

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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01-18-2000

U.S. Patent & TMOrc/TM Mail RcptD. #30

U.S. DEPARTMENT OF COMMERCE
Patent and Tradem

1-18-00

02-10-2000

To the : Please record the attached original documents or



101263862

1. Name of conveying party(ies):

Digital Products, Inc.

- individual(s) Association
- General Partnership Limited Partnership
- Corporation-Commonwealth of Massachusetts
- Other _____

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

3. Nature of conveyance:

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

Execution Date: August 25, 1998

2. Name and address of receiving party(ies)

Name: NETsilicon, Inc.
Internal Address:
Street Address: 411 Waverley Oaks Road
Waltham, Massachusetts 02154

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-Commonwealth of Massachusetts _____
- 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 registration number(s):

A. Trademark Application No.(s)
75/501,077

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: David Wolf
Address: WOLF, GREENFIELD & SACKS, P.C.
Federal Reserve Plaza
600 Atlantic Avenue
Boston, MA 02210

6. Total number of applications and registrations
involved:..... [1]

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

- Enclosed
 - Authorized to be charged to deposit account
- The Commissioner is authorized to charge:

8. Deposit Account No: 23/2825

02/09/2000 DNGUYEN 00000214 75501077

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40.00 DP

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.

David Wolf
Name of Person Signing

January 2000
Date

Total number of pages including cover sheet, attachments, and document: [8]

Mail documents to be recorded with required cover sheet information to:
Box Assignment, Assistant Commissioner for Trademarks,
2900 Crystal Drive, Arlington, VA 22202-3513

\$34,200-

FEDERAL IDENTIFICATION NO. 042826579

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02106-1512

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024 054
021 052
055

RESTATED ARTICLES OF ORGANIZATION (General Laws, Chapter 156B, Section 74)

We, Cornelius Peterson VIII, *President ~~(OFFICER)~~,
and Daniel J. Sullivan, *Clark ~~(OFFICER)~~

of Digital Products, Inc.
(Exact name of corporation)

located at 411 Waverly Oaks Road, Waltham, MA 02154
(Street address of corporation Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on August 21, 1998 by a vote of the directors ~~(OFFICERS)~~ /and

100 shares of common stock of 100 shares outstanding,
(type, class series, if any)
 shares of of shares outstanding, and
(type, class series, if any)
 shares of of shares outstanding,
(type, class series, if any)

**being at least a majority of each type, class or series outstanding and entitled to vote thereon: ~~(OFFICERS)~~

ARTICLE I

The name of the corporation is:

NETsilicon, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

See attached page 1A

*Delete the inapplicable words. **Delete the inapplicable clause.
Notes: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as such articles requiring such additions is clearly indicated.

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I.A.

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P.C.

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	35,000,000	\$.01
Preferred:		Preferred:	5,000,000	\$.01

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

None.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

None.

ARTICLE VI

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See attached pages 2A and 2B.

***If there are no provisions state "None"*

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

To purchase, import, lease, or otherwise acquire; to invest in, own, hold, use, license the use of, install, handle, maintain, service or repair; to sell, pledge mortgage, exchange, export, distribute, lease, assign and otherwise dispose of, and generally to trade and deal in and with, as principal or agent, at wholesale, retail, on commission or otherwise, goods, wares, merchandise, commodities, articles of commerce and property of every kind and description, including, without limitation, computers and computer-related equipment; and any and all products, machinery, equipment programs and supplies used or useful in connection therewith.

To do any and all acts and things or carry on any business herein described either for itself or as nominee or agent for others.

To have and to exercise, without limitation, all of the powers granted by Massachusetts law to, and to carry on any other business or activity which may lawfully be carried on by, business corporations organized under the Business Corporation Law, as amended from time to time, of Massachusetts, whether or not related to those referred to in the foregoing paragraphs.

Article 6A. INDEMNIFICATION

1. Except as limited by law or as provided in Paragraphs 2 and 3, each Officer of this Corporation (and his heirs and personal representatives) shall be indemnified by this Corporation against all expense incurred by him in connection with each Proceeding in which he is involved as a result of his serving or having served as an Officer of this Corporation or, at the request of this Corporation, as a director, officer, employee or other agent of any other organization.

1. No indemnification shall be provided to an Officer with respect to a matter as to which it shall have been adjudicated in any proceeding that he did not act in good faith in the reasonable belief that his action was in the best interests of this Corporation.

2. In the event that a Proceeding is compromised or settled so as to impose any liability or obligation upon an Officer or upon this Corporation, no indemnification shall be provided to said Officer with respect to a matter if this Corporation has obtained an opinion of counsel that with respect to said matter said Officer did not act in good faith in the reasonable belief that his action was in the best interests of this Corporation.

3. To the extent authorized by the Board of Directors or the stockholders, this Corporation may pay indemnification in advance of final disposition of a Proceeding, upon receipt of an undertaking by the person indemnified to repay such indemnification if it shall be established that he is not entitled to indemnification by an adjudication under Paragraph 2 or by an opinion of counsel under Paragraph 3 hereof.

4. For the purposes of this Article,

- (a) "Officer" means any person who serves or has served as a director or in any other office filled by election or appointment by the stockholders or the Board of Directors;
- (b) "Proceeding" means any action, suit or proceeding, civil or criminal, brought or threatened in or before any court, tribunal, administrative or legislative body or agency; and
- (c) "Expense" means any liability fixed by a judgment, order, decree, or award in a Proceeding, any amount reasonably paid in settlement of a Proceeding and any professional fees and other disbursements reasonably incurred in a Proceeding.

5. Nothing in this Article shall limit any lawful rights to indemnification existing independently of this Article.

Article 6B. TRANSACTIONS WITH INTERESTED PERSONS

1. Unless entered into in bad faith, no contract or transaction by this Corporation shall be void, voidable or in any way affected by reason of the fact that it is with an Interested Person.

2. For the purposes of this Article, "Interested Person" means any person or organization in any way interested in this Corporation whether as an officer, director, stockholder, employee or otherwise, and

3. any other entity in which any such person or organization or this Corporation is in any way interested.

4. Unless such contract or transaction was entered into in bad faith, no Interested Person, because of such interest, shall be liable to this Corporation or to any other person or organization for any loss or expense incurred by reason of such contract or transaction or shall be accountable for any gain or profit realized from such contract or transaction.

5. The provisions of this Article shall be operative notwithstanding the fact that the presence of an Interested Person was necessary to constitute a quorum at a meeting of directors or stockholders of this Corporation at which such contract or transaction was authorized or that the vote of an Interested Person was necessary for the authorization of such contract or transaction.

Article 6C. STOCKHOLDERS' MEETINGS

Meetings of Stockholders of this Corporation may be held anywhere in the United States.

Article 6D. AMENDMENT OF BY-LAWS

The By-Laws may provide that the Board of Directors as well as the stockholders may make, amend or repeal the By-Laws of this Corporation, except with respect to any provision thereof which by law, by these Articles or by the By-Laws requires action by the Stockholders.

Article 6E. ACTING AS A PARTNER

This Corporation may be a partner in any business enterprise which it would have power to conduct by itself.

ARTICLE VII

The effective date of the restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is: 411 Waverly Oaks Road, Waltham, MA 02154

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Cornelius Peterson VIII	25 Old Village Road Acton, MA 01720	same
Treasurer: Daniel Sullivan	34 Pillsbury Pasture Rd. Kingston, NH 03848	same
Clerk: Daniel Sullivan	34 Pillsbury Pasture Rd. Kingston, NH 03848	same
Directors:		
Yechiam Yemini	301 W. 57th St. New York, NY 10019	same
Leonard Hecht	18241 Lake Encino Drive Encino, CA 91316	same
Renn Zaphiropoulos	12500 West Highway 56 Cedar City, VT 84720	P.O. Box 1022 Cedar City, VT 84720
Bruce Boyd Roesner	13034 Polvera Ave. San Diego, CA 92128	same

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: January

d. The name and business address of the resident agent, if any, of the corporation is: Corporation Service Company, 84 State Street, Boston, MA 02109

**We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

Article I: The name of the corporation is changed to: "NETsilicon, Inc."

Article III: The stock authorization is to be changed. Please see attached page 32.

SIGNED UNDER THE PENALTIES OF PERJURY, this 24 day of August, 19 98.

Cornelius Peterson VIII

President

Daniel J. Sullivan

Clerk

*Delete the inapplicable words.

**If there are no amendments, state 'None'.

627971

THE COMMONWEALTH OF MASSACHUSETTS

RESTATED ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B, Section 74)

RECEIVED

AUG 25 1998

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

I hereby approve the within Restated Articles of Organization and, the
filing fee in the amount of \$ 34,200 having been paid, said
articles are deemed to have been filed with me this 25th day of
August, 1998

Effective Date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 7/14/98 CLERK JMM

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

W. Raymond Felton, Esq.

Greenbaum, Rowe, Smith, Ravin,
Davis & Hindmel LLP

P.O. Box 5600

Woodbridge, NJ 07095
Telephone: _____ (732) 549-5600