

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

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

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

65825.0100

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 Effective Date
Month Day Year

Change of Name

Other

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)

Individual General Partnership Limited Partnership 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.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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FORM PTO-1618B
Expires 08/30/99
OMB 0651-0027

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

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="1,278,723"/>	<input type="text" value="2,294,867"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,037,688"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,229,907"/>	<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.

Matthew J. Booth, Reg. No. 35,454

01/05/2001

Name of Person Signing

Signature

Date Signed



The State of Texas

SECRETARY OF STATE
CERTIFICATE OF MERGER

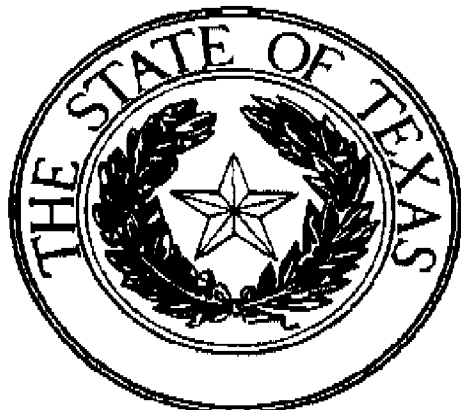
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

ENVIRONMENTAL PROJECTION SYSTEMS, INC.
a Texas corporation
with
PIXEL MAGIC, INC.
a Texas corporation which changed its name to
PIXEL MAGIC IMAGING, INC.

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed December 31, 1997

Effective January 1, 1998



Alberto R. Gonzales
Secretary of State

FILED
In the Office of the
Secretary of State of Texas
DEC 31 1997

ARTICLES OF MERGER

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act ("TBCA"), Pixel Magic, Inc. ("Pixel") and Environmental Projection Systems, Inc. ("EPS"), adopt the following Articles of Merger.

1. A Plan and Agreement of Merger (the "Plan") has been approved and adopted by each of the parties to the merger in accordance with the provisions of Article 5.04 of the TBCA providing for the combinations of Pixel and EPS resulting in Pixel being the surviving corporation. Pursuant to Article 5.04(A)(1) of the TBCA, Pixel and EPS certify that: (a) the parties to the merger are Pixel Magic, Inc., a Texas corporation, and Environmental Projection Systems, Inc., a Texas corporation; (b) a plan of merger has been approved by Pixel and EPS; (c) the articles of incorporation of the surviving corporation are amended and restated as provided in the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" and incorporated herein by reference for all purposes; (d) an executed plan of merger is on file at the principal place of business of the surviving, domestic corporation at 631 Mill Street, San Marcos Texas 78666; and (e) a copy of the plan of merger will be furnished by each surviving, domestic corporation on written request and without cost, to any shareholder of each domestic corporation that is a party to or created by the plan of merger, and, in the case of a merger with multiple surviving domestic corporations or other entities, to any creditor or obligee of the parties to the merger at the time of the merger if such obligation is then outstanding. Pursuant to Article 5.04(C) of the TBCA, the Plan provides that the surviving domestic corporation will be responsible for the payment of all fees and franchise taxes required by law, and that the surviving corporation will be obligated to pay such fees and franchise taxes if the same are not timely paid.

2. The name of the surviving corporation is *Pixel Magic, Inc.*. Pursuant to the Amended and Restated Articles of Incorporation attached hereto and filed herewith, the name of the surviving corporation is being changed to *Pixel Magic Imaging, Inc.*

3. For each of the parties to the Plan, the number of shares outstanding and the designation and number of outstanding shares of each class or series of stock that are entitled to vote, with other shares or as a class, on the Plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class or Series</u>	<u>Number of Shares Entitled to Vote As a Class</u>
EPS	100	Common	100
Pixel	1,500	Common	1,500

4. For each party to the merger, the number of shares that voted for and against the Plan, and the number of shares of each class that voted for and against the plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Entitled to Vote as a Class</u>	
	<u>Voted For</u>	<u>Voted Against</u>
EPS	100	0
Pixel	1,500	0

5. The Plan and the performance of its terms were duly authorized by unanimous written consents executed by all shareholders of Pixel and EPS pursuant to Article 5.03 of the Texas Business Corporation Act and by all other actions required by the laws of Texas and by each party's constituent documents.

6. The merger will become effective January 1, 1998, upon the issuance of the Certificate of Merger by the Texas Secretary of State in accordance with Article 5.05 of the Texas Business Corporation Act.

Dated: December 31, 1997.

PIXEL MAGIC, INC.

By:


David Oles, President

ENVIRONMENTAL PROJECTION
SYSTEMS, INC.

By:


Henry Oles, President

Exhibit "A"

Amended and Restated Articles of Incorporation

EXHIBIT "A"

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PIXEL MAGIC IMAGING, INC.**

PIXEL MAGIC, INC. (the name of which is changed, pursuant to these Amended and Restated Articles of Incorporation, to PIXEL MAGIC IMAGING, INC.), a corporation organized and existing under the laws of the State of Texas (the "Corporation"), pursuant to Article 4.07 of the Texas Business Corporation Act (the "TBCA"), does hereby certify the following:

1. Each amendment made by these Amended and Restated Articles of Incorporation to the Corporation's Articles of Incorporation has been effected in conformity with the provisions of the TBCA.
2. These Amended and Restated Articles of Incorporation were duly adopted by the Corporation's shareholders pursuant to a unanimous written consent dated December 30, 1997. At the time of such adoption, the Corporation's total authorized capitalization consisted of 200,000 shares of common stock, par value One Dollar (\$1.00) per share (the "Common Stock"), of which 1,500 shares were issued and outstanding. The holders of all the issued and outstanding shares of the Common Stock were entitled to vote on the adoption of these Amended and Restated Articles of Incorporation, and all 1,500 issued and outstanding shares voted for the adoption of these Amended and Restated Articles of Incorporation and the amendments contained herein. These Amended and Restated Articles of Incorporation are were adopted in connection with and are being filed simultaneously with Articles of Merger, through which Environmental Projection Systems, Inc., a Texas corporation ("EPS"), is being merged into the Corporation, with the Corporation being the surviving entity. To the extent, if any, that EPS shareholder approval of these Amended and Restated Articles of Incorporation is required, these Amended and Restated Articles of Incorporation were duly approved by EPS shareholders pursuant to a unanimous written consent dated December 30, 1997. At the time of such adoption, EPS's total authorized capitalization consisted of 100 shares of common stock, par value Ten Dollars (\$10.00) per share (the "EPS Common Stock"), of which 100 shares were issued and outstanding. To the extent that the EPS shareholders' approval of these Amended and Restated Articles of Incorporation is required, the holders of all the issued and outstanding shares of the EPS Common Stock were entitled to vote on the adoption of these Amended and Restated Articles of Incorporation, and all 100 issued and outstanding shares voted for the adoption of these Amended and Restated Articles of Incorporation and the amendments contained herein.
3. The Articles of Incorporation of the Corporation are hereby amended by these Amended and Restated Articles of Incorporation by amending each provision in its entirety to read as set forth herein. Without limitation of the foregoing, amendments made by these articles of incorporation include, without limitation, (i) increasing the number of authorized shares to

15,000,000. (ii) reducing the par value to \$.01 per share; (iii) provision for the creation of a class of preferred stock, with rights and preferences thereof to be designated by the Corporation's Board of Directors, (iv) adoption of provisions limiting director liability and providing for indemnification of officers and directors, and (v) adoption of a 900 for 1 stock split on all of the issued and outstanding shares of Common Stock. The shares of Common Stock issuable to the former shareholders of EPS in the merger described in the preceding paragraph are to be issued after the stock split declared herein.

4. These Amended and Restated Articles of Incorporation of this Corporation accurately copy the Corporation's Articles of Incorporation and all amendments thereto that are in effect to date and as further amended hereby and do not contain any other change in any provision thereof.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I NAME

The name of the corporation is PIXEL MAGIC IMAGING, INC., Inc. (the "Corporation").

ARTICLE II DURATION

The Corporation's period of duration is perpetual.

ARTICLE III PURPOSES

The purposes for which the Corporation is organized are to transact any and all lawful business for which corporations may be incorporated under, and exercise the powers granted by, the Texas Business Corporation Act, as the same exists or may hereafter be amended from time to time (the "TBCA"), within or without the State of Texas, and to do such things as may be incident to, and necessary or appropriate to effect, any and all of the purposes for which the Corporation is organized.

ARTICLE IV CAPITAL STOCK

1. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 15,000,000 shares of capital stock, consisting of 10,000,000 shares of voting common stock, par value \$.01 per share, and 5,000,000 shares of preferred stock, par value \$.01 per share ("Preferred Stock").

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2. Except as otherwise provided in these Amended and Restated Articles of Incorporation or by law or by the resolution(s) of the Board of Directors providing for the issue of any series of the Preferred Stock, each holder of Common Stock shall be entitled to one vote for each share of Common Stock held.

3. Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby vested with the authority to fix by resolution the powers, designations, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, including, without limitation, the dividend rate, conversion rights, voting rights, redemption price and liquidation preference, and the qualifications, limitations or restrictions on such preferences and/or rights and to fix the number of shares constituting any such series. Unless otherwise provided by the resolutions(s) adopted by the Board of Directors providing for the issue of any series of Preferred Stock, the number of shares comprising such series may be increased or decreased (but not below the number of shares of such series then outstanding) from time to time by duly adopted resolution(s) of the Board of Directors.

4. On the date these Amended and Restated Articles of Incorporation are filed with the Secretary of State, each of the 1,500 shares of Common Stock issued and outstanding at the close of business on December 30, 1997, shall, automatically and without further action, be converted, reclassified and split into 900 fully paid and nonassessable shares of Common Stock. The stated capital of the Corporation shall not be changed as a result of such conversion, reclassification and split.

ARTICLE V INITIAL CONSIDERATION FOR ISSUANCE OF SHARES

The Corporation shall not commence business until it has received for the issuance of its shares consideration of the value of at least \$1,000.00, consisting of money, labor done or property actually received.

ARTICLE VI NO PREEMPTIVE RIGHTS

No shareholder shall have a preemptive right or otherwise be entitled, as a matter of right, to subscribe for, purchase or otherwise acquire additional, unissued or treasury shares of any type or class of the Corporation, or any bonds, debentures or other securities convertible into or carrying a right to subscribe to or acquire shares, but any shares or other securities may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it deems advisable.

ARTICLE VII**SHAREHOLDER ACTION**

A. Any action of the Corporation which, under the provisions of the TBCA, is required to be authorized or approved by the holders of any specified fraction which is in excess of one-half of the outstanding shares (or any class or series thereof) of the Corporation shall, notwithstanding any such provisions of the TBCA, be deemed authorized or approved if authorized or approved by the vote of the holders of more than one-half of the outstanding shares entitled to vote thereon (of, if the holders of any class or series of the Corporation's shares shall be entitled by the TBCA to vote separately as a class or series, by the vote of the holders of more than one-half of the outstanding shares of each such class or series). Nothing contained in this Article is intended to require shareholder authorization or approval of any action of the Corporation unless such authorization or approval is specifically required by the other provisions of these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, or by the TBCA.

B. Except as otherwise required by law, special meetings of the shareholders of the Corporation may be called by the Chairman of the Board of Directors, the President of the Corporation, the Board of Directors, such other person or persons as may be authorized in the Corporation's bylaws, or by the holders of at least 20% of all the shares entitled to vote at the proposed special meeting.

C. Subject to Article 9.10 of the TBCA, any action required by the TBCA to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, shall be signed by the holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Prompt notice of the taking of any action by shareholders without a meeting by less than unanimous written consent shall be given to those shareholders who did not consent in writing to the taking of such action.

**ARTICLE VIII
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's current registered office in the State of Texas is 631 Mill Street, San Marcos Texas 78666. The name of its current registered agent at such address is David John Oles.

**ARTICLE IX
DIRECTORS**

The number of Directors constituting the Corporation's current Board of Directors shall be as set forth in the Bylaws of the Corporation, and such number may be increased or decreased from time to time in the manner provided in the Bylaws, except that no decrease shall have the effect of shortening the term of any incumbent Directors. In the absence of a Bylaw providing for

the number of Directors, or should the Corporation fail to determine the number of Directors in the manner provided in the Bylaws, the number shall be the same as the number of Directors named herein. The Directors need not be residents of the State of Texas or shareholders of the Corporation. The name and address of the person currently serving as the sole member of the Corporation's Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
David John Oles	631 Mill Street, San Marcos Texas 78666
Henry Oles	P.O. Box 78, San Marcos, TX 78657
Roger McManus	3005 West Sedgefield Dr. Greensboro, N.C. 27407

The Board of Directors is expressly authorized to adopt, alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws.

ARTICLE X LIMITED DIRECTOR LIABILITY

No Director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for an act or omission (or an alleged act or omission) in a Director's capacity as a Director, except that this Article Ten does not eliminate or limit the liability of a Director to the extent the Director is found liable for: (i) a breach of a Director's duty of loyalty to the Corporation or its shareholders; (ii) an act or omission not in good faith which constitutes a breach of duty of the Director to the Corporation, or an act or omission which involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; (iv) an act or omission for which the liability of a Director is expressly provided for by an applicable statute; or (v) an act related to an unlawful stock repurchase or redemption, distribution or share dividend. If the Texas Miscellaneous Corporation Laws Act or any other applicable law is amended or adopted to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the fullest extent permitted by any such law, as so amended or adopted. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director for or with respect to any acts or omissions of the Director occurring prior to such amendment or repeal.

ARTICLE XI INDEMNIFICATION

Each person who at any time is or was a Director or officer (an "Officer") of the Corporation, and who was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative (a "Proceeding," which shall include any appeal in such a Proceeding, and any inquiry or investigation that could lead to such a Proceeding), by reason of the fact that such person is or was a Director or Officer or is or was a Director or Officer serving at the request of the Corporation as a Director, Officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise shall be indemnified by the Corporation to the fullest extent authorized by the TBCA, or any other applicable law as may from time to time be in effect (but, in the case of any such amendment or enactment, only to the extent that such amendment or law permits the Corporation to provide broader indemnification rights than such law prior to such amendment or enactment permitted the Corporation to provide), against judgments, penalties, including excise and similar taxes, fines, settlements and reasonable expenses, including court costs and attorneys' fees actually incurred by such person in connection with such Proceeding. The Corporation's obligations under this Article include, but are not limited to, the convening of any meeting, and the consideration of any matter thereby, required by statute in order to determine the eligibility of any person for indemnification. Expenses incurred in defending a Proceeding shall be paid by the Corporation in advance of the final disposition of such Proceeding to the fullest extent permitted by, but only in compliance with, the TBCA or any other applicable laws as may from time to time be in effect. The Corporation's obligation to indemnify or to prepay expenses under this Article Eleven shall arise, and all rights granted hereunder shall vest, at the time of the occurrence of the transaction or event to which such proceeding relates, or at the time that the action or conduct to which such proceeding relates was first taken or engaged in or omitted to be taken or engaged in, regardless of when such proceeding is first threatened, commenced or completed. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation or the Bylaws, no action taken by the Corporation, either by amendment of these Amended and Restated Articles of Incorporation or the Bylaws or otherwise, shall diminish or adversely affect any rights to indemnification or prepayment of expenses granted under this Article which shall have become vested prior to the date that such amendment or other corporate action is taken. The rights to indemnification and prepayment of expenses which are conferred to Directors and Officers by this Article may be conferred upon any employee or agent of the Corporation if, and to the extent, authorized by its Board of Directors.

IN WITNESS WHEREOF, PIXEL MAGIC IMAGING, INC., Inc. has caused these Amended and Restated Articles of Incorporation to be duly executed as of December 31, 1997.

PIXEL MAGIC IMAGING, INC..

By: 

David John Oles, President