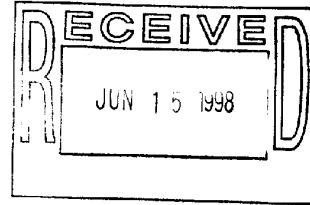


06-26-1998



100749262

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



RECORDATION FORM COVER SHEET -- TRADEMARKS

(Form PTO-1594)

Sir:

6-15-98

Please record the attached original documents or copy thereof.

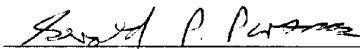
1. The name of the conveying party is CONTINUUM ELECTRO-OPTICS, INC., a California corporation.
2. The name and address of the party receiving the interest is HOYA PHOTONICS, INC., 3150 Central Expressway, Santa Clara, California 95051, a California corporation.
3. The nature of the attached document is Restated Articles of Incorporation, which was executed on January 30, 1998.
4. In connection with the trademark/service mark registration(s) numbers:
 - 1,300,237 for DATACHROM 5000
 - 1,695,210 for CONTINUUM
5. The name and address to whom all correspondence concerning document should be mailed is:
 - Gerald P. Parsons
 - MAJESTIC, PARSONS, SIEBERT & HSUE PC
 - 4 Embarcadero Center, Suite 1100
 - San Francisco, California 94111-4106
 - Telephone: (415) 248-5500
 - Telefacsimile: (415) 362-5418
6. A total of two (2) applications and/or registrations is/are involved in this request.
7. The fee of \$65.00 is enclosed to cover the costs of recordal.
8. The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 13-1030.
9. 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.

Respectfully submitted,

MAJESTIC, PARSONS, SIEBERT & HSUE PC

6/26/1998 TTON11 00000032 1300237
 01 FC:481 40.00 DP
 02 FC:482 25.00 DP

Dated: June 12, 1998.


 Gerald P. Parsons

Atty. Docket: QUAN.006US1
 QUAN.008US0
 QUAN.000XX0

The total number of pages (including cover sheet, attachments, and document) is three (3).

**RESTATED ARTICLES OF INCORPORATION
OF
CONTINUUM ELECTRO-OPTICS, INC.**

HIROSHI SUZUKI certifies as follows:

1. He is the duly elected and acting President and Secretary of **CONTINUUM ELECTRO-OPTICS, INC.**, a California corporation.

2. The Articles of Incorporation of this Corporation are amended and restated to read as follows:

I.

The name of the Corporation is **HOYA PHOTONICS, INC.**

II.

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

III.

This Corporation is authorized to issue one class of shares of stock, and the total number of shares which this Corporation is authorized to issue is 30,000,000, with a par value per share of \$0.001.

IV.

The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California Law.

V.

This Corporation is authorized to provide indemnification to its agents (as defined in Section 317 of the California Corporations Code) through Bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders. Any repeal or modification of this Article V shall only be prospective and shall not affect the rights under this Article V in effect at the time of the

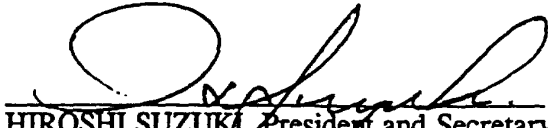
alleged occurrence of any act or omission to act giving rise to liability or indemnification.

3. The foregoing amendment and restatement of this Corporation's Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of this Corporation's Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 10,800,000 shares. The number of shares voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: January 30, 1998


HIROSHI SUZUKI, President and Secretary

2408001\331453.1