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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

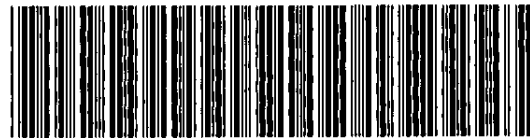
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2010 MAR 25 AM 10:44
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

B. KOHR
MAR 29 2010
EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAR 25 AM 9:12



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 25, 2010

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

SUBJECT: VECTRIX LLC
Ref. Number: W10000014876

RESUBMIT

Please give original
submission date as file date.

We have received your document for VECTRIX LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

As discussed, we believe that VECTRIX LLC has taken over the business formerly conducted by VECTRIX CORPORATION document number F97000003143. (See attached printout.)

However, under our name rules the name of the corporation has to be reserved for a year in case the corporation wishes to reinstate its status in Florida.

Again, we don't believe that the corporation will be reinstating its status in Florida, but we'll need some brief note explaining the situation so we can let the Delaware LLC use the name VECTRIX LLC in Florida.

Also, as discussed, there should be some description of the "nature of business...to be conducted in Florida" in Item 11. This description can be general and brief.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 310A00007363



Procopio, Cory, Hargreaves & Savitch LLP

William C. Belanger
Direct Dial: (619) 515-3245
E-mail: web@procopio.com

March 26, 2010


Secretary of State
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Vectrix LLC

To Whom It May Concern:

This will confirm for your records that, in connection with our request to qualify Vectrix LLC in Florida, the former Vectrix Corporation went into bankruptcy and subsequently changed its name to Electric Scooter Wind Down Corp. Please see the enclosed documents. An affiliate of Vectrix LLC purchased the assets out of bankruptcy, and Vectrix LLC is the authorized US reseller.

Very truly yours,


William C. Belanger, of
PROCOPIO, CORY, HARGREAVES
& SAVITCH LLP

WCB/djr
Enclosures
cc: Don Buckley
(via e-mail, w/o enclosure)

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Delaware

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PAGE 1

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10 MAR 25 AM 9:12

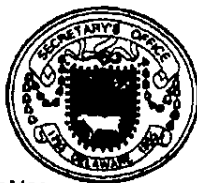
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VECTRIX CORPORATION", CHANGING ITS NAME FROM "VECTRIX CORPORATION" TO "ELECTRIC SCOOTER WIND DOWN CORP.", FILED IN THIS OFFICE ON THE TENTH DAY OF NOVEMBER, A.D. 2009, AT 4:11 O'CLOCK P.M.

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

2599718 8100

091006860

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7634108

DATE: 11-10-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:14 PM 11/10/2009
FILED 04:11 PM 11/10/2009
SRV 091006860 - 2599718 FILE

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CERTIFICATE OF AMENDMENT
TO
THE CERTIFICATE OF INCORPORATION OF
VECTRIX CORPORATION.
A DELAWARE CORPORATION

In accordance with the provisions of Section 303
of the General Corporation Law of the State of
Delaware

FIRST: The Certificate of Incorporation of Vectrix Corporation (the
"Corporation") was originally filed with the Secretary of State of the State of Delaware on
March 6, 1996.

SECOND: The Certificate of Incorporation of the Corporation is hereby amended as
follows: by striking out **paragraph FIRST** thereof as it now exists and inserting in lieu thereof
a new **paragraph FIRST** that reads as follows:

"FIRST. The name of the Corporation is Electric Scooter Wind Down Corp."

THIRD: The foregoing amendment was directed by an order of the United States
Bankruptcy Court for the District of Delaware in accordance with Section 303 of the DGCL.

(SIGNATURE PAGE FOLLOWS)

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment
to the Certificate of Incorporation of Vectrix Corporation as of the date written below.

Date: November 5, 2009

VECTRIX CORPORATION

By: 
Name: John D. McGuinness
Title: Chief Financial Officer

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DIVISION OF CORPORATIONS
10 MAR 25 AM 9:12

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

VECTRIX CORPORATION,

Debtor.

Chapter 11

Case No. 09-13347 (KG)

Re: Docket No. 75-99

**ORDER AUTHORIZING DEBTOR NAME CHANGE FROM VECTRIX
CORPORATION TO ELECTRIC SCOOTER WIND DOWN CORP.**

Upon the Certification of Counsel filed November 5, 2009 and as contemplated by the
Asset Purchase Agreement and the Sale Order, it is hereby

ORDERED, ADJUDGED AND DECREED:

1. The Debtor is authorized and directed to change its name from Vectrix
Corporation to Electric Scooter Wind Down, Corp. without taking any further corporate action,
and with such name change to be effective pursuant to 8 Del. C. section 303, and any other or
further filing requirements thereunder.

2. The caption in this chapter 11 bankruptcy proceeding, case no. 09-13347 (KG) is
and shall be modified to reflect such name change, and from the date such name change
becomes effective, shall be:

In re:

ELECTRIC SCOOTER WIND DOWN
CORP.,

Debtor.

Chapter 11

Case No. 09-13347 (KG)

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10 MAR 25 AM 9:12

3. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: November 9, 2009


The Honorable Kevin Gross
United States Bankruptcy Court Judge



CORPORATION SERVICE COMPANY

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10 MAR 25 AM 9:12

ACCOUNT NO. : I20000000195

REFERENCE : 328079 4328334

AUTHORIZATION :

COST LIMIT : \$ 125.00

[Signature]

ORDER DATE : March 24, 2010

ORDER TIME : 8:44 AM

ORDER NO. : 328079-005

CUSTOMER NO: 4328334

RESUBMIT

Please give original
submission date as file date.

FOREIGN FILINGS

NAME: VECTRIX LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

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1. Vectrix LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 32-0305006
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 8/28/2009 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 55 Samuel Barnett Boulevard
New Bedford, MA 02754
(Street Address of Principal Office)

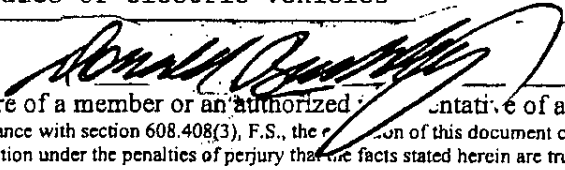
8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Donald Buckley, 12235 West Bernardo Court, San Diego, CA 92127

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Distribution and sales of electric vehicles


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Donald Buckley, Manager
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

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1. The name of the Limited Liability Company is:

Vectrix LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


(Signature)

**Sue G. Knight
as its agent**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

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PAGE 1

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VECTRIX LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF MARCH, A.D. 2010.

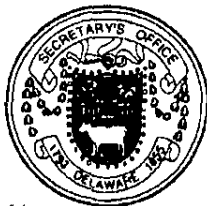
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VECTRIX LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4725498 8300

100278159

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7868429

DATE: 03-15-10