

07-05-2000

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&C 13174.20USLA

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101395201

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

1. Name of conveying party(ies):
Pyramid Operating Systems, Inc.
6-5-00

Individuals Association
 General Partnership Limited Partnership
 Corporation—State of Delaware
 Other:

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

2. Name and address of receiving party(ies):
VEC Technology, Inc.
639 Keystone Road
Greenville, PA 16125

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OIR/PTO/AR/DOE*

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: May 1, 2000

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation—State of Delaware
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)/ Mark(s)
75/229,639 Pyramid
75/314,218 VEC
75/229,637 Misc Design
75/627,982 Pyramid Operating Systems

B. Trademark Reg. No.(s)/Mark(s)
2,325,882 Pyramid Operating Systems

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Charles E. Golla
Address: MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 5

7. Total fee (37 CFR 3.41): \$140.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Charles E. Golla *Charles E. Golla* June 2, 2000
Name of Person Signing Signature Date

07/05/2000 DMGUYEN 00000083 75229639 Total number of pages including cover sheet, attachments, and document:

01 FC:481 40.00 DP
02 FC:482 100.00 DP

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner for 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 data 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 to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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TRADEMARK
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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 "PYRAMID OPERATING SYSTEMS, INC.", CHANGING ITS NAME FROM "PYRAMID OPERATING SYSTEMS, INC." TO "VEC TECHNOLOGY, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 2000, AT 3:30 O'CLOCK P.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0462200
DATE: 05-25-00

TRADEMARK
REEL: 002095 FRAME: 0902

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PYRAMID OPERATING SYSTEMS, INC.**

PYRAMID OPERATING SYSTEMS, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

A. The name of the corporation is Pyramid Operating Systems, Inc. The corporation was originally incorporated under the name Pyramid Operating Systems, Inc., and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on January 13, 1999.

B. Pursuant to Section 228, 242 and 245 of the Delaware General Corporation Law and duly adopted in accordance therewith, this Amended and Restated Certificate of Incorporation restates and amends the provisions of the Certificate of Incorporation of this corporation.

C. The text of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

FIRST: The name of the Corporation is VEC Technology, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware. The name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as from time to time amended (the "DGCL").

FOURTH: (a) The total number of shares of capital stock which the Corporation shall have authority to issue is 3,000 all of which shares shall be common stock having a par value of \$0.01 per share ("Common Stock").

(b) Upon filing in the Office of the Secretary of the State of Delaware of this Amended and Restated Certificate of Incorporation, each 77,331,033 shares of Common Stock issued and outstanding immediately prior thereto shall be reclassified as, converted to and exchanged for, one share of Common Stock. Only whole shares of Common Stock will be issued. Stockholders entitled to receive fractional shares of Common Stock shall receive, in lieu thereof, a cash payment equal to the fair value of such fractional shares.

FIFTH: In furtherance and not in limitation of the powers conferred by law, the Bylaws of the Corporation may be adopted, amended or repealed by the Board of Directors of the Corporation; provided, however, that, any Bylaws adopted by the Board of Directors may be amended or repealed by the stockholders entitled to vote thereon.

SIXTH: Election of directors need not be by written ballot.

SEVENTH: The Corporation shall indemnify, to the full extent permitted by Section 145 of the DGCL, all persons whom it may indemnify pursuant thereto.

EIGHTH: No director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director shall be liable under Section 174 of the DGCL or shall be liable by reason that, in addition to any and all other requirements for such liability, such director (i) shall have breached his or her duty of loyalty to the Corporation or its stockholders, (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith, (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law or (iv) shall have derived an improper personal benefit. Neither the amendment nor repeal of this Article nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Incorporation as of the 28th day of April, 2000.



Roger R. Cloutier II
Vice President