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05-14-1998



SHEET

U.S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of I

1. Name and address of conveying party(ies): **100711460**

Name: The SQL Group, Inc.
Address: Three Lagoon Drive,
Suite 300
Redwood City, California 94065

Individual Association
 General Partnership Limited Partnership
 Corporation, State of California
Other: _____

Additional name(s) of conveying party(ies) attached?

Yes No

attached original documents or copy thereof:
id address of receiving party(ies):

Name: Constellar Corporation
Address: 1400 Bridge Parkway
Suite 201
Redwood Shores, California 94065-1146

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation, State of California
Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) of receiving party(ies) attached?

Yes No

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: March 12, 1998

4. Application Number(s) or Registration Number(s):

A. Trademark Application Number(s): 75/232,986

Additional numbers attached? Yes No

B. Registration Number(s):

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning this document should be mailed:

Name: Beth M. Goldman
Address: Heller Ehrman White & McAuliffe
525 University Avenue
Palo Alto, California 94301

6. Total Applications and registrations involved: 1

7. Total fee (37 CFR 3.41)(\$40.00 per assignment): \$40.00
 Enclosed

Authorized to be charged to Deposit Account

The Commissioner is authorized to charge underpayment of any fees or credit any overpayment to deposit account number 08-1645.

8. Deposit Account Number 08-1645.

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01 Fee:481 40.00 OP

Statement and Signature: To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Beth M. Goldman
Typed Name

Signature

4/29/98
Date

DO NOT USE THIS SPACE

Mail documents to be recorded with required cover information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

4488825

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CONSTELLAR CORPORATION

ENDORSED
FILED
in the office of the Secretary of State
of the State of California

MAR 12 1997

Bill Jones
BILL JONES, Secretary of State

* * * * *

Brian Donnelly and Matthew Gultar certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of Constellar Corporation, a California corporation.
2. The Articles of Incorporation of this Corporation are amended and restated to read as follows:

ARTICLE 1. NAME

The name of the Corporation is Constellar Corporation.

ARTICLE 2. PURPOSE

The purpose of this Corporation is to engage in any lawful acts or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust business or the practice of a profession permitted to be incorporated by the California Corporations Code (the "Code").

ARTICLE 3. AUTHORIZED CAPITAL

The Corporation is authorized to issue two (2) classes of shares, designated "Common Stock" and "Preferred Stock" respectively. The total number of shares of Common Stock which this Corporation is authorized to issue is Sixteen Million (16,000,000) and the total number of shares of Preferred Stock which this Corporation is authorized to issue is Four Million (4,000,000). The Preferred Stock may be issued from time to time in one or more series as the Board of Directors may determine. The Board of Directors is authorized within the limitations and restrictions stated in these Amended and Restated Articles of Incorporation (i) to determine and alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly