

07-22-1998

Docket No. 1393-001
Trademarks Only



100769873

1 d Trademarks
1 r copy thereof:

To the Ho
Please rec

1. Name of Party(ies) conveying an Interest:

Brainstorm MDE, Inc
625 Ellis Street, Suite 100
Mountain View, CA 94043

Entity: Individual(s)
 General Partnership
 Corporation-State: California
 Association
 Merger
 Other: _____

2. Name and Address of Party(ies) receiving an interest:

Brainstorm Networks, Inc.
625 Ellis Street, Suite 100
Mountain View, CA 94043

Entity: Individual(s)
 General Partnership
 Corporation-State: California
 Association
 Merger
 Other: _____

3. Interest Conveyed:

Assignment
 Change of Name
 Security Agreement
 Merger
 Other: _____

If not domiciled in U.S., a domestic representative designation is attached:

Yes
 No

4. Application No. or Registration No. Additional sheet attached? Yes No

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1,900,376

5. Name and Address of Party to Whom Correspondence concerning document should be mailed:

Allan M. Lowe
LOWE HAUPTMAN GOPSTEIN GILMAN & BERNER,
LLP
2034 Eisenhower Avenue, Suite 200
Alexandria, VA 22314

6. Number of applications and registrations involved:
One

7. Amount of Fee Enclosed or Authorized to be Charged:

\$40.00 CK # 1268

8. The Commissioner is hereby authorized to charge any deficiency in payment of the required fee(s) or credit any overpayment to Deposit Account No. 07-1337.

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40.00 OP

DO NOT USE THIS SPACE

9. Date of Execution of attached Document: February 25, 1998

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

7/16/98
Date

Allan M. Lowe
Allan M. Lowe

TRADEMARK
REEL: 1756 FRAME: 0249

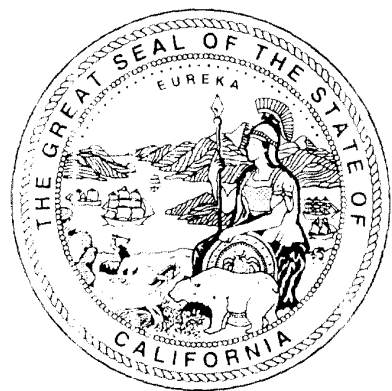
State of California

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this



Bill Jones

Secretary of State

TRADEMARK

A0505008

RECORDED - 1111
FILED - 1111
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

AMENDED AND RESTATED

MAR -3 1998

ARTICLES OF INCORPORATION

GILL JONES, SECRETARY OF STATE

David Zampino and Paul Commons hereby certify that:

1. They are the President and Secretary, respectively, of Brainstorm MDE, Inc., a California corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated to read as follows:

ARTICLE I

NAME

The name of the corporation is Brainstorm Networks, Inc.

ARTICLE II

PURPOSES

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.

ARTICLE III

STOCK

The corporation is authorized to issue only one class of shares designated "Common Stock." The total number of shares of Common Stock which the corporation is authorized to issue is Ten Million (10,000,000).

ARTICLE IV

DIRECTORS' LIABILITY AND INDEMNIFICATION OF AGENTS

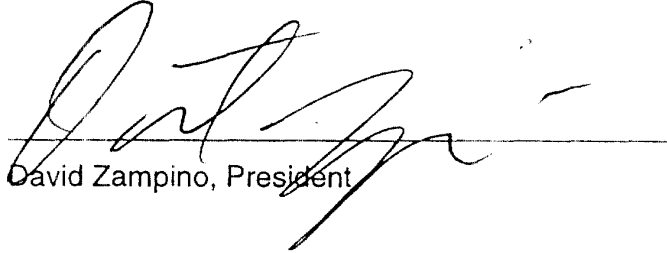
The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

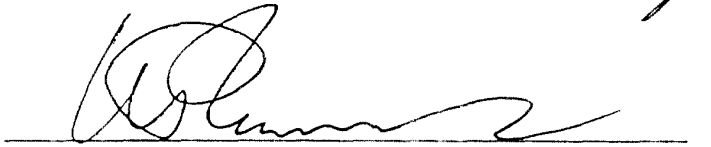
The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, to the fullest extent permissible under California law.

Any amendment, repeal or modification of any provision of this Article IV shall not adversely affect any right or protection of an agent of the corporation existing at the time of such amendment, repeal or modification.

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

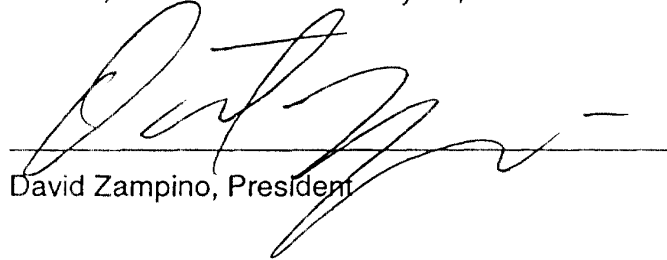
4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of Common Stock of the Corporation is 843,280. The percentage vote required was more than 50% of the Common Stock.

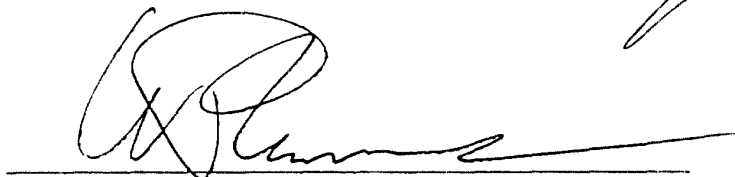

David Zampino, President


Paul Commons, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing Certificate are true of our own knowledge.

Executed at Mountain View, California on February 26, 1998.


David Zampino, President


Paul Commons, Secretary

