

04-06-1999

FORM PTO-1594 (Substituted)

3-29-99

RECC



T U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

REEL 101002695

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

1. Name of conveying party(ies): Information Display Technology/INCORPORATION

Individual Association
 General Partnership Limited Partnership
 Corporation-State
 Other: _____

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

2. Name and address of receiving party(ies):

Name: Polyvision Corporation

Address: 48-62 36th Street

City: Long Island City State: NY Zip: 11101

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 24, 1995

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 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): _____

B. Trademark Registration No(s): TM
1,761,307 and 1,777,217

Additional numbers attached? Yes No

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

Name: Frederick H. Colen
REED SMITH SHAW & McCLAY LLP

Address: P.O. Box 488
04/06/1999 JS1000AZZ 00000011 180582 1761307
01 FC:481 40.00 CH
02 FC:482 25.00 CH
 City: Pittsburgh State: PA Zip: 15230

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6)): \$ 65.00 E

Enclosed
 Authorized to be charged to deposit account 18-0582
 Charge any deficiency to deposit account

8. Deposit account number:
18-0582

(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 and copy of the original document.

Frederick H. Colen
 Name of Person Signing

[Signature]
 Signature

March 24, 1999
 Date

Total number of pages including cover sheet, attachments, and document: 17

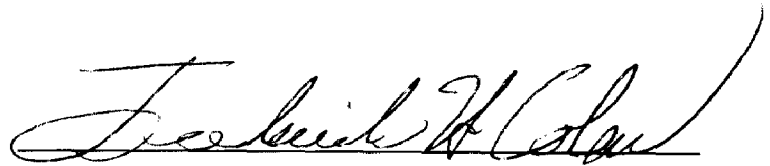
Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

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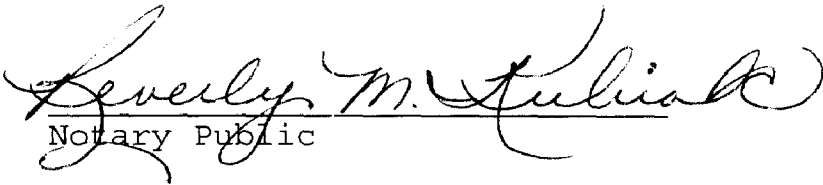
TRADEMARK REEL: 1877 FRAME: 0949

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

I, Frederick H. Colen, hereby state that the attached Restated Certificate of Incorporation of Information Display Technology, Inc., filed March 24, 1995 with the Secretary of State of the State of New York, changing, among other things, the name of Information Display Technology, Inc. to Polyvision Corporation (see Paragraph 3(a)) is a true and correct copy of said Restated Certificate of Incorporation.



Subscribed and sworn to before
Me this 24th day of March, 1999



Notary Public

My Commission Expires:

Notarial Seal
Beverly M. Kubiak, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Oct. 25, 1999
Member, Pennsylvania Association of Notaries

*State of New York }
Department of State } ss:*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

OCT 14 1998



Special Deputy Secretary of State

DOS-1266 (5/96)

CT-071

RESERVED CERTIFICATE OF INCORPORATION

OF

95 05 24 000 306

INFORMATION DISPLAY TECHNOLOGY, INC.

Under Section 807 of the Business Corporation Law

We, the undersigned, N. Roy Anderson and Alan J. Nickerson, being respectively, the President and Chief Operating Officer and the Chief Financial Officer and Secretary of Information Display Technology, Inc. (the "Corporation"), hereby certify as follows:

1. The name of the Corporation is Information Display Technology, Inc. The name under which the Corporation was formed is RT Acquisition Associates, Inc.

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on May 11, 1987.

3. The Certificate of Incorporation of the Corporation as originally amended, is hereby further amended as follows:

(a) to change the name of the Corporation from "Information Display Technology, Inc." to "PolyVision Corporation", as set forth in Article FIRST of the Certificate of Incorporation;

(b) (i) to increase the total number of authorized shares of Common Stock from 50,000,000, par value \$.001 per share, to 375,000,000, par value \$.001 per share, and increase the total number of authorized shares of Preferred Stock from 5,000,000, par value \$.01 per share, to 1,500,000, par value \$.01 per share, resulting in an increase in the total number of authorized shares of stock of the Corporation from 50,005,000 to 376,500,000;

(ii) to change, immediately following the foregoing increase in authorized shares, the total number of authorized shares of Common Stock from 375,000,000, par value \$.001 per share, into 25,000,000, par value \$.001 per share, by substituting the word "25,000,000" for the word "375,000,000" in paragraph (a) of Article FOURTH of the restated Certificate of Incorporation;

(c) to add to paragraph (d) of Article FIFTH of the restated Certificate of Incorporation a provision fixed by the Board of Directors with respect to the designation, relative rights, preferences and limitations of a series of Preferred Stock of the Corporation;

(d) ~~to~~ add a new Article NINTH to the Certificate of Incorporation eliminating, to the fullest extent permitted by New York law, the personal liability of directors to the Corporation or its shareholders for monetary damages for breach of their fiduciary duties as directors;

(e) to add a new Article TENTH to the Certificate of Incorporation providing that the number of directors shall be fixed from time to time by or pursuant to the laws of the Corporation and that the Board of Directors shall be divided into two or more classes, depending on the number of directors so fixed, of not less than three directors each;

(f) to eliminate the series of Preferred Stock, par value \$0.01 per share, of the Corporation designated as "Series I Preferred Stock."

4. Upon the effectiveness of the amendment set forth in Section 3(b)(1) above increasing the number of authorized shares of Common Stock, par value \$0.01 per share, from 50,000,000 to 375,000,000 and increasing the number of authorized shares of Preferred Stock, par value \$0.01 per share, from 5,000 to 1,500,000, the Corporation will issue 111,198,528 shares of Common Stock and 1,020,076 shares of Series A Preferred Stock in connection with a business combination transaction. As a result of the foregoing increase in authorized shares and the foregoing issuance of such shares in connection with the business combination transaction, the status of the authorized shares of the Corporation shall be as follows:

(a) 124,515,493 shares of Common Stock, par value \$0.01 per share, shall be authorized, issued and outstanding; and

(b) 1,020,076 shares of Series A Preferred Stock, par value \$0.01 per share, shall be authorized, issued and outstanding.

5. Upon the effectiveness of the amendment set forth in Section 3(b)(2) above, effecting a 1 for 15 reverse stock split of the Common Stock (but not the Preferred Stock), all of the authorized shares of Common Stock, par value \$0.01 per share, shall be changed into new shares of Common Stock, par value \$0.01 per share, at a rate of 15 shares of Common Stock, par value \$0.01 per share, for each 15 previously authorized shares of Common Stock, par value \$0.01 per share. As a result of the foregoing 1 for 15 reverse stock split of the Common Stock, the status of the authorized shares of the Corporation shall be as follows:

(a) 8,301,033 shares of Common Stock, par value \$0.01 per share, shall be authorized, issued and outstanding; and

(b) 1,020,076 shares of Series A Preferred Stock, par value \$0.01 per share, shall be authorized, issued and outstanding.

6. The stated capital of the Corporation shall be as amended by the foregoing amendments.

-7. To effect the foregoing amendments specified in paragraphs 3(a) through 3(e) above, Article FIRST and paragraph (a) of Article FOURTH of the Certificate of Incorporation are hereby amended, and paragraph (d) of Article FOURTH and Articles NINTH and TENTH of the Certificate of Incorporation are hereby added, to read in their entirety as set forth in the following restated Certificate of Incorporation, which restates the text of the Certificate of Incorporation as heretofore amended and as further amended and changed hereby:

FIRST: The name of the Corporation is PolyVision Corporation.

SECOND: This Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York, provided that it is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board or other body, without such approval or consent first being obtained.

THIRD: The office of the Corporation in the State of New York shall be located in the County of New York.

FOURTH: (a) The Corporation shall be authorized to issue the following shares:

Class	Number of Shares	Par Value
Common Stock	25,000,000	\$.001
Preferred Stock	1,500,000	\$.01

(b) No holder of any shares of the Corporation shall, because of his ownership of shares of the Corporation, have a preemptive or other right to purchase, subscribe for, or take any part of any shares of the Corporation or any part of the notes, debentures, bonds, or other securities convertible into or providing for options or warrants to purchase shares of the Corporation which are issued, offered, or sold by the Corporation after its incorporation, whether the shares, notes, debentures, bonds, or other securities be authorized by this Certificate of Incorporation, or by an amended certificate duly filed and in effect at the time of the issuance, offer, or sale of such shares, notes, debentures, bonds or other securities. Any part of the shares authorized by this certificate duly filed and any part of any notes, debentures, bonds, or other securities convertible into or providing for options or warrants to purchase shares of the Corporation may at any time be issued, offered for sale, and sold or disposed of by the Corporation, pursuant to a resolution of its Board of Directors and to such persons and upon such terms and conditions as the Board of Directors may, in its sole discretion, deem proper and advisable, without first offering to existing shareholders any part of such shares, notes, debentures, bonds or other securities.

(c) Subject to the provisions of this Certificate of Incorporation and except as otherwise provided by law, the stock of the Corporation, regardless of class,

issued for such consideration and for such corporate purposes as the Board of Directors may from time to time determine.

(d) The designation, relative rights, preferences and limitations of the shares of each class are as follows:

A. Shares of Common Stock.

Subject to the provisions of any applicable law, or of the By-laws of the Corporation as from time to time amended, with respect to the closing of the transfer books or the fixing of a record date for the determination of shareholders entitled to vote and except as otherwise provided by law or by the resolution or resolutions providing for the issue of any series of Preferred Stock, the holders of outstanding Common Stock shall exclusively possess voting power for the election of directors and for all other purposes, each holder of record of Common Stock being entitled to one vote for each share of Common Stock standing in his name on the books of the Corporation. Except as otherwise provided by the resolution or resolutions providing for the issue of any series of Preferred Stock, the holders of Common Stock shall be entitled, to the exclusion of the holders of Preferred Stock of any and all series, to receive such dividends as from time to time may be declared by the Board of Directors. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment shall have been made to the holders of Preferred Stock of the full amounts for which they shall be entitled pursuant to the resolution or resolutions providing for the issue of any series of Preferred Stock, the holders of Common Stock shall be entitled, to the exclusion of the holders of Preferred Stock of any and all series, to share, ratably according to the number of shares of Common Stock held by them, in all remaining assets of the Corporation available for distribution to its shareholders.

B. Shares of Preferred Stock.

The shares of Preferred Shares may be issued from time to time in one or more series of any number of shares, provided that the aggregate number of shares issued and not canceled of any and all such series shall not exceed the total number of shares of Preferred Stock hereinabove authorized, and with distinctive serial designations, all as shall hereafter be stated and expressed in the resolution or resolutions providing for the issue of such Preferred Stock from time to time adopted by the Board of Directors pursuant to authority so to do which is hereby vested in the Board of Directors. Each series of Preferred Stock (a) may have such voting powers, full or limited, or may be without voting powers; (b) may be subject to redemption at such time or times and at such prices; (c) may be entitled to receive dividends (which may be cumulative or non-cumulative) at such rate or rates, on such conditions and at such times, and payable in preference to, or in such relation to, the dividends payable to any other class or classes or series of stock; (d) may have such rights upon the distribution of the assets of the Corporation; (e) may be made convertible, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of shares of the Corporation at such price or prices of or above par.

exchange and with such adjustments; (f) may be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of such series, in such amount or amounts; (g) may be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding shares of the Corporation; and (h) may have such other relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof; all as shall be stated in said resolution or resolutions providing for the issue of such Preferred Stock. Shares of Preferred Stock of any series which have been redeemed (whether through the operation of a sinking fund or otherwise) or which, if convertible or exchangeable, have been converted into or exchanged for shares of any other class or classes shall have the status of authorized and unissued shares of Preferred Stock of the same series and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Stock, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Stock.

C. Shares of Series A Preferred Stock

1. **Designation, Number and Par Value.** The shares of a series of Preferred Stock shall be designated as "Series A Preferred." The number of shares which shall constitute Series A Preferred shall be 1,020,076 shares. Shares of Series A Preferred shall have a par value of \$.01 per share.

2. **Ranking.** Shares of Series A Preferred shall, with respect to distribution rights upon the liquidation, dissolution or winding-up of the affairs of the Corporation and dividend rights, rank senior to all classes or series of common stock and preferred stock of the Corporation, whether now existing or hereafter created.

3. Dividends.

(a) For so long as any shares of Series A Preferred shall be outstanding and until all shares of Series A Preferred are redeemed by the Corporation, the holders of shares of Series A Preferred shall be entitled to receive cumulative dividends at the annual rate of \$2.00 per share. Cumulative dividends on outstanding shares of Series A Preferred shall accrue from the date of the issuance of such shares (the "Issue Date") through and including the date of redemption for all such shares. Such cumulative dividends shall be payable quarterly in arrears on the first day of the months of March, June, September and December or, in the event such date is not a Business Day, on the first Business Day immediately following such date. The dividend accrued for any period which is not a quarter shall be computed on a pro rata basis for the actual number of days elapsed in the period for which payable, including the date of payment. Such dividends shall be paid to the holders

of record of the Series A Preferred at the close of business on the date specified by the Board of Directors of the Corporation at the time such dividend is declared; provided, however, that such date shall not be more than 50 days nor less than 10 days prior to the date on which such dividend is payable.

(b) So long as any shares of Series A Preferred shall be outstanding, no dividend, whether in cash or property, shall be paid or declared, nor shall any distribution be made, on any other class or series of common stock or preferred stock of the Corporation ("Junior Stock"), nor shall any shares of any Junior Stock be purchased, redeemed or otherwise acquired for value by the Corporation or by any subsidiary of the Corporation, directly or indirectly, unless the holder(s) of a majority of the shares of Series A Preferred, voting as a class, shall approve such dividend, distribution, purchase, redemption or acquisition.

4. Liquidation, Dissolution or Winding-Up.

(a) In the event of a voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the Corporation, the holders of shares of Series A Preferred shall be entitled to receive a liquidation value of \$25.00 per share, plus accrued dividends thereon payable in cash, before any payment to any holders of any Junior Stock.

(b) If such payments shall have been made in full to the holders of shares of Series A Preferred, the remaining assets and funds of the Corporation shall be distributed among the holders of outstanding shares of Junior Stock, according to their respective rights and preferences. If, upon any liquidation, dissolution or winding-up of the affairs of the Corporation, the amounts so payable are not paid in full to the holders of all outstanding shares of Series A Preferred, the holders of shares of Series A Preferred shall share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be respectively entitled. Neither the consolidation or merger of the Corporation, nor the sale, lease or conveyance of all or a part of its assets, shall be deemed a liquidation, dissolution or winding-up of the affairs of the Corporation within the meaning of this Section 4(b).

5. Redemptions of Series A Preferred.

(a) Redemptions with Public Offering Proceeds. So long as any shares of Series A Preferred are outstanding, the Corporation shall redeem (subject to restrictions on payment of dividends, redemption payments and other distributions contained in any material agreement pursuant to which the Corporation is subject) such shares of Series A Preferred on a redemption date which is ten days following each date the Corporation receives proceeds from the issuance of any note, bond, debenture, evidence of indebtedness, share of capital stock or any other security ("securities") issued by the Corporation in an underwritten public offering for a period of ten years after the Issue Date, at a redemption price equal to \$25.00 per share, together with accrued dividends to the redemption date. The number of shares of Series A Preferred to be redeemed on each such redemption date shall equal not less than 30% of the cash proceeds to the Corporation of the issuance of such securities (less underwriting

discounts and expenses of issuance), divided by the redemption price per share, with the resulting figure being rounded to the nearest whole number of shares. The obligation of the Corporation to redeem the shares of Series A Preferred pursuant to this Section 5(A) shall be cumulative so that if the Corporation shall be prevented by any such restrictions from redeeming on any such date of receipt of proceeds the number of such shares which in the absence of such restrictions it would be required to redeem on such date, the number of such shares to be redeemed shall be redeemed as soon as the Corporation shall not be so prevented from redeeming the shares of Series A Preferred. No redemption of shares of Series A Preferred pursuant to this Section 5(a), nor any purchase or other acquisition of any such shares by the Corporation, shall constitute a retirement of such shares in lieu of or as a credit against any redemption required by this Section 5.

(b) **Optional Redemption by Corporation.** (i) At any time and from time to time, the Corporation may, at its option (subject to the other provisions of this Section 5), subject to restrictions on payment of dividends, redemption payments and other distributions contained in any material agreement pursuant to which the Corporation is subject, redeem all or part of the outstanding shares of Series A Preferred at a price equal to \$25.00 per share (as adjusted for stock splits, recapitalizations, reclassifications and similar events), together with accrued dividends to the redemption date.

(ii) The right of the Corporation to redeem shares of Series A Preferred pursuant to this Section 5(b) shall be conditioned upon its giving notice of redemption, signed by its President or a Vice President and by its Treasurer or an Assistant Treasurer, to each holder of Series A Preferred, not less than 10 days and not more than 30 days prior to the date upon which the redemption is to be made specifying (A) the total number of shares of the Series A Preferred to be redeemed, (B) the shares of Series A Preferred held by such holder which are to be redeemed, (C) the date of such redemption (which shall be a Business Day), (D) the accumulated and unpaid dividends (up to but not including the date upon which the redemption is to be made) and (E) that the redemption is being made pursuant to this Section 5(b). Notice of redemption having been so given, the total price for the redemption of shares of the Series A Preferred so specified in such notice, together with all accrued dividends thereon, shall become due and payable on the specified redemption date.

(iii) In the event that a redemption under this Section 5(b) does not redeem all outstanding shares of the Series A Preferred, the shares of Series A Preferred to be redeemed shall be selected among all Series A Preferred at the time of redemption in proportion, as nearly as practicable, to the respective number of shares of Series A Preferred held by each holder of Series A Preferred.

(c) **Payment of Interest.** Payment in Redemption. (i) All amounts due and payable on any date set for redemption under this Section 5 shall bear interest at the lesser of the rate of 10% per annum or the maximum rate permitted by law from such redemption date through and including the date on which such amounts are paid in full; provided, however, that the foregoing provision for interest shall not apply to the

in addition to and not in lieu of any other remedies of the holders for non-payment of amounts due and payable on any date set for redemption.

(ii) On any date set for redemption under this Section, the Corporation shall redeem the shares of Series A Preferred at the redemption price and therefor by payment in federal or other immediately available funds by bank check or, if requested by the holder of such shares, by wire transfer to the account (as designated to the Corporation) of such holder or nominee at any bank or trust corporation in the United States of America.

(iii) On the date fixed for redemption, the holders of shares of Series A Preferred to be redeemed shall surrender the certificates for such shares to be redeemed to the Corporation at its principal office (or such other office or agency as may be designated by the Corporation by notice in writing to the holders of Series A Preferred) provided, however, that if, on the date fixed for redemption, funds necessary for the redemption shall be available therefor and shall have been irrevocably deposited or set aside, then notwithstanding that the certificates evidencing any shares so called for redemption shall not have been surrendered, no dividends with respect to such shares shall accrue after the date fixed for redemption, such shares shall no longer be deemed outstanding, the holders thereof shall cease to be shareholders, and all rights whatsoever with respect to such shares so called for redemption (except the right of the holders to receive the redemption price set therefor in accordance with this Section 5 without interest upon their surrender of the certificate therefor) shall terminate. Any monies deposited by the Corporation pursuant to the foregoing provision and not used by the end of one year from the date fixed for redemption shall, to the extent permitted by law, be returned to the Corporation, after which return the holders of shares of Series A Preferred called for redemption shall look only to the Corporation for the payment thereof. Shares of Series A Preferred redeemed by the Corporation shall be restored to the status of authorized but unissued shares of Preferred Stock of the Corporation, pursuant to Section 513 of the New York Business Corporation Law, undesignated as to series, and may thereafter be issued, but not as shares of Series A Preferred.

6. Voting Rights

(a) So long as any shares of Series A Preferred are outstanding, the consent of the holders of at least a majority of shares of Series A Preferred then outstanding, given in person or by proxy, either in writing without a meeting or by ballot at a meeting called for such purpose, shall be necessary for approving, amending, or repealing:

(i) any amendment, alteration or repeal of the provisions of the Certificate of Incorporation or of the By-laws of the Corporation which adversely affects the rights or preferences of the holders of the Series A Preferred; or the authorization, creation or issuance of; or the increase in the authorized number of; or any security convertible into any stock; provided, however, that the

the provisions of the Corporation's Certificate of Incorporation or By-laws so as to authorize, create or increase the authorized amount of any stock or any security convertible into any stock ranking junior in all rights and preferences to the Series A Preferred nor (y) the authorization, creation or issuance of, or the increase in the authorized amount of, any stock or any security convertible into any stock ranking junior in all rights and preferences to the Series A Preferred, shall be deemed to adversely affect the rights of the holders of the Series A Preferred;

(ii) the merger or consolidation of the Corporation with or into any other corporation other than (A) the merger of a subsidiary into the Corporation so long as (x) the Corporation is the surviving company and (y) the rights and preferences of the Series A Preferred remain the same and there are no classes of stock authorized or outstanding which rank senior to the Series A Preferred in the distribution of assets on any liquidation, dissolution or winding-up of the affairs of the Corporation or in the payment of dividends or (B) the merger of the Corporation or a subsidiary thereof with The Alpine Group, Inc., a Delaware corporation ("Alpine"), or a subsidiary or subsidiaries thereof;

(iii) a sale of all or substantially all of the assets of the Corporation;

(iv) any liquidation or dissolution of the Corporation; and

(v) any dividends or distributions on or redemptions or purchases of any stock other than Series A Preferred so long as the Corporation is in arrears in the payment of dividends on, or in the redemption of, the Series A Preferred.

(b) Holders of shares of Series A Preferred shall have no voting rights other than as set forth in this Section 6, in the Certificate of Incorporation or as mandated in the New York Business Corporation Law in effect at such time, except that if the Corporation is in arrears in the payment of dividends in an amount equal to or exceeding four quarterly dividend payments and until all such arrearages are repaid in full, the holders of the Series A Preferred, voting as a class, shall be entitled to elect by a majority vote one director (who may appoint an observer when he is unable to attend meetings) to the Board of Directors of the Corporation.

(c) Upon and subject to the transfer of record ownership of shares of Series A Preferred by Alpine or Kirkbi Projekt A/S to any other person or entity (other than Alpine or an "affiliate" of Alpine, as such term is defined in Rule 405 of Regulation C under the Securities Act of 1933, as amended), or any of their nominees, such other person or entity owning shares of Series A Preferred shall be entitled, in addition to the voting and other rights set forth in subsections (a) and (b) of this Section 6, to one vote per share (as adjusted for subdivision, combinations and reclassifications of IDT Common Stock) and shall vote together with the holders of Common Stock and of any other class or series of stock which may similarly be entitled to vote with the holders of Common Stock as a single class upon all matters upon which shareholders are entitled to vote.

7. **No Other Rights.** The shares of Series A Preferred shall not have any relative powers, preferences or rights, nor any qualifications, limitations or restrictions thereof, other than as set forth herein, in the Certificate of Incorporation or pursuant to the New York Business Corporation Law in effect at such time.

8. **Business Day.** The term "Business Day" shall mean any day other than a Saturday, Sunday or other day on which banks in the State of New York are required or authorized to be closed.

9. **Notices.** All notices and other correspondence to be delivered to the holders of Series A Preferred shall be given, unless otherwise indicated, by first class mail postage prepaid, to each holder of record as its address appears in the stock register of the Corporation.

FIFTH: The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is B/G CT Corporation System, 1633 Broadway, New York, New York 10019.

SIXTH: The shareholders or the Board of Directors of the Corporation shall have the power to adopt, alter, amend or repeal the By-laws of the Corporation.

SEVENTH: The Corporation may, to the fullest extent permitted by Sections 721 through 726 of the Business Corporation Law of New York, indemnify any and all directors and officers whom it shall have power to indemnify under the said sections from and against any and all of the expenses, liabilities or other matters referred to in or covered by such sections, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which the persons so indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to acting in his official capacity and as to action in another capacity by holding such office, and shall continue as to a person who has ceased to be a director or officer and shall have to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: A director or officer of the Corporation shall not, in the absence of fraud, be disqualified by his office from dealing with or contracting with the Corporation as vendor, purchaser or otherwise.

In the absence of fraud, no transaction, contract or act of the Corporation, the Board of Directors, the Executive Committee of the Board of Directors, or any other duly constituted committee, shall be void, voidable or affected by reason of the fact that any director or officer of the Corporation, or any firm of which any director or officer of the Corporation is a partner, or any corporation of which any director or officer of the Corporation is an officer, is a shareholder, is in any way interested in the transaction, contract or act.

(a) the fact of such common directorship, officerhip, or financial or other interest is disclosed or known to the Board of Directors or the Executive Committee, and the Board of Directors or the Executive Committee approves the transaction, contract or act by a vote sufficient for such purposes without the vote of such interested director, if any; provided that any such director may be counted in determining the presence of a quorum at any such meeting of the Board of Directors or the Executive Committee; or

(b) the fact of such common directorship, officerhip or financial or other interest is disclosed or known to the shareholders entitled to vote on the transaction, contract or act and the transaction, contract or act is approved by vote of the shareholders entitled to vote thereon, whether or not the Board of Directors or the Executive Committee has approved the transaction, contract or act.

Any such transaction, contract or act which ratified by a majority in interest of a quorum of the shareholders of the Corporation having voting power at any annual or special meeting called for such purpose, shall, if such common ownership or financial or other interest is disclosed in the notice of the meeting, be valid and as binding as though approved or ratified by every shareholder of the Corporation, except as otherwise provided by the laws of the State of New York.

NINTH: No director shall be personally liable to the Corporation or any shareholder for damages for any breach of duty in such capacity, except if a judgment or other final adjudication adverse to the director establishes that (i) the director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, (ii) the director personally gained in fact a financial profit or other advantage to which he was not legally entitled, or (iii) the director's acts violated Section 719 of the Business Corporation Law of New York. If the Business Corporation Law of New York is amended after approval by the shareholders of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of directors of the Corporation shall be eliminated or limited to the fullest extent permitted by the Business Corporation Law of New York, as so amended. Neither the amendment nor repeal of this Article NINTH, nor the adoption of any provision of this Certificate of Incorporation or the By-laws of the Corporation or of any statute inconsistent with this Article NINTH, shall eliminate or reduce the effect of this Article NINTH in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

TENTH: The number of directors of the Corporation shall be fixed from time to time by or pursuant to the By-laws of the Corporation. The directors shall be classified, with respect to the time for which they severally hold office, into two classes, as nearly equal in number as possible (but with not less than three directors in each class or such lesser number as may be permitted by law), as shall be provided in or pursuant to the By-laws of the Corporation. One class to be originally elected for a term expiring at the annual meeting of shareholders to be held in 1996 and another class to be originally elected for a term expiring at the annual meeting of shareholders to be held in 1997, with each class to hold office until its successors are elected.

and qualified. At each annual meeting of the shareholders of the Corporation, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of shareholders held in the second year following the year of their election. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director or cause, directly or indirectly, a decrease in the number of classes of directors, except as required by law.

Notwithstanding the immediately preceding paragraph, in the event that the number of directors of the Corporation (I) shall be fixed at nine or a greater number or (II) shall be fixed at a number that would, under law, permit the directors to be divided into three classes, then at the next succeeding annual meeting of the shareholders of the Corporation (the "Three-Class Annual Meeting"), the directors shall be divided into three classes, as nearly equal in number as possible (but with no less than three directors in each class or such lesser number as may be permitted by law) as shall be provided in or pursuant to the By-laws of the Corporation. At the Three-Class Annual Meeting, one class shall be originally elected for a term expiring at the third succeeding annual meeting. The class of directors whose term, pursuant to the foregoing paragraph would not have expired until the annual meeting next succeeding the Three-Class Annual Meeting shall complete the term for which such class was originally elected. At each annual meeting of the shareholders subsequent to the Three-Class Annual Meeting, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring in the third year following the year of their election.

Newly-created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled by the vote of the Board of Directors, provided that if the number of directors then in office is less than a quorum, such newly-created directorships and vacancies shall be filled by the vote of a majority of the remaining directors then in office. Any director elected in accordance with the preceding sentence shall hold office until the next meeting of shareholders at which the election of directors is in the regular order of business and until such director's successor shall have been elected and qualified.

Whenever the holders of any one or more classes or series of preferred stock of the Corporation shall have the right, voting separately by class or series, at each annual or special meeting of shareholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Article IV, unless expressly otherwise provided by the resolution or resolutions providing for the creation of such series.

4. To effect the foregoing amendment specified in paragraph 3 hereof, the Certificate of Incorporation is hereby amended by repealing the Certificate of Incorporation of the Corporation relating to the series of preferred stock designated as "Series I Preferred Stock," dated April 28, 1995 and then by the laws of the State of New York on April 28, 1995.

(a) The foregoing amendments to Articles FIFTH, SIXTH, SEVENTH, EIGHTH, NINTH and the addition of Article TENTH were authorized by the affirmative vote of the holders of a majority of the Common Stock entitled to vote thereon at the Annual Meeting of Shareholders held on May 24, 1993.

(b) The foregoing addition to the Certificate of Incorporation and the elimination of "Series I Preferred Stock" was authorized by the affirmative vote of the holders of a majority of the Common Stock entitled to vote thereon at the Annual Meeting of Shareholders held on December 21, 1994 and April 28, 1995. There are no issued and outstanding shares of "Series I Preferred Stock" and the same has been eliminated by this amendment.

IN WITNESS WHEREOF, we have hereunto set our hand and seal of the Corporation on this 16th day of March, 1999, we affirm the statements contained therein.

CT-07

RESTATED CERTIFICATE OF INCORPORATION
OF
INFORMATION DISPLAY TECHNOLOGY, INC.

UNDER SECTION 807 OF THE BUSINESS CORPORATION LAW

FILED

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