

02-07-2001



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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 Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

2419517

- 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 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

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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)

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.)

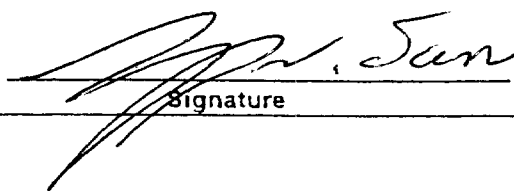
Deposit Account Number: #

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.

Gregory N. Owen, Esq.
Name of Person Signing


Signature

1/25/2001
Date Signed

State of California



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SECRETARY OF STATE

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

That the attached transcript of 3 page(s) has been compared with the record on file in this office, 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 day of

JAN 11 2000



Bill Jones

Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

SCG HOLDING, INC.,

a California corporation

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

JAN - 7 2000

The undersigned, David Shapiro and Judy Garrett-Shapiro, hereby certify that: BILL JONES, Secretary of State

1. They are the duly elected and acting Chief Executive Officer and President/Secretary, respectively, of SCG Holding, Inc., a California Corporation (the "Corporation").

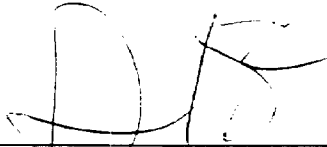
2. The Articles of Incorporation of the Corporation are amended and restated in full to read as set forth in Exhibit A attached hereto.

3. The amended and restated Articles of Incorporation of the corporation attached hereto have been duly approved by the board of directors of the corporation.

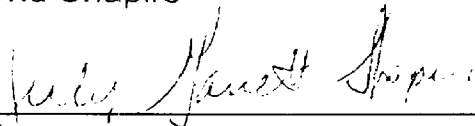
4. The Amended and Restated Articles of Incorporation of the Corporation attached hereto have been duly approved by the required vote of shareholders of this Corporation in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of Common Stock is 11,000. No other class of stock is authorized. The percentage vote required was more than 50% of the outstanding shares of Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 22, 1999



David Shapiro



Judy Garrett-Shapiro

Exhibit A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SCG HOLDING, INC.

ARTICLE I.

The name of this Corporation is Info-One (the "Corporation").

ARTICLE 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 California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

(a) This Corporation is authorized to issue two classes of shares designated "Common Stock" and "Preferred Stock", respectively. The total number of shares that this Corporation shall have authority to issue is Thirteen Million (13,000,000), no par value. The number of shares of Common Stock authorized to be issued is Ten Million (10,000,000) and the number of shares of Preferred Stock authorized to be issued is Three Million (3,000,000). The Board of Directors of this Corporation is authorized to determine, alter or eliminate any or all of the rights, preferences, rights and terms of redemption or conversion, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, of any of them, and to increase or reduce the number of shares comprising any such series (but not below the number of such shares then outstanding).

(b) Upon the effectiveness of these Amended and Restated Articles to read as set forth herein, each outstanding share of Common Stock is split up and converted

into Four Hundred Fifty Four and Sixth-Tenths (454.6) shares of Common Stock. There are no outstanding shares of Preferred Stock.

ARTICLE IV

The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. Any repeal or modification of this Article V, or the adoption of any provision of the Articles of Incorporation inconsistent with this Article V, shall only be prospective and shall not adversely affect the rights under this Article V in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

ARTICLE V

This Corporation is authorized to indemnify its agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits on indemnification of directors and agents of the Corporation set forth in Section 204 of the California Corporations Code with respect to actions for breach of a duty to the Corporation and its shareholders. Any repeal or modification of this Article VI, or the adoption of any provision of the Articles of Incorporation inconsistent with this Article VI, shall only be prospective and shall not adversely affect the rights under this Article VI in effect at the time of the alleged occurrence of any action or omission to act giving rise to indemnification.

