

01-02-2001

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



101568725

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

12/7/00

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
02 03 99

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
01 28 99

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

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 ad hoc representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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: 002203 FRAME: 0738

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" value="75625760"/>	<input type="text" value="75625765"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75625761"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75625764"/>	<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.

Caroline H. Mead, Esq.

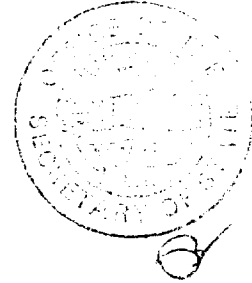
Caroline H. Mead
Signature

12/5/00
Date Signed

Name of Person Signing

State of California

SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

FEB 09 1999



Secretary of State

1523368

CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF

ITEL TERMINALS, INC.

a California Corporation

FILED
in the office of the Secretary of State
of the State of California

FEB 03 1999

Bill Jones
JILL JONES, Secretary of State

Michael S. Baldwin, President and David M. Liebman hereby certify that:

They are the president and secretary, respectively, of Itel Terminals, Inc., a California Corporation.

The Articles of Incorporation of ITEL TERMINALS, INC. were filed with the California Secretary of State on May 6, 1992, Corporation Number 1523368, and amended on November 9, 1992,

The following amendment and restatement of the articles of incorporation of the corporation has been duly approved by the board of directors of the corporation:

The articles of Incorporation are amended and restated to read in their entirety as set forth in Exhibit A.

The amendment was duly approved by the required vote of shareholders in accordance with section 902 of the California Corporations Code. The total number of outstanding shares entitled to vote with respect to the amendment was 1,000,000, the favorable vote of a majority of such shares is required to approve the amendment, and the number of such shares voting in favor of the amendment equaled or exceeded the required vote.

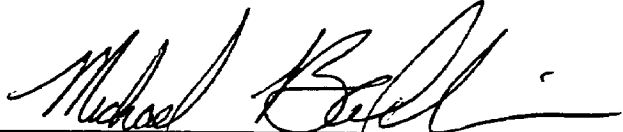
DATE: 1/2-8/99

Michael Baldwin
Michael S. Baldwin,
President

David M. Liebman
David M. Liebman,
Chief Financial Officer

I hereby declare under penalty of perjury under the laws of the State of California that the matters set forth in this certification are true and correct and of my own knowledge, and that I am the person who executed the foregoing Certificate Amendment to Articles of Incorporation, which execution is my act and deed.

1/28/99



Michael S. Baldwin

I hereby declare under penalty of perjury under the laws of the State of California that the matters set forth in this certification are true and correct and of my own knowledge, and that I am the person who executed the foregoing Certificate Amendment to Articles of Incorporation, which execution is my act and deed.

1/28/99



David M. Liebman

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

GLOBAL INTERMODAL SYSTEMS, INC.

I.

The name of the corporation is GLOBAL INTERMODAL SYSTEMS, INC.

II.

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporation Code.

III.

The corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 1,000,000.

IV.

The liability of the directors of the corporation for monetary damage shall be eliminated to the fullest extent permissible under California law.

V.

The corporation is authorized to provide indemnification of agents (as defined in section 317 of the California Corporations Code) through bylaw provisions, through agreements with the agents, or through vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

VI.

Any repeal or modification of the foregoing provisions of Articles V and VI by the shareholders of this corporation shall

not adversely affect the right or protection of an agent of the corporation existing at the time of such repeal or modification.

VII.

If proceedings are commenced for the dissolution of the corporation to which Section 2000 of the California Corporations Code applies, the provisions of any Buy-Sell Agreement or Stock Repurchase Agreement, if any, then in effect among the corporations and its shareholders shall govern and supersede any provisions of section 2000 which are inconsistent therewith, to the extent required to enforce any such Buy-Sell Agreement or Stock Repurchase Agreement.



D:\DOCS\14735\011\ITELART.GIS