION ANALYSIS RESEARCH
Registration Number:	3343723	CREATIVITY TECHNOLOGY SOLUTIONS
Registration Number:	3290974	
Registration Number:	3275093	
Registration Number:	3275094	
Registration Number:	3434053	
Registration Number:	3334012	

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Registration Number:	3451998	
Registration Number:	3334013	
Registration Number:	3434132	
Registration Number:	3302475	
Registration Number:	3279873	
Registration Number:	3332796	
Registration Number:	3288181	
Registration Number:	3429474	THE WEIDT GROUP
Registration Number:	3434133	THE WEIDT GROUP
Registration Number:	3434051	THE WEIDT GROUP
Registration Number:	3434052	THE WEIDT GROUP
Registration Number:	3338694	THE WEIDT GROUP
Registration Number:	3338695	THE WEIDT GROUP
Registration Number:	3429573	THE WEIDT GROUP
Registration Number:	3391200	
Registration Number:	3434446	
Registration Number:	3391201	
Registration Number:	3429472	THE WEIDT GROUP
Registration Number:	3451997	THE WEIDT GROUP
Registration Number:	3429473	THE WEIDT GROUP
Registration Number:	4199230	WEIDT
Registration Number:	4199320	WEIDT

CORRESPONDENCE DATA

Fax Number: 6126046800
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 612.604.6525
Email: trademark@winthrop.com
Correspondent Name: Cathleen F. Baraloto
Address Line 1: 225 South Sixth Street
Address Line 2: Suite 3500
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	12316.1
NAME OF SUBMITTER:	Cathleen F. Baraloto
Signature:	/Cathleen F. Baraloto/

01/23/2013

Total Attachments: 8

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"THE WEIDT GROUP, INC.", A MINNESOTA CORPORATION,

WITH AND INTO "TWGI MERGER SUB II, INC." UNDER THE NAME OF "THE WEIDT GROUP, 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. 2012, AT 4:45 O'CLOCK P.M.


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

5260666 8100M

121410407

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0108983

DATE: 12-31-12

TRADEMARK
REEL: 004947 FRAME: 0331

STATE of DELAWARE

CERTIFICATE OF MERGER
OF
THE WEIDT GROUP, INC.
WITH AND INTO
TWGI MERGER SUB II, INC.

Pursuant to Section 252 of the
General Corporation Law of the State of Delaware

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is TWGI Merger Sub II, Inc. (the "Corporation"), a corporation organized and existing under the DGCL, and the name of the corporation being merged into this surviving corporation is The Weidt Group, Inc. ("Weidt"), a corporation organized and existing under the Minnesota Business Corporation Act.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is "TWGI Merger Sub II, Inc.," a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be amended and restated in the form as attached hereto as Exhibit A to amend the name of the Corporation from "TWGI Merger Sub II, Inc." to "The Weidt Group, Inc."

FIFTH: The authorized stock of Weidt is 100,000 shares with a par value of \$.01.

FIFTH: The merger is to become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: The Agreement and Plan of Merger is on file at, the place of business of the surviving corporation, at:

The Weidt Group, Inc.
NanoFab East

257 Fuller Road - First Floor
Albany, NY 12203

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

This Certificate of Merger has been executed this 31st day of December, 2012.

TWGI MERGER SUB II, INC.

By: ____/s/ Tom D. Birdsey _____
Name: Tom D. Birdsey
Title: President

[Certificate of Merger - TWGI into Merger Sub II (DE)]

TRADEMARK
REEL: 004947 FRAME: 0334

Exhibit A

Amended and Restated Certificate of Incorporation

STATE *of* DELAWARE

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

THE WEIDT GROUP, INC.

1. The name of this corporation is The Weidt Group, Inc.
2. The registered office of this corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of stock that this corporation shall have authority to issue is 1000 shares of Common Stock, \$0.001 par value per share. Each share of Common Stock shall be entitled to one vote.
5. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware (the "DGCL").
6. The business and affairs of this corporation shall be managed by or under the direction of the Board of Directors. The size of the Board of Directors shall be determined as set forth in the by-laws of this corporation, as in effect from time to time (the "By-laws"). The election of directors need not be by written ballot unless the By-laws shall so require.
7. In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal from time to time the By-laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the Board of Directors.
8. A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the DGCL as in effect at the time such liability is determined. No amendment or repeal of this paragraph 8 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

9. (a) This corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, (i) by reason of the fact that such person is or was a director or is or was serving at the request of this corporation as a director of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans or (ii) in such person's capacity as an officer, employee or agent of this corporation or in such person's capacity as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, that such person is or was serving at the request of this corporation (each such person described in the foregoing clauses (i) and (ii), a "Covered Person"), against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person other than an action authorized by the Board of Directors. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 9 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 9 shall not adversely affect any right or protection of a Covered Person with respect to any acts or omissions of such Covered Person occurring prior to such repeal or modification.

(b) This corporation shall pay on a current and as-incurred basis expenses incurred by any Covered Person in defending or otherwise participating in any action, suit, proceeding or claim in advance of the final disposition of such action, suit, proceeding or claim, including appeals, upon presentation of (i) an unsecured written undertaking to repay such amounts if it is ultimately determined that the person is not entitled to indemnification hereunder and (ii) adequate documentation reflecting such expenses.

(c) It is the intent that with respect to all advancement and indemnification obligations under this paragraph 9, this corporation shall be the primary source of advancement, reimbursement and indemnification relative to any direct or indirect shareholder of this corporation (or any affiliate of such shareholder, other than this corporation or any of its direct or indirect subsidiaries). This corporation shall have no right to seek contribution, indemnity or other reimbursement for any of its obligations under this paragraph 9 from any such direct or indirect shareholder of the Corporation (or any affiliate of such shareholder, other than the Corporation or any of its direct or indirect subsidiaries).

(d) This corporation shall have the power to purchase and maintain, at its expense, insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, against any expense, liability or loss asserted against such person and incurred

by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL or the terms of this Certificate of Incorporation.

10. The books of this corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the Board of Directors or in the by-laws of this corporation.

11. This corporation shall not be governed by Section 203 of the DGCL.

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