

MKD 12-31-00

FORM PTO-1595  
(Rev. 6-93)

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

10



RE

01-16-2001

EET

Our

12-21-2000



To t  
Plea

U.S. Patent & TMO/TM Mail Rpt Dt. #64

demar  
nents of copy

101583813

ATTN: BOX ASSIGNMENT

1. Name of conveying party(ies):

Hildebrandt, Inc.  
A Delaware Corporation

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

2. Name and address of receiving party(ies):

Hildebrandt International, Inc.  
A Delaware Corporation

Street Address: 200 Cottontail Lane

City: Somerset State: New Jersey Zip: 08873

Domestic Representative designation attached?  Yes  No

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

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Effective Date: January 13, 2000 Execution Date: January 12, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,124,801

Additional numbers attached:  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lisa D. Herbst, Esq.

Internal Address: Morgan, Lewis & Bockius LLP  
Attn: TMSU

Street Address: 1800 M Street, N.W.  
City: Washington State: DC Zip: 20036

6. Total number of applications and trademarks involved: 1

7. Total fee (37 C.F.R §3.41): \$40.00

Enclosed  
 Authorized to be charged to deposit account 13-4520  
 Debit insufficiency or credit over payment to Deposit Account No. 13-4520

8. Deposit account number: 13-4520

Attach duplicate of page if paying by deposit account

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.

Lisa D. Herbst  
Name of Person Signing

*Lisa Herbst*  
Signature

12/21/00  
Date

Total number of pages including cover sheet, attachments and documents: 5

01/12/2001 DNGUYEN 00000313 2124801  
01 FC:481 40.00 OP

*State of Delaware*  
*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 "HILDEBRANDT, INC.", CHANGING ITS NAME FROM "HILDEBRANDT, INC." TO "HILDEBRANDT INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JANUARY, A.D. 2000, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

0811811 8100

001021602

0199753

AUTHENTICATION:

01-14-00

DATE:

**SIXTH  
RESTATED AND AMENDED  
CERTIFICATE OF INCORPORATION  
OF  
HILDEBRANDT, INC.**

The present name of the Corporation is HILDEBRANDT, INC. and it was originally incorporated under the name of BRADFORD W. HILDEBRANDT & CO., INC. This Restated and Amended Certificate of Incorporation supersedes the Fifth Restated and Amended Certificate of Incorporation of June 11, 1996, the Fourth Restated and Amended Certificate of Incorporation of January 13, 1994, the Third Restated and Amended Certificate of Incorporation of July 24, 1992, the Second Restated and Amended Certificate of Incorporation of April 29, 1987, and all amendments thereto, and the Restated Certificates of Incorporation, filed May 28, 1986, and all amendments thereto as well as the original Certificate of Incorporation of April 25, 1975, and all amendments thereto, in their entirety. This Sixth Restated and Amended Certificate of Incorporation was adopted in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware by unanimous vote of the board of directors and the stockholders. This Sixth Restated and Amended Certificate of Incorporation shall be effective as of the date of filing.

- I. The name of the corporation is Hildebrandt International, Inc.
- II. The nature of the purposes or business to be conducted is:
  - A. To engage in management consulting to law firms and other businesses; to advise, formulate and conduct business research, surveys and tests; to create, install and utilize business systems, method and controls; all as required or expedient to a solution of business problems of others or to an improvement in their function or an increase in their efficiency or profit.
  - B. To engage in any other lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

III. The address of its registered office in the State of Delaware is 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.

IV. (a) The total number of shares of stock which the corporation shall have authority to issue is twenty thousand (20,000) shares of Voting Common Stock with a par value of \$.10 per share.

(b) The designation, preferences, privileges, voting powers and restrictions, limitations and qualifications of the stock which the corporation is authorized to issue are as follows:

- (i) The holders of the Voting Common Stock shall exclusively possess the voting power of the corporation, subject to the restrictions contained in this Certificate.
- (ii) Dividends upon the Voting Common Stock may be declared by the board of directors out of the assets available therefor.
- (iii) In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the Voting Common stock shall be entitled to receive and to be paid, share and share alike, ratably according to the number of shares held, all the assets of the corporation.

follows: (c) The holders of the Voting Common stock shall consist of four (4) levels as

- (i) Level 1 - a Level 1 Stockholder shall own not less than two hundred and fifty (250) shares of Voting common Stock.
- (ii) Level 2 - a Level 2 Stockholder shall not own less than five hundred (500) shares of Voting Common Stock.
- (iii) Level 3 - a Level 3 Stockholder shall not own less than seven hundred and fifty (750) shares of Voting Common Stock.
- (iv) Level 4 - a Level 4 Stockholder shall own not less than one thousand (1,000) shares of Voting Common Stock.

V. The corporation is to have perpetual existence.

VI. Meetings of stockholders may be held within or without the state of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision of law) outside the state of Delaware at such place or places as may be designated from time to time by the chairman of the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

VII. The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

VIII. Except as expressly provided to the contrary, all decisions of the stockholders shall be made by a majority of the votes cast by the holders of shares of stock entitled to vote thereon.

IX. The board of directors shall consist of one (1) or more directors elected as determined in accordance with the by-laws. The business and affairs of the Corporation shall be managed by the board of directors and the board of directors shall have and may exercise all of the authority of a board of directors to the full extent permissible under the laws of the State of Delaware, and may do all things necessary and proper to manage and direct the business and affairs of the corporation, including the appointment of a Managing Director or an Executive Committee responsible for the business management of the Corporation and other responsibilities as set forth in the by-laws.

IN WITNESS WHEREOF, the foregoing Amended and Restated Certificate of Incorporation was adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware, and the undersigned acknowledge under penalty of perjury that the facts contained in this certificate are true and that their signatures hereon are their free and voluntary acts and deeds, and that the filing of this certificate is the properly authorized act and deed of the Corporation.

Signed on January 12, 2000.

**HILDEBRANDT, INC.**



\_\_\_\_\_  
Name: C. Randel Lewis  
Title: President