

10-17-2000



101489411

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 9-14-00
- 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 Effective Date
Month Day Year
100694
- Change of Name
- Other

Conveying Party

- Mark if additional names of conveying parties attached
- Name Execution Date
Month Day Year
100694
- 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/AK/A/T/A
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

10/15/2000 DBYRNE 00000184 100435 1853853

01 FC:481 40.00 CH
02 FC:482 50.00 CH

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

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="1853853"/>	<input type="text" value="2363899"/>	<input type="text" value="2363900"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.

Julia Spoor Gard

Name of Person Signing

Julia S. Gard

Signature

September 8, 2000

Date Signed



RESTATED ARTICLES OF INCORPORATION

State Form 42152 (12-87)

Provided by Evan Bayh, Secretary of State of Indiana

Present Original and One Copy. Use 8 1/2" x 11" paper for Inserts.

FILING FEE: \$30.00

Indiana Code 23-1-38-7

Secretary of State
 State House
 Corporations Division
 Room 155
 Indianapolis, IN 46204
 (317)232-6576

1989010951

RESTATED ARTICLES OF INCORPORATION OF MEGA-SYS, INC.

(Name of Corporation)

The above corporation (hereinafter referred to as the "Corporation") existing pursuant to the Indiana Business Corporation Law, desiring to give notice of corporate action effectuating the restatement of its Articles of Incorporation, sets forth the following facts:

ARTICLE I - RESTATEMENT

- SECTION I:** The date of incorporation of the Corporation:
January 18, 1989
- SECTION II:** The name of the Corporation following this restatement:
MegaSys, Inc.
- SECTION III:** The exact text of the Restated Articles of Incorporation is attached.

ARTICLE II - MANNER OF ADOPTION AND VOTE (Strike inapplicable section)

~~SECTION I: This article shall not apply to the adoption of the Restated Articles of Incorporation and the board of directors adopted the restatement.~~

SECTION: The restatement contains an amendment requiring shareholder approval and the vote is set forth below:

VOTE OF SHAREHOLDERS

The designation (i.e. common, preferred and any classification where different classes of stock exists), number of outstanding shares, number of votes entitled to vote separately on the amendment and the number of votes of each voting group represented at the meeting is set forth as follows:

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP		Common		
NUMBER OF OUTSTANDING SHARES		1000		
NUMBER OF VOTES ENTITLED TO BE CAST		1000		
NUMBER OF VOTES REPRESENTED AT THE MEETING		1000		
SHARES VOTED IN FAVOR		1000		
SHARES VOTED AGAINST		0		

In Witness Whereof, the undersigned being the President (title)

of said Corporation executes these Restated Articles of Incorporation and verifies, subject to penalties of perjury that the statements contained herein are true, this 6th day of October, 19 94.

Signature: Robert L. Richardson Printed Name: Robert L. Richardson

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEGASYS, INC.**

ARTICLE 1
Identification

Section 1.01. Name. The name of the Corporation is MegaSys, Inc. (the "Corporation").

ARTICLE 2
Purpose and Powers

Section 2.01. Purpose. The purpose for which the Corporation is formed is the transaction of any or all lawful business for which corporations may be incorporated under the Indiana Business Corporation Law (the "Act").

Section 2.02. Powers. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles.

ARTICLE 3
Period of Existence

Section 3.01. Period. The period during which the Corporation shall continue is perpetual.

ARTICLE 4
Registered Office and Registered Agent

Section 4.01. Registered Office and Agent. The name of the registered agent and the street address of the registered office of the Corporation are as follows:

Robert L. Richardson
MegaSys, Inc.
432 South Emerson, Suite 110
Greenwood, Indiana 46143

ARTICLE 5
Terms of Shares

Section 5.01. Amount. The total number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares.

Section 5.02. Designations of Classes and Relative Rights of Shares. All shares of the Corporation shall be of one class and shall be known as shares of Common Stock. All shares of Common Stock shall have the same preferences, limitations, and relative rights.

Section 5.03. Record Ownership of Shares or Rights. The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 6
Directors

Section 6.01. Number and Qualification. The number of directors of the Corporation shall be specified, from time to time, by the Code of By-Laws (the "By-Laws"), which number may be increased or decreased from time to time by amendment of the By-Laws. Directors need not be shareholders of the Corporation.

ARTICLE 7
Incorporator

Section 7.01. Name and Address. The name and address of the Incorporator of the Corporation is as follows:

Norman E. Wuotila
432 South Emerson
Suite 110
Greenwood, Indiana 46143

ARTICLE 8
Code of By-Laws; Indemnification;
Amendments of Articles

Section 8.01. Code of By-Laws. The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal

the By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-Laws.

Section 8.02. Indemnification. The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by Indiana Code § 23-1-37-12, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth in Indiana Code § 23-1-37-8. The indemnification and advancement of expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding upon compliance with the provisions of Indiana Code § 23-1-37-10. The Corporation also may purchase and maintain insurance on behalf of an individual specified in Indiana Code § 23-1-37-14 against liability asserted against or incurred by such individual in any of the capacities specified in such Section or arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the Act. All references in this paragraph to Chapter 37 of the Act shall be deemed to include any amendment or successor thereto. When a word or phrase used in this paragraph is defined in Chapter 37 of the Act, such word or phrase shall have the same meaning in this Section that it has in Chapter 37 of the Act unless the context otherwise requires. Nothing contained in this paragraph shall limit or preclude the exercise of any right relating to indemnification or advance of expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in this Section to "director," "officer," "employee" and "agent" shall include the heirs, estate, executors, administrators and personal representatives of such persons.

Section 8.03. Amendments of Articles. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, or in any amendment hereto, or to add any provision to these Articles or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Act or any amendment thereto, or by the provisions of any other applicable statute of the State of Indiana; and all rights conferred upon shareholders in these Articles or any amendment hereto are granted subject to this reservation.