

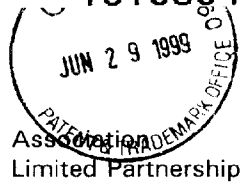
6-29-99

07-01-1999

HEET



101080486



To the Honorable Assistant Secretary &
document(s) or copy(ies) thereof.

ks: Please record the attached original

1. Name of conveying party(ies):

MOSCOM CORPORATION

- Individual(s)
- General Partnership
- Corporation
- Other

Association
Limited Partnership

Additional name(s) of conveying party(ies) attached?

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

Name: VERAMARK TECHNOLOGIES, INC.

Internal Address:

Street Address: 3750 Monroe Avenue

City: Pittsford, State: NY ZIP: 14534

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation

Other

If assignee is not domiciled in the United States, a domestic
representative designation is attached:
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached?

3. Nature of conveyance:

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

Execution Date: June 12, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,779,900

Additional numbers attached?

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

Name: BRIAN J. MCNAMARA

Internal Address: SUITE 500

Street Address: 3000 K Street N.W.

City: Washington, State: DC ZIP: 20007-5109

6. Total number of applications and registrations
involved: 1

7. Total fee (37 C.F.R. § 3.41). \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

6/30/1999 HTHA11 00000203 1779900

01 FC:481

Brian J. McNamara
Name of Person Signing

40.00 DP
Norman J. Rick

Signature

June 29, 1999
Date

Total number of pages comprising cover sheet: 4

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information:

Commissioner and Assistant Secretary of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the date needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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 RESTATED CERTIFICATE OF "MOSCOM CORPORATION", CHANGING ITS NAME FROM "MOSCOM CORPORATION" TO "VERAMARK TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JUNE, A.D. 1998, AT 12:30 O'CLOCK P.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

2032068 8100

981231021

AUTHENTICATION:

9145127

DATE:

06-17-98

TRADEMARK

REEL: 001922 FRAME: 0191

**RESTATED CERTIFICATE OF INCORPORATION
OF
MOSCOM CORPORATION**

**Under Section 245 of the
Delaware General Corporation Law:**

THE UNDERSIGNED, being the President and Secretary of Moscom Corporation (the "Corporation"), in accordance with Section 245 of the Delaware General Corporation Law, do hereby certify:

- A. The name of the Corporation is MOSCOM CORPORATION.
- B. The Corporation's original Certificate of Incorporation was filed with the Secretary of State on April 3, 1984, under the name of Moscom Corporation - Delaware.
- C. The Certificate of Incorporation, as amended heretofore, is hereby further amended to effect the following change authorized in Section 242 of the Delaware General Corporation Law: to change the name of the Corporation as set forth in Article "I" from Moscom Corporation to Veramark Technologies, Inc.
- D. The text of the Certificate of Incorporation, as amended heretofore, is hereby restated as further amended to read as fully set forth on the attached Exhibit A.
- E. This Restated Certificate of Incorporation was duly adopted on June 12, 1998, by vote of the shareholders in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, we have signed this Certificate this 12th day of June, 1998, and hereby affirm the truth of the statements contained herein under the penalty of perjury.



David G. Marzella, President



Robert L. Boxer, Secretary

**RESTATED
CERTIFICATE OF INCORPORATION
OF
VERAMARK TECHNOLOGIES, INC.**

ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is **VERAMARK TECHNOLOGIES, INC.**

ARTICLE II

The business or 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 Delaware.

ARTICLE III

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

ARTICLE IV

A. **Classes and Series of Capital Stock.** The total number of shares which the Corporation is authorized to issue is Twenty Million (20,000,000) shares, of Common Stock, with a par value of \$.10 per share.

B. The holders of the Common Stock shall have the right to elect the Board of Directors by majority vote. Each share of Common Stock shall be entitled to one vote. In all other respects the Common Stock shall have all rights and privileges permitted by law.

ARTICLE V

Except as provided for herein by law, no director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director. This Article shall not limit the liability of directors for (i) breach of a director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith, (iii) for intentional misconduct of a knowing violation of law, (iv) for paying a dividend or approving a stock repurchase in violation of Section 174 of the Delaware General Corporation Law, or (v) for any transaction from which the director derived an improper personal benefit.