

04-22-1999

TRADEMARK



& McCONKIE
LEGAL CORPORATION

101017647

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‡ ALSO ADMITTED IN DISTRICT OF COLUMBIA
± ALSO ADMITTED IN NEW MEXICO
§ ALSO ADMITTED IN WYOMING
* ALSO ADMITTED IN ARIZONA
+ ALSO ADMITTED IN MINNESOTA
+ LEAVE OF ABSENCE
• REGISTERED PATENT ATTORNEY

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RAYMOND W. GEE

April 8, 1999

BOX ASSIGNMENTS
Honorable Commissioner of Patents
and Trademarks
Washington, D.C. 20231

4/12/99

Sir:

The enclosed document is being submitted for recordation in accordance with 37 C.F.R. § 3.11. Pursuant to 37 C.F.R. §§ 3.28 and 3.31, the following information is provided:

Conveying party(ies):	Assist International Incorporated (a corporation of the state of Utah)
Receiving party(ies):	Assist Cornerstone Technologies, Inc. (a corporation of the state of Utah) Address: 77 West 200 South, Suite 500, Salt Lake City, Utah 84101
Nature of conveyance:	Amended and Restated Articles of Incorporation
Date of execution:	March 19, 1997
Registration No:	2,179,034
Issued:	August 4, 1998
Mark:	ASSIST CORNERSTONE TECHNOLOGIES
Application Serial No:	75/108,328
Filed:	May 23, 1996
Mark:	DESIGN
Correspondence concerning this request should be mailed to:	Dale E. Hulse Kirton & McConkie 1800 Eagle Gate Tower 60 East South Temple P.O. Box 45120 Salt Lake City, UT 84145-0120
Total number of registrations/ applications involved:	Two (2)
Total fee enclosed:	\$65.00 (Check No. 23322)

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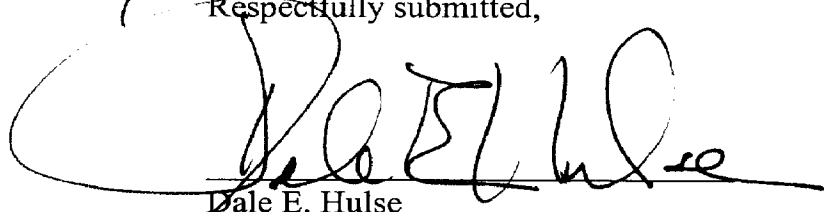
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02 FC:482 25.00 00

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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.

DATED this 8th day of April, 1999.

Respectfully submitted,



Dale E. Hulse
Attorney for Applicant

DEH:hlg
Enclosure

Docket: 7420.13 & 7420.14
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CO# 128869

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I Herby certify that the foregoing has been filed
and approved on the 11 day of March
in the office of this Division and hereby issue
this Certificate thereof.

Examiner KS 3/24/97 Date **AMENDED AND RESTATED ARTICLES OF INCORPORATION**



Korla S. Woods
KORLA T. WOODS
Division Director

**OF
ASSIST INTERNATIONAL INCORPORATED**

**RECEIVED
MAR 19 1997**

Utah Div. of Corp. Comm. Code

ASSIST International Incorporated (the "Corporation"), a corporation incorporated pursuant to the provisions of the Utah Revised Business Corporation Act, as amended (the "Utah Act"), does hereby certify, by and through its undersigned President and Vice President and Secretary, that the following sets forth the Amended and Restated Articles of Incorporation of the Corporation (the "Amended and Restated Articles"):

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation is Assist Cornerstone Technologies, Inc.

**ARTICLE II
DURATION**

The period of duration of this Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation is organized to engage in any lawful acts, activities and pursuits for which a corporation may be organized under the Utah Act.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue one class of Common Stock. The total number of shares of Common Stock authorized to be issued is ten million (10,000,000) shares. The Common Stock shall have a par value of \$.01.

The rights of the Common Stock are as follows:

1. Voting Rights. Each outstanding share of Common Stock shall be entitled to one (1) vote on each matter to be voted on by the shareholders of the Corporation.

2. Liquidation Rights. After payment or provision for payment of the debts and other liabilities of the Corporation, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Stock then-outstanding shall be entitled to receive all of the assets and funds of the Corporation remaining and available for distribution. Such assets and funds shall be divided among and paid to the holders of shares of Common Stock, on a pro-rata basis, according to the number of shares of Common Stock held by them.

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3. Dividends. Dividends may be paid ratably on the outstanding shares of Common Stock as and when declared by the Board of Directors, out of funds legally available therefor.

4. Residual Rights. All rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary herein, in the Corporation's Bylaws or in any amendment hereto or thereto, shall be vested in the Common Stock.

The Corporation currently has twenty thousand (20,000) shares of capital stock issued and outstanding, all of which are Common Stock. Upon the effective date of these Amended and Restated Articles, each issued and outstanding share of Common Stock shall be split, divided, converted, reclassified and reconstituted into four hundred twenty-five (425) shares of Common Stock, \$0.01 par value, and any fractional shares resulting from such stock split shall be purchased by the Corporation for cash based upon the post-split fair market value per whole share of Common Stock at the time of purchase as determined by the Board of Directors, in its sole discretion.”

ARTICLE V LIMITATION OF LIABILITY

To the fullest extent permitted by the Utah Act or any other applicable law, as now in effect or as it may thereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any action taken or any failure to take any action, as a director.

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify all officers and directors of the Corporation against all liability for any action taken or any failure to take action to the fullest extent permitted by the Utah Act, or any other applicable law as now in effect or as it may hereafter be amended.

ADOPTION PROVISIONS

The amendments to Articles I-IV, the deletion of Articles VII-XII and this restatement of the Corporation's Articles of Incorporation were recommended by the Corporation's Board of Directors and approved by the Corporation's shareholders in a Joint Action by Unanimous Written Consent of the Board of Directors and Shareholders on March 7, 1997.

The Corporation has twenty thousand (20,000) shares of capital stock outstanding, all of which are shares of Common Stock. The number of shares of Common Stock entitled to vote on these Amended and Restated Articles is twenty thousand (20,000).

Twenty thousand (20,000) shares of the Corporation's Common Stock were voted in favor of the amendments and restatement as set forth in these Amended and Restated Articles, and zero (0) shares voted against the amendments and restatement.

Article IV of these Amended and Restated Articles calls for a four hundred twenty-five (425) for one (1) forward stock split. Each issued and outstanding share of Common Stock shall be split, divided, converted, reclassified and reconstituted into 425 shares of Common Stock.

These Amended and Restated Articles were recommended by the Corporation's Board of Directors to its shareholders and approved by the Corporation's shareholders in accordance with the Corporation's Bylaws and Sections 16-10a-704, 16-10a-1003 and 16-10a-1007 of the Utah Act.

This instrument was acknowledged before me on March 19, 1997, by Daniel D. NeVille, Vice President and Secretary of ASSIST International Incorporated.

Connie Christopher
Notary Public

My Commission Expires:

9/4/2000

