



101312491

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

1. Name of conveying party(ies): MOSCOM Corporation 3.14.00

RESUBMISSION OF ASSIGNMENT UNDER REFERENCE #101179768

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

Additional names(s) of conveying party(ies) Yes No

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-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
 (Designations must be a separate document from
 Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 6/12/98

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

A. Trademark Application No.(s)
75/402,666

Additional numbers Yes No

B. Trademark Registration No.(s)

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

Name: Neal L. Slifkin, Esq.

Internal Address: _____

Street Address: HARRIS BEACH & WILCOX, LLP
130 East Main Street

City: Rochester State: NY ZIP: 14604

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

8. Deposit account number:
08-0865

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.

Neal L. Slifkin, Esq. Neal Slifkin 3/10/00

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and 3

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

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:30 PM 06/15/1998
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TRADEMARK
REEL: 002045 FRAME: 0842

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**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.