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U.S. Patent & TMOfc/TM Mail Rcpt Dt. #10

RECORDAT



U.S. DEPARTMENT
OF COMMERCE

To the Honorable Commissioner (101097198)
the attached original documents or copy thereof.

: Please record

MED 7-8-99

1. Name of conveying party(ies):
AMPAC Development Co.

- Individual Association
- General Partnership
- Limited Partnership
- Corporation-State (Nevada)
- Other:

Additional party(ies) attached? No

Nature of Conveyance:

- Assignment Merger
- Change of Name
- Other _____

Execution Date:
September 9, 1997

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

Name: AMPAC, Inc.
Address:
3770 Howard Hughes Parkway
Suite 360
Las Vegas, Nevada 89109-0935

- Individual Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation State (Nevada)
- Other
- Domestic Representative

Attached Additional names & addresses? No

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

A. Trademark Application No.(s) B. Registration No.(s) 1,798,447

Additional number attached? No

5. Party to whom correspondence concerning this document should be mailed:

Thomas J. Vande Sande, Esquire
Hall, Priddy & Myers
10220 River Road, Suite 200
Potomac, Maryland 20854

6. Total number of applications or registrations involved: 1

7. Total Fee (37 CFR 3.41) \$ 40.00

- Enclosed Check No. 1244
- Charge to Deposit Account
- Charge insufficient funds

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8. Deposit account No.: 50-0555

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.

Thomas J. Vande Sande
Name of person signing

Thomas J. Vande Sande
Signature

6/9/99
Date

Total number of pages including cover sheet, attachments and document: 4

**CERTIFICATE AND RESOLUTION
APPROVING AND ADOPTING
RESTATED ARTICLES OF INCORPORATION
OF
AMPAC, INC.**

9/10/97
successor

**Formerly Known as AMPAC Development Company,
a Nevada corporation**

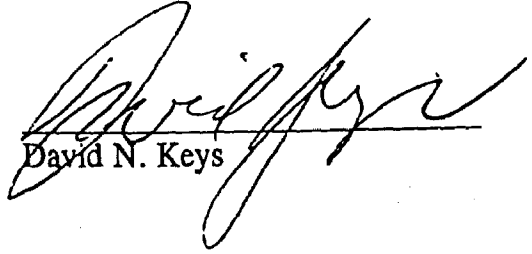
I, David N. Keys, do hereby certify as follows:

1. I am the duly elected and qualified Secretary of AMPAC Development Company, a Nevada corporation formed on May 20, 1983 (the "Corporation").
2. This Certificate is made and executed for filing with the Secretary of State of the State of Nevada pursuant to the provisions of Sections 78.390 and 78.403, Nevada Revised Statutes, pertaining to the amendment and restatement of articles of incorporation of Nevada corporations.
3. On September 5, 1997 the Board of Directors of the Corporation adopted and approved the Restated Articles of Incorporation of the Corporation in the form annexed hereto.
4. On September 9, 1997 American Pacific Corporation, the sole shareholder of the Corporation, adopted and approved the Restated Articles of Incorporation of the Corporation in the form annexed hereto by unanimous vote of the Board of Directors of American Pacific Corporation at a regular meeting called for such purpose.
5. Pursuant to Section 78.403, Nevada Revised Statutes, the resolutions adopted by the Board of Directors and the sole shareholder of the Corporation as set forth in paragraphs 3 and 4 of this Certificate made the following changes to the Articles of Incorporation of the Corporation [references to Articles are the same in original Articles and in Restated Articles unless otherwise stated]:
 - 5.1. Article I: Changes the name of the Corporation to AMPAC, INC.
 - 5.2. Article II: Changes the address of the Corporation's registered office to 3770 Howard Hughes Parkway, Suite 360, Las Vegas, Nevada, 89109-0935, and the name of the registered agent of the Corporation to James B. Gibson, Esq.
 - 5.3. Article III: Changes the Corporation's purposes to engaging in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Nevada.

- 5.4. Article IV: Changes the authorized capital stock of the Corporation to 20,000,000 shares of Common Stock having a par value of \$0.10 per share, and 3,000,000 shares of Preferred Stock having a par value of \$1.00 per share, and authorizes the Board of Directors to fix the designations, powers, preferences, and other rights, if any, of the Preferred Stock, and to issue the same in any number of series.
- 5.5. Article V: [New Provision] Provides for the adoption, amendment, alteration, and repeal of Bylaws by the shareholders or directors of the Corporation.
- 5.6. Article VI: [Replaces Article V] Changes the number of directors to a minimum of 3 and a maximum of 12, with the actual number to be determined by the Board of Directors; provides for three equal classes of directors, with directors of each class to be elected for a 3-year term; requires the affirmative vote of 80% of the shares present and voting at a shareholders' meeting to elect directors; and provides for continuation of service of incumbent directors if directors do not receive the required 80% vote at a shareholders' meeting.
- 5.7. Article VII: [New Provision] Provides for special meetings of the stockholders of the Corporation.
- 5.8. Article VIII: [New Provision] Provides for removal of directors only for cause and by the affirmative vote of at least 80% of the shares present and voting.
- 5.9. Article IX: [New Provision] Provides for indemnification of officers, directors, employees and agents of the Corporation in respect of certain claims, all to the fullest extent permitted by applicable law.
- 5.10. Article X: [Replaces Article X] Requires the affirmative vote of 80% of the share present and voting at a shareholders' meeting to approve certain amendments to the Articles of Incorporation.
- 5.11. Article XI: [New Provision] Limits the personal liability of directors to the fullest extent permitted by the General Corporation Law of the State of Nevada.
- 5.12. Article XII: [Replaces Article VIII] No change - The Corporation shall have perpetual existence.

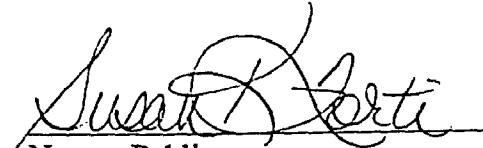
5.13. Other Changes: Former Articles VI, VII, and IX are eliminated.

Dated: September 10, 1997


David N. Keys

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On the 10th day of September, 1997, personally appeared before me, a notary public, David N. Keys, personally known (or proved) to me to be the person whose name is subscribed to the above instrument, who acknowledged that he executed the instrument.


Notary Public

