

10-16-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101487619

MED 10-2-00

**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

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Association

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

10/13/2000 MTHA11 00000293 1999869

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 75.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002155 FRAME: 0630

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,999,869"/>	<input type="text" value="1,816,633"/>	<input type="text" value="1,220,571"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="694,510"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Alexander M. Kim



2/20/00

Name of Person Signing

Signature

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

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 "RANSOHOFF COMPANY", CHANGING ITS NAME FROM "RANSOHOFF COMPANY" TO "CAE RANSOHOFF INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF JANUARY, A.D. 1996, AT 1 O'CLOCK P.M.



2249851 8100

001178205

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0366514

DATE: 04-07-00

TRADEMARK
REEL: 002155 FRAME: 0632

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
RANSOHOFF COMPANY

The name of the corporation is Ransohoff Company (the "Corporation"). The Corporation filed its original certificate of incorporation with the Secretary of State of the State of Delaware on December 18, 1990. This Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation hereby to read as herein set forth in full:

1. The name of the corporation is:

CAE Ransohoff Inc. (the "Corporation").

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is one million one hundred thousand (1,100,000) and the par value of each such share is One Cent (\$.01) amounting to Eleven Thousand (\$11,000.00) Dollars.

5. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.

6. The name and mailing address of the incorporator is:

R. Jamison Williams, Jr.
380 N. Woodward, Suite 300
Birmingham, Michigan 48009

7. Directors of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director:

- (i) for any breach of the director's duty of loyalty to the corporation or its shareholders;
- (ii) for acts or omissions not in good faith, or which involve intentional misconduct or a knowing violation of the law;
- (iii) under Section 174 of the Delaware Corporation Law; or
- (iv) for any transaction from which the director derived an improper personal benefit.

If, after the filing of this Restated and Amended Certificate of Incorporation, the Delaware Corporation Law is hereafter amended to further eliminate or limit the liability of a director, then a director of the corporation (in addition to the circumstances in which a director is not personally liable to the corporation or its shareholders as set forth above) shall not be liable to the corporation or its shareholders to the fullest extent permitted by Delaware General Corporation Law, as so amended.

Any repeal of modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

I, the undersigned, being the Vice President and Chief Financial Officer of the Corporation, pursuant to the General Corporation Law of Delaware, do make this restated and amended certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 10th day of January, 1996.

/s John J. Hartig

John J. Hartig

Vice President and Chief Financial Officer