

04-20-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Talisma Corporation Execution Date
Month Day Year
01 21 2000

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Washington

Receiving Party

Mark if additional names of receiving parties attached

Name PS Holdings, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 4600 Carillon Point

Address (line 2) _____

Address (line 3) Kirkland Washington 98033

City State/Country Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other _____
 - Citizenship/State of Incorporation/Organization Washington
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

4/19/2000 JSHABAZZ 00000263 75903722
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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Kathryn M. Wheble

3/6/00

Name of Person Signing

Signature

Date Signed

JAN 27 2000

RALPH MUNRO
SECRETARY OF STATE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PS HOLDINGS, INC.**

Pursuant to Revised Code of Washington 23B.10.070, the following constitutes the Amended and Restated Articles of Incorporation (the "Restated Articles") of PS Holdings, Inc., a Washington corporation:

ARTICLE 1

The name of the corporation is PS Holdings, Inc. (the "Corporation").

ARTICLE 2

The Corporation has the authority to issue 10,000,000 shares of common stock, par value \$.01 per share.

ARTICLE 3

The shareholders of the Corporation have no preemptive rights to acquire additional shares of the Corporation.

ARTICLE 4

The shareholder of the Corporation shall not be entitled to cumulative voting at any election of directors.

ARTICLE 5

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating RCW 23B.08.310 of the Washington Business Corporation Act, or (iii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Business Corporation Act is amended in the future to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the full extent permitted by the Washington Business Corporation Act, as so amended, without any requirement of further action by the shareholders.

ARTICLE 6

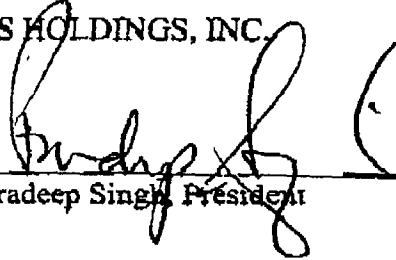
The Corporation shall indemnify any individual made a party to a proceeding because that individual is or was a director of the Corporation and shall advance or reimburse the

proceeding, without regard to the limitations in RCW 23B.08.510 through 23B.08.550 of the Washington Business Corporation Act, or any other limitation which may hereafter be enacted to the extent such limitation may be disregarded if authorized by the articles of incorporation, to the full extent and under all circumstances permitted by applicable law.

Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right of any individual who is or was a director of the Corporation which existed at the time of such repeal or modification.

IN WITNESS WHEREOF, these Restated Articles have been subscribed this 21st day of January, 2000 by the undersigned who affirms that the statements made herein are true and correct.

PS HOLDINGS, INC.



Pradeep Singh, President

**CERTIFICATE OF RESTATEMENT TO THE
ARTICLES OF INCORPORATION**

OF

TALISMA CORP.

Pursuant to the provisions of RCW 23B.10.070 of the Washington Business Corporation Act, the following Certificate of Restatement of the Articles of Incorporation of **Talisma Corp** is submitted for filing.

FIRST: The name of this corporation is **Talisma Corp.** (the "Corporation").

SECOND: Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

The name of the corporation is **PS Holdings, Inc.**(the "Corporation").

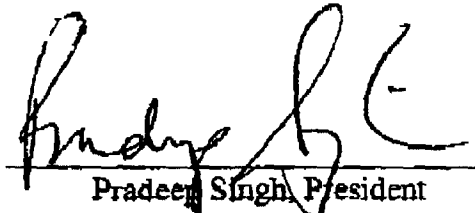
THIRD: The amendment and the Amended and Restated Articles of Incorporation of the Corporation in the form attached hereto as **Exhibit A** were duly adopted by the Board of Directors of the Corporation on January 21, 2000 in accordance with the provisions of RCW 23B.10.020 and RCW 23B.10.070, respectively. Shareholder approval was not required.

SEVENTH: The Amended and Restated Articles of Incorporation attached hereto as **Exhibit A** are incorporated herein by this reference.

EIGHTH: The Amended and Restated Articles of Incorporation do not provide for any exchange, reclassification or cancellation of issued shares.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Restatement of the Amended and Restated Articles of Incorporation to be signed by its President this 21st day of January, 2000.

TALISMA CORP.

By  _____
Pradeep Singh, President