

09-04-1998

COVER SHEET
S ONLY

OMB No. 0651-0011 (exp. 4/94)



Tab settings

To The Honorable Comm.

100810411

record the attached original documents or copy thereof.

1. Name of conveying party(ies):

General Computer Systems, Inc.

- Individual(s)
- General Partnership
- Corporation-State DE
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

med 8-31-98

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 06/30/98

2. Name and address of receiving party(ies)

Name: Topaz Technologies, Inc.

Internal Address:

Street Address: 12710 Research Blvd., Suite 300

City: Austin State: TX ZIP: 78759

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State DE
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/507,458; 75/507,459

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Clarissa E. Marischen

Internal Address:

Street Address: 301 Congress Ave., Ste. 1200

City: Austin State: TX ZIP: 78701

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

09/04/1998 DNGUYEN 00000029 75507458
01 FC:481 40.00 DP
02 FC:482 25.00 DP

DO NOT USE THIS SPACE

9. 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.

Clarissa E. Marischen
Name of Person Signing

Clarissa Marischen
Signature

8/17/98
Date

7
Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231



The State of Texas

SECRETARY OF STATE

AMENDED CERTIFICATE OF AUTHORITY
OF

TOPAZ TECHNOLOGIES, INC.
FORMERLY: GENERAL COMPUTER SYSTEMS, INC.

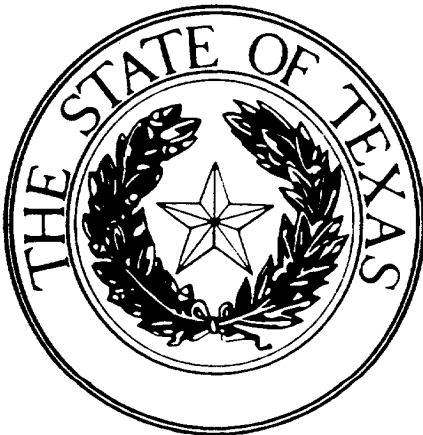
The undersigned, as Secretary of State of Texas, hereby certifies that an application of the above named entity for an Amended Certificate of Authority to transact business in this state, has been received in this office and is found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Amended Certificate of Authority to transact business in this state under the name of

TOPAZ TECHNOLOGIES, INC.

and attaches hereto a copy of the Application for such Amended Certificate.

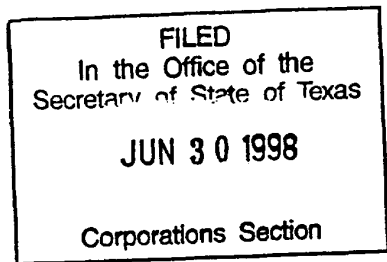
Dated: June 30, 1998
Effective: June 30, 1998



Alberto R. Gonzales LCS

Alberto R. Gonzales
Secretary of State
REEL: 1778 FRAME: 0994

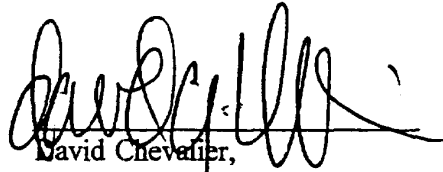
**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY
(Corporation)**



1. The name of the corporation as it currently appears on the records of the secretary of state of Texas is General Computer Systems, Inc.
2. The assumed name of the entity as it currently appears on the records of the secretary of state is GCS Incorporated.
3. A certificate of authority was issued to the corporation on September 8, 1997.
4. The name of the corporation has been changed to TOPAZ TECHNOLOGIES, INC.

GENERAL COMPUTER SYSTEMS, INC.
(dba GCS Incorporated)

By:

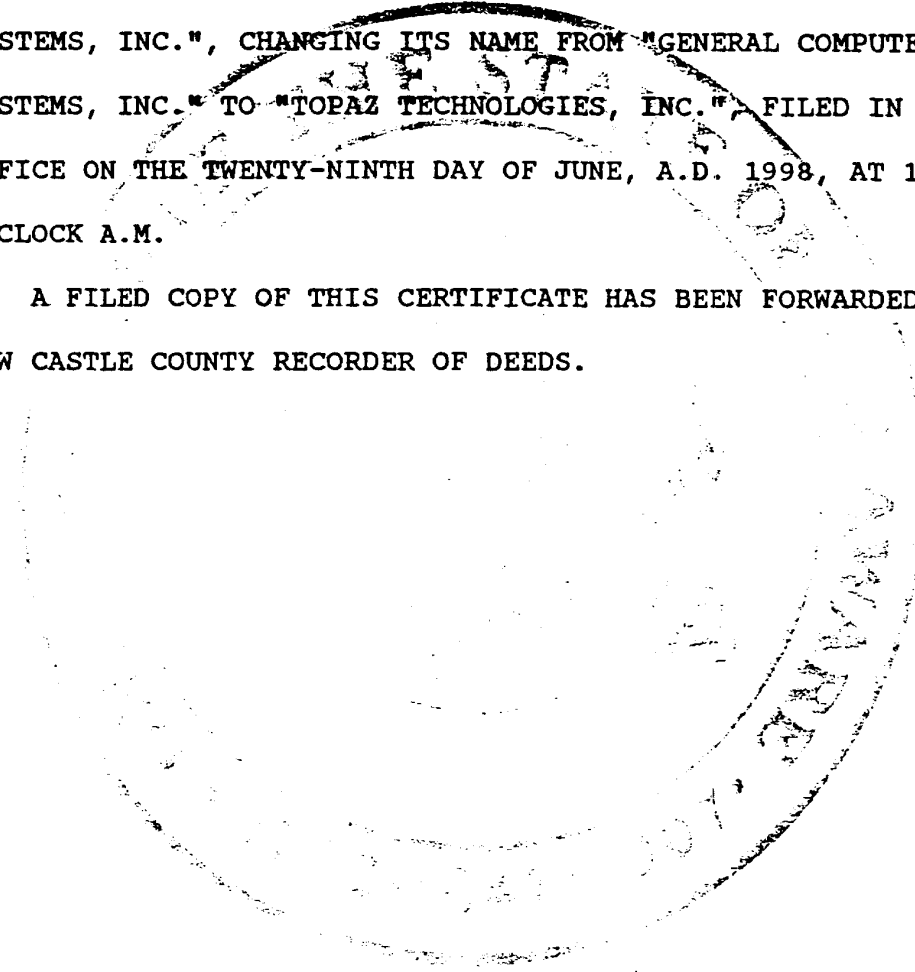


David Chevalier,
President and
Chief Executive Officer

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, 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 "GENERAL COMPUTER SYSTEMS, INC.", CHANGING ITS NAME FROM "GENERAL COMPUTER SYSTEMS, INC." TO "TOPAZ TECHNOLOGIES, INC." FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 1998, AT 10:30 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2783799 8100

981251407

AUTHENTICATION:

9168404

DATE: TRADEMARK

REEL: 1776 FRAME: 06529798

**CERTIFICATE OF AMENDMENT TO
 THE RESTATED CERTIFICATE OF INCORPORATION
 OF
 GENERAL COMPUTER SYSTEMS, INC.
 a Delaware corporation**

General Computer Systems, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: The name of the Corporation is General Computer Systems, Inc. and the Corporation was originally incorporated on August 11, 1997 pursuant to the General Corporation Law of the State of Delaware; and

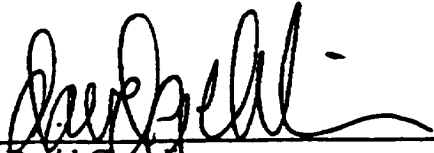
SECOND: In accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, the following resolution amending the Corporation's Restated Certificate of Incorporation was approved by a Meeting of the Board of Directors of the Corporation held on June 25, 1998, and was duly adopted in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware by the required vote of the stockholders of the Corporation pursuant to a Written Consent of the Stockholders of the Corporation in Lieu of Special Meeting, dated June 25, 1998:

RESOLVED, that Article I of the Certificate be amended to read in its entirety as follows:

"The name of the corporation is Topaz Technologies, Inc. (the "Corporation")."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Restated Certificate of Incorporation on June 26, 1998.

GENERAL COMPUTER SYSTEMS, INC.

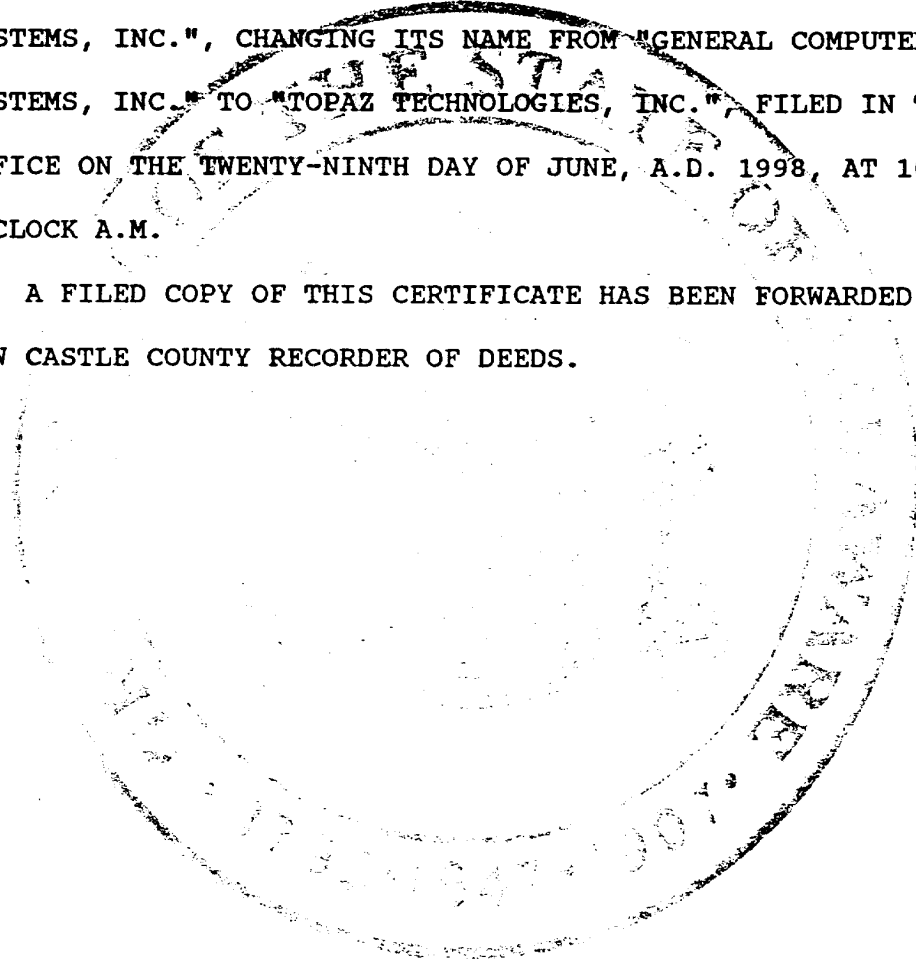
By: 
 David Chevalier
 President and Chief Executive Officer

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "GENERAL COMPUTER SYSTEMS, INC.", CHANGING ITS NAME FROM "GENERAL COMPUTER SYSTEMS, INC." TO "TOPAZ TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 1998, AT 10:30 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2783799 8100

981251407

AUTHENTICATION:

9168403

DATE: TRADEMARK

REEL: 1776 FRAME: 0998 06-29-98

**CERTIFICATE OF AMENDMENT TO
THE RESTATED CERTIFICATE OF INCORPORATION
OF
GENERAL COMPUTER SYSTEMS, INC.
a Delaware corporation**

General Computer Systems, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: The name of the Corporation is General Computer Systems, Inc. and the Corporation was originally incorporated on August 11, 1997 pursuant to the General Corporation Law of the State of Delaware; and

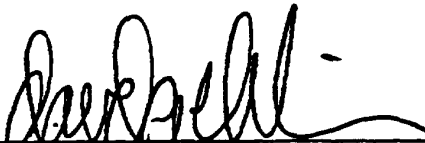
SECOND: In accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, the following resolution amending the Corporation's Restated Certificate of Incorporation was approved by a Meeting of the Board of Directors of the Corporation held on June 25, 1998, and was duly adopted in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware by the required vote of the stockholders of the Corporation pursuant to a Written Consent of the Stockholders of the Corporation in Lieu of Special Meeting, dated June 25, 1998:

RESOLVED, that Article I of the Certificate be amended to read in its entirety as follows:

"The name of the corporation is Topaz Technologies, Inc. (the "Corporation")."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Restated Certificate of Incorporation on June 26, 1998.

GENERAL COMPUTER SYSTEMS, INC.

By: 

David Chevalier
President and Chief Executive Officer

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