

02-23-1999

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

REC



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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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REC 2-8-99

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

AETAS PERIPHERAL CORPORATION



Name of receiving party(ies)

AETAS TECHNOLOGY CORPORATION

02-08-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #26

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

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

3. Nature of conveyance:

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

Execution Date: 1/28/99

Address:

Street Address: 3868 CARSON STREET City: TORRANCE State: CA ZIP: 90503

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State DELAWARE, 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)

75/232,767 75,242,543 75/418,891 75/418,898

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: EDWARD A. SOKOLSKI

Internal Address:

Street Address: 3868 CARSON STREET, STE. 105

02/22/1999 DNGUYEN 00000215 75232767

01 FC:481 02 FS:482 TORRANCE State: CA ZIP:90503

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed 115 E Authorized to be charged to deposit account

ANY DEFICIENCIES

8. Deposit account number: 19-3129

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

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.

EDWARD A. SOKOLSKI

Name of Person Signing

Signature

2/5/99 Date

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

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 RESTATED CERTIFICATE OF "AETAS PERIPHERAL CORPORATION", CHANGING ITS NAME FROM "AETAS PERIPHERAL CORPORATION" TO "AETAS TECHNOLOGY CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1999, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2631149 8100

991035150

9546382

AUTHENTICATION:

01-28-99

DATE:

TRADEMARK
REEL: 1858 FRAME: 0180

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AETAS PERIPHERAL CORPORATION**

Aetas Peripheral Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify that:

1. The name of the corporation is Aetas Peripheral Corporation. Aetas Peripheral Corporation was originally incorporated under the same name, and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on June 6, 1996 and was amended and restated by the First Amended and Restated Certificate of Incorporation on July 24, 1996. A Certificate of Designation, Preferences and Rights of Series A Preferred Stock of Aetas Peripheral Corporation was filed on July 24, 1996. The First Amended and Restated Certificate of Incorporation was amended by a Certificate of Amendment on April 21, 1998.

2. The Second Amended and Restated Certificate of Incorporation in the form attached hereto as Exhibit A has been duly adopted in accordance with the provisions of Sections 242, 245 and 228 of the General Corporation Law of the State of Delaware by the directors and stockholders of the Corporation, and prompt written notice was duly given pursuant to Section 228 to those stockholders who did not approve the Second Amended and Restated Certificate of Incorporation by written consent.

3. The Second Amended and Restated Certificate of Incorporation so adopted reads in full as set forth in Exhibit A attached hereto and is hereby incorporated herein by this reference.

4. The Certificate of Incorporation of this corporation is hereby amended and restated to read in its entirety as set forth in the Second Amended and Restated Certificate of Incorporation attached hereto as Exhibit A.

IN WITNESS WHEREOF, Aetas Peripheral Corporation has caused this Second Amended and Restated Certificate of Incorporation to be duly executed by its President as of January 27, 1999.

AETAS PERIPHERAL CORPORATION

By:


Bobo Wang, President

EXHIBIT A

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AETAS PERIPHERAL CORPORATION**

FIRST

The name of the Corporation is Aetas Technology Corporation.

SECOND

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended from time to time.

FOURTH

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 60,000,000 shares, comprised of 35,000,000 shares of Common Stock with a par value of \$.001 per share (the "Common Stock") and 25,000,000 shares of Preferred Stock with a par value of \$.001 per share (the "Preferred Stock").

The Preferred Stock shall be divided into series. As of the date this Second Amended and Restated Certificate of Incorporation is filed with the Delaware Secretary of State, (the "Filing Date") 10,080,000 of the shares of Preferred Stock are designated "Series A Preferred Stock" (the "Series A Preferred") and 9,375,000 of the shares of Preferred Stock are designated "Series B Preferred Stock" (the "Series B Preferred"). The