

02-26-2001



SHEET

2-9-01

101620042

Attorney's Docket No. 033129-032

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Orbitron Computer Systems, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Association
- Limited Partnership

Other: _____

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: _____

Execution Date: October 27, 1997

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

Name: Inclose Design, Inc.

Address: 3550 Snell Avenue, Suite 200

San Jose, CA 95136

- Individual(s) Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,165,943

Additional numbers attached? Yes No

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

Name: Kevin H. Fortin, Esq.

Address: BURNS, DOANE, SWECKER & MATHIS, L.L.P.

P.O. Box 1404

Alexandria, Virginia 22313-1404

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account, if necessary

8. Deposit account number:

02-4800

DO NOT USE THIS SPACE

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.

Hoang-chi Truong
Name of Person Signing

Signature

February 8, 2001
Date

Total number of pages including cover sheet, attachments, and document: 4

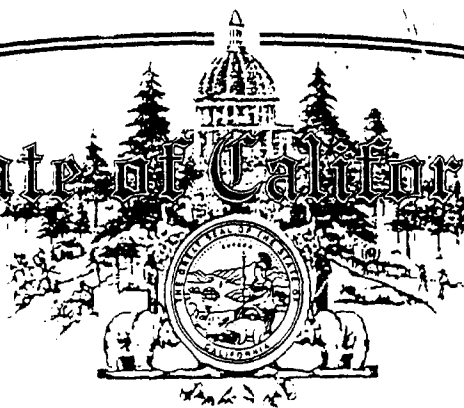
Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

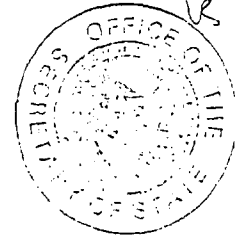
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REC'D NOV 14 1997

State of California



SECRETARY OF STATE



2 pages

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

That the attached transcript 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

NOV 12 1997



Bill Jones

Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF ORBITRON COMPUTER SYSTEMS, INC.
a California Corporation

NOV 10 199

BILL JONES, Secretary

The undersigned, Sunny Behl and Alex James, hereby certify that:

ONE: They are, respectively, the duly elected and acting President and Secretary of this Corporation.

TWO: The Restated Articles of Incorporation of this Corporation are amended and restated to read in full as follows:

ARTICLE I

The name of the corporation is Inclose Design, Inc.

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

This corporation is authorized to issue one class of stock to be designated Common Stock. The total number of shares which the corporation is authorized to issue is Fifty Million (50,000,000) shares.

ARTICLE IV

(A) The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.


(B) This Corporation is authorized to indemnify agents of this Corporation, including without limitation, directors and officers, whether by bylaw, agreement or otherwise, to the fullest extent permissible under California Law, and in excess of that expressly permitted by Section 317 of the California General Corporation Law.

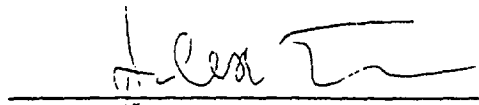
THREE: The foregoing amendment has been approved by the Board of Directors of this corporation.

FOUR: The foregoing amendment and restatement of articles of incorporation was approved by the holders of the requisite number of shares of this Corporation in accordance with Sections 902 and 903 of the California General Corporation Law. The total number of outstanding

shares of the Corporation entitled to vote with respect to the foregoing amendment is 5,000,000 shares of Common Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock. The amendment was approved in accordance with Section 903(a)(2) of the California General Corporation Law.

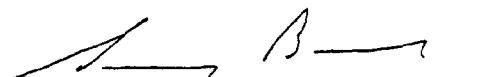
IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles on October 27, 1997.

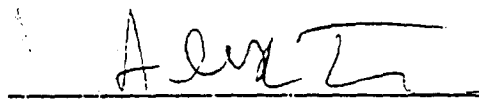

Sunny Behl, President


Alex James, Secretary

The undersigned certify under penalty of perjury that they have read the foregoing Amended and Restated Articles of Incorporation and know the contents thereof, and that the statements therein are true.

Executed at Campbell, California, on October 27, 1997.


Sunny Behl, President


Alex James, Secretary

