

03-29-2001



FORM PTO-1595
1-31-92

RE

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LET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARKS ONLY

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

1. Name of conveying party(ies):

WJ Communications, Inc.

3-12-01

Individual(s)

General

Partnership

Corporation - State of California

Other

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

Association

Limited

Partnership

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

Name: WJ Communications, Inc.

Internal Address:

Street Address: 1530 McCarthy Boulevard

City: Milpitas

State: CA

Zip: 95035

3. Nature of Conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation - State of Delaware

Other

If assignee is not domiciled in the U.S., a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)

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

Effective Date: August 11, 2000

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

A. Trademark Application No.(s)

74/614,565

75/218,531

75/632,158

B. Trademark Registration No.(s)

856,401

1,041,669

1,127,448

866,185

1,041,670

1,462,638

866,186

1,042,169

1,478,459

856,400

1,116,847

1,553,596

1,015,706

1,125,749

2,149,141

1,015,705

1,127,449

Additional numbers attached? Yes No

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

Name: Maria S. Swiatek

Internal Address: FLEHR HOHBACH TEST

ALBRITTON & HERBERT, LLP

Street Address: SUITE 3400

FOUR EMBARCADERO CENTER

City: SAN FRANCISCO

State: CA

Zip: 94111-4187

6. Total number of applications and registrations involved: [20]

7. Total fee (37 CFR 3.41):.....\$ 800.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 06-1300

Please debit any underpayment or credit any overpayment to the above deposit account.

Our Order No. G-63687-11/MSS

(Attach duplicate of this page if paying by deposit account)

DO NOT USE THIS SPACE

TRADEMARK

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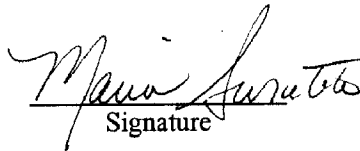
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01 50:481 40.00 OP
02 50:482 475.00 OP

03/28/2001 DEBYNE 001013000
00000111 74514565
01 50:481 40.00 OP
02 50:482 475.00 OP

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.

Maria S. Swiatek, Reg. No. 37,244
Name of Person Signing


Signature

March 9, 2001
Date

Total number of pages including cover sheet, attachments and document: [19]

OMB No.

Do not detach this portion

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

**Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231**

File No. G-63687-11/MSS

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State of California



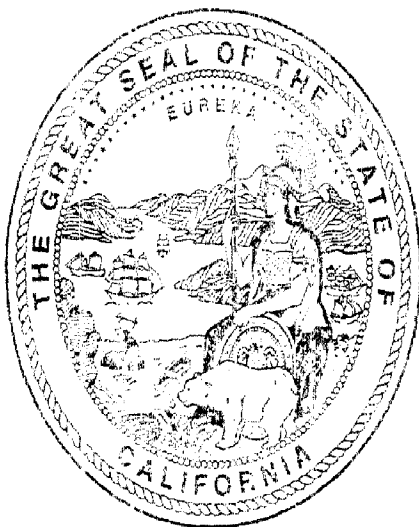
SECRETARY OF STATE

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

That the attached transcript of 7 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 day of

JAN 26 2001



Bill Jones

Secretary of State

03A7421 OUT

D0627514.

FILED
In the Office of the Secretary of State
of the State of California

AUG 15 2000 *SES*

Bill Jones
BILL JONES, Secretary of State

CERTIFICATE OF OWNERSHIP
OF
WJ COMMUNICATIONS, INC.
a California corporation
PROVIDING FOR ITS MERGER INTO
WJ COMMUNICATIONS, INC.
a Delaware corporation

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the domestic parent corporation hereinafter named do hereby certify as follows:

1. The name of the parent corporation, which is a business corporation of the State of California, and which is to be the disappearing corporation under the merger herein certified ("Disappearing Corporation"), is WJ Communications, Inc. (formerly Watkins-Johnson Company).
2. The name of the subsidiary corporation, which is a business corporation of the State of Delaware, and which is to be the surviving corporation under the merger herein certified ("Surviving Corporation"), is WJ Communications, Inc.
3. Disappearing Corporation owns 100% of the outstanding shares of Surviving Corporation.
4. The Certificate of Incorporation of Surviving Corporation shall remain unchanged by the merger.
5. The Disappearing Corporation has 999,020 shares of Series A Convertible Preferred Stock outstanding and 32,696,664 shares of common stock outstanding. 100% of the shares of Series A Convertible Preferred Stock and 25,531,914 shares, or 78.1%, of the shares of common stock voted in approval of the principal terms of the merger. The votes equaled or exceeded the number of votes required for passage.
6. The following is a copy of the resolutions to merge, as adopted and approved by the Boards of Directors of both Surviving Corporation and Disappearing Corporation:

RESOLVED, that in order to effectuate a change in the domicile of WJ Communications, Inc., a California corporation, to Delaware, the Board of Directors hereby approves and adopts the proposed Agreement of Merger, attached hereto as Exhibit A and incorporated herein by this reference, between WJ Communications, Inc., a California corporation and its wholly-owned subsidiary, WJ Communications, Inc., a Delaware corporation, pursuant to which WJ Communications, Inc., a California corporation, shall be merged with and into WJ Communications, Inc., a Delaware corporation, and the separate legal existence of WJ Communications, Inc., a California corporation, shall cease.

FURTHER RESOLVED, that WJ Communications, Inc., a Delaware corporation, upon surviving the merger, is hereby authorized to simultaneously file with the California Secretary of State an Application by Foreign Corporation and any other documents that may be required in order to permit the Surviving Corporation to conduct business in the State of California; and

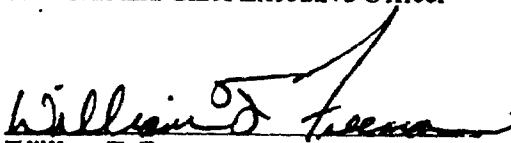
FURTHER RESOLVED, that the Boards of Directors and the proper officers of each of WJ Communications, Inc., a California corporation, and WJ Communications, Inc., a Delaware corporation, are hereby authorized, empowered and directed to do any and all further acts and things, and to make, execute, deliver, file, and/or record any and all further instruments, papers and documents, including but not limited to the Agreement of Merger, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provided for.

The undersigned do hereby declare under penalty of perjury under the laws of the State of California that they executed the foregoing certificate in the official capacities set forth beneath their signatures, and that the statements set forth in this certificate are true and correct of their own knowledge.

Signed on August 11, 2000



Malcolm J. Caraballo,
President and Chief Executive Officer



William T. Freeman,
Chief Financial Officer

EXHIBIT A

AGREEMENT OF MERGER

BY AND BETWEEN

WJ COMMUNICATIONS, INC.
a California corporation

AND

WJ COMMUNICATIONS, INC.
a Delaware corporation

This AGREEMENT OF MERGER, dated as of August 11, 2000 (this "Agreement"), is entered into by and between WJ Communications, Inc., a California corporation (the "Merging Corporation"), and WJ Communications, Inc., a Delaware corporation (the "Surviving Corporation").

WITNESSETH that:

WHEREAS, the Merging Corporation and the Surviving Corporation desire to enter into this Agreement, providing for the merger of the Merging Corporation with and into the Surviving Corporation (the "Merger");

NOW THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of the Merger, and the manner and basis of converting or canceling of the shares, as the case may be, of the constituent corporations, as follows:

Section 1: MERGER

On the date of the filing of a Certificate of Ownership with the California Secretary of State with respect to the Merging Corporation, and a Certificate of Ownership and Merger with the Delaware Secretary of State with respect to the Surviving Corporation (the "Effective Time"), the Merging Corporation shall be merged with and into the Surviving Corporation, which shall be the surviving corporation in the Merger, and the separate legal existence of Merging Corporation shall cease.

Section 2: EFFECT ON OUTSTANDING SHARES

2.1 At the Effective Time, each share of common stock, \$.01 par value, of the Surviving Corporation issued and outstanding immediately prior to the Effective Time, owned by the Surviving Corporation or by any direct or indirect subsidiary thereof, or by the Merging Corporation or by any direct or indirect subsidiary thereof, shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered or be deliverable therefor.

2.2 At the Effective Time, each share of common stock, without par value, of the Merging Corporation shall be converted and exchanged for 1.5 shares of common stock, par value \$.01, of the Surviving Corporation without any action on the part of the holder thereof. Any resulting fractional shares shall be converted and exchanged for cash equal to the result of multiplying that fraction by the fair market value of a share of common stock of the Surviving Corporation. From the Effective Time, each certificate representing shares of the Merging Corporation common shall represent the number of shares of the Surviving Corporation common stock determined in accordance with this Section 2.2, and upon surrender of any such stock certificate to the Surviving Corporation, a stockholder shall be issued a new stock certificate representing such number of shares of the Surviving Corporation common stock.

2.3 At the Effective Time, each share of Series A Convertible Preferred Stock of the Merging Corporation shall be converted and exchanged on a 1-for-1 basis for shares of the Series A Convertible Preferred Stock of the Surviving Corporation without any action on the part of the holder thereof. From the Effective Time, each certificate representing shares of the Merging Corporation Series A Convertible Preferred Stock shall represent the same number of shares of the Surviving Corporation Series A Convertible Preferred Stock, and upon surrender of any such stock certificate to the Surviving Corporation, a stockholder shall be issued a new stock certificate representing the same number of shares of the Surviving Corporation Series A Convertible Preferred Stock.

Section 3: EFFECT OF MERGER AND EFFECTIVE DATE

3.1 The effect of the Merger and the effective date of the Merger are as prescribed by law.

3.2 At any time prior to the time that a Certificate of Ownership filed with the California Secretary of State, or a Certificate of Ownership and Merger filed with the Delaware Secretary of State, to effect the Merger, becomes effective as set forth above, this Agreement of Merger may be terminated by the Board of Directors of either Merging Corporation or Surviving Corporation.

Section 4: SURVIVING CORPORATION

4.1 Upon the effectiveness of the Merger, the Certificate of Incorporation of the Surviving Corporation shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

4.2 Upon the effectiveness of the Merger, the Bylaws of the Surviving Corporation shall continue in full force and effect as the Bylaws of the Surviving Corporation.

4.3 Upon the effectiveness of the Merger, the directors and officers of the Merging Corporation and all committees of the Board of Directors thereof, shall continue in office as the directors and officers and committee members of the Surviving Corporation.

4.4 Upon the effectiveness of the Merger, the Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation.

4.5 Upon the effectiveness of the Merger, the Surviving Corporation shall assume and shall enforce as its own all employee benefit plans, stock option plans, contracts and such other agreements of the Merging Corporation in force just prior to the Effective Time of the Merger.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers thereunto duly authorized on this 11th day of August, 2000.

MERGING CORPORATION

WJ Communications, Inc., a California corporation

By: [Signature]
Its: President and Chief Executive Officer

By: William J. Treena
Its: Chief Financial Officer and Assistant Secretary

SURVIVING CORPORATION

WJ Communications, Inc., a Delaware corporation

By: [Signature]
Its: President and Chief Executive Officer

By: William J. Treena
Its: Chief Financial Officer



STATE OF CALIFORNIA
 FRANCHISE TAX BOARD
 PO BOX 1468
 SACRAMENTO CA 95812-1468

TAX CLEARANCE CERTIFICATE

EXPIRATION DATE: October 13, 2000

July 13, 2000

IRELL & MANELLA
 JAMES P BERKLAS
 333 S HOPE ST STE 3300
 LOS ANGELES CA 90071-3042

ISSUED TO : WJ COMMUNICATIONS, INC.
 ENTITY ID : 0347421

THIS CERTIFICATE IS VALID ONLY UPON THE SIMULTANEOUS QUALIFICATION OF
 WJ COMMUNICATIONS, INC, A DELAWARE CORPORATION.

This letter certifies that all taxes imposed under the Bank and
 Corporation Tax Law on this corporation have been paid or are secured by
 bond, deposit, or other security.

Please note the following:

- * A final tax return, if not already filed, is due two months and 15 days
 after the close of the month in which dissolution or withdrawal takes
 place. If the corporation was inactive prior to that date, attach a
 statement to the tax return giving the date it became inactive.
- * Filed tax returns remain subject to audit until the expiration of the
 statute of limitations.
- * If the corporation does not file the tax returns, we may issue
 additional assessments.

We sent a copy of this Tax Clearance Certificate to the Secretary of State.
 Please retain this letter for your records.

PLEASE NOTE: By the expiration date above, the corporation must file all
 documents required by the Secretary of State to dissolve, withdraw, or
 merge. If the corporation does not complete this process, it will remain
 subject to the filing requirements of the Bank and Corporation Tax Law.

To obtain these documents, please write to:

SECRETARY OF STATE
 1500 11th St., 3rd Floor
 SACRAMENTO, CA 95814-5701

You can also call them at (916) 657-5448 or access their website at
www.ss.ca.gov

F T T B N 2 8 2 7 J J M O R 0 2 0 4 5 7 1 1 8 8 8

July 13, 2000
IRELL & MANELLA
ENTITY ID : 0347421
Page 2

Franchise Tax Board
Telephone (800) 852-5711

By H. Hermansen
Tax Clearance Unit
Special Audit Section
Telephone (916) 845-4124



COPY

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WJ COMMUNICATIONS, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "WJ COMMUNICATIONS, INC." UNDER THE NAME OF
"WJ COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE FIFTEENTH DAY OF AUGUST, A.D. 2000, AT 9:01
O'CLOCK A.M.



Harriet Smith Windsor

Secretary of State

3198498 8100M

AUTHENTICATION: 0921237

010016044

DATE: 01-18-01

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

WJ COMMUNICATIONS, INC., A CALIFORNIA CORPORATION

INTO

WJ COMMUNICATIONS, INC., A DELAWARE CORPORATION

(Pursuant to Section 253 of the General Corporation Law
of the State of Delaware)

The undersigned does hereby certify that:

FIRST: The names and state of incorporation of each of the constituent corporations is as follows:

<u>Name</u>	<u>State of Incorporation</u>
WJ Communications, Inc. (the "California Company")	California \
WJ Communications, Inc. (the "Delaware Company")	Delaware

SECOND: The California Company owns of record all of the outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Delaware Company, the Common Stock being the only class of stock of the Delaware Company issued and outstanding.

THIRD: By Unanimous Written Consent of the Board of Directors of the California Company dated August 11, 2000, the California Company adopted the following resolutions providing for the merger of the California Company into the Delaware Company (the "Merger"), which resolutions have not been amended or rescinded and remain in full force and effect:

RESOLVED, that in order to effectuate a change in the domicile of WJ Communications, Inc., a California corporation, to Delaware, the Board of Directors hereby approves and adopts the proposed Agreement of Merger, attached hereto as Exhibit A and incorporated herein by this reference, between WJ Communications, Inc., a California corporation and its wholly-owned subsidiary, WJ Communications, Inc., a Delaware corporation, pursuant to which (i) WJ Communications, Inc., a California corporation, shall be merged with and into WJ Communications, Inc., a Delaware corporation, (ii) the shareholders of WJ Communications, Inc., a California corporation, shall be issued shares of stock of WJ Communications, Inc., a Delaware corporation, on a pro rata basis on surrender of their shares of WJ Communications, Inc., a California corporation, and (iii) the

separate legal existence of WJ Communications, Inc., a California corporation, shall cease.

FURTHER RESOLVED, that WJ Communications, Inc., a Delaware corporation, upon surviving the merger, is hereby authorized to simultaneously file with the California Secretary of State an Application by Foreign Corporation and any other documents that may be required in order to permit the Surviving Corporation to conduct business in the State of California; and

FURTHER RESOLVED, that the Boards of Directors and the proper officers of each of WJ Communications, Inc., a California corporation, and WJ Communications, Inc., a Delaware corporation, are hereby authorized, empowered and directed to do any and all further acts and things, and to make, execute, deliver, file, and/or record any and all further instruments, papers and documents, including but not limited to the Agreement of Merger, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provided for.

FOURTH: The Merger has been adopted, approved, certified, executed and acknowledged by the California Company in accordance with the laws of the State of California and by the Board of Directors of the Delaware Company in accordance with the laws of the State of Delaware.

FIFTH: The Certificate of Incorporation of the Delaware Company shall remain unchanged by the Merger.

IN WITNESS WHEREOF, WJ Communications, Inc., a California corporation, has caused this Certificate of Ownership and Merger to be executed in its corporate name by its President and Chief Executive Officer this 11th day of August, 2000.

WJ COMMUNICATIONS, INC.,
a California corporation

By: 

Name: Malcolm J. Caraballo

Title: President and Chief Executive Officer

AGREEMENT OF MERGER

BY AND BETWEEN

WJ COMMUNICATIONS, INC.
a California corporation

AND

WJ COMMUNICATIONS, INC.
a Delaware corporation

This AGREEMENT OF MERGER, dated as of August 11, 2000 (this "Agreement"), is entered into by and between WJ Communications, Inc., a California corporation (the "Merging Corporation"), and WJ Communications, Inc., a Delaware corporation (the "Surviving Corporation").

WITNESSETH that

WHEREAS, the Merging Corporation and the Surviving Corporation desire to enter into this Agreement, providing for the merger of the Merging Corporation with and into the Surviving Corporation (the "Merger");

NOW THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of the Merger, and the manner and basis of converting or canceling of the shares, as the case may be, of the constituent corporations, as follows:

Section 1: MERGER

On the date of the filing of a Certificate of Ownership with the California Secretary of State with respect to the Merging Corporation, and a Certificate of Ownership and Merger with the Delaware Secretary of State with respect to the Surviving Corporation (the "Effective Time"), the Merging Corporation shall be merged with and into the Surviving Corporation, which shall be the surviving corporation in the Merger, and the separate legal existence of Merging Corporation shall cease.

Section 2: EFFECT ON OUTSTANDING SHARES

2.1 At the Effective Time, each share of common stock, \$.01 par value, of the Surviving Corporation issued and outstanding immediately prior to the Effective Time, owned by the Surviving Corporation or by any direct or indirect subsidiary thereof, or by the Merging Corporation or by any direct or indirect subsidiary thereof, shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered or be deliverable therefor.

2.2 At the Effective Time, each share of common stock, without par value, of the Merging Corporation shall be converted and exchanged for 1.5 shares of common stock, par value \$.01, of the Surviving Corporation without any action on the part of the holder thereof. Any resulting fractional shares shall be converted and exchanged for cash equal to the result of multiplying that fraction by the fair market value of a share of common stock of the Surviving Corporation. From the Effective Time, each certificate representing shares of the Merging Corporation common shall represent the number of shares of the Surviving Corporation common stock determined in accordance with this Section 2.2, and upon surrender of any such stock certificate to the Surviving Corporation, a stockholder shall be issued a new stock certificate representing such number of shares of the Surviving Corporation common stock.

2.3 At the Effective Time, each share of Series A Convertible Preferred Stock of the Merging Corporation shall be converted and exchanged on a 1-for-1 basis for shares of the Series A Convertible Preferred Stock of the Surviving Corporation without any action on the part of the holder thereof. From the Effective Time, each certificate representing shares of the Merging Corporation Series A Convertible Preferred Stock shall represent the same number of shares of the Surviving Corporation Series A Convertible Preferred Stock, and upon surrender of any such stock certificate to the Surviving Corporation, a stockholder shall be issued a new stock certificate representing the same number of shares of the Surviving Corporation Series A Convertible Preferred Stock.

Section 3: EFFECT OF MERGER AND EFFECTIVE DATE

3.1 The effect of the Merger and the effective date of the Merger are as prescribed by law.

3.2 At any time prior to the time that a Certificate of Ownership filed with the California Secretary of State, or a Certificate of Ownership and Merger filed with the Delaware Secretary of State, to effect the Merger, becomes effective as set forth above, this Agreement of Merger may be terminated by the Board of Directors of either Merging Corporation or Surviving Corporation.

Section 4: SURVIVING CORPORATION

4.1 Upon the effectiveness of the Merger, the Certificate of Incorporation of the Surviving Corporation shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

4.2 Upon the effectiveness of the Merger, the Bylaws of the Surviving Corporation shall continue in full force and effect as the Bylaws of the Surviving Corporation.

4.3 Upon the effectiveness of the Merger, the directors and officers of the Merging Corporation and all committees of the Board of Directors thereof, shall continue in office as the directors and officers and committee members of the Surviving Corporation.


4.4 Upon the effectiveness of the Merger, the Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation.

4.5 Upon the effectiveness of the Merger, the Surviving Corporation shall assume and shall enforce as its own all employee benefit plans, stock option plans, contracts and such other agreements of the Merging Corporation in force just prior to the Effective Time of the Merger.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers thereunto duly authorized on this 11th day of August, 2000

MERGING CORPORATION

WJ Communications, Inc., a California corporation

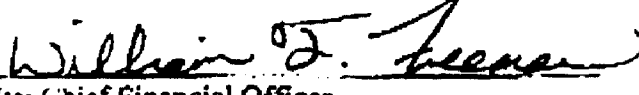
By: 
Its: President and Chief Executive Officer

By: 
Its: Chief Financial Officer

SURVIVING CORPORATION

WJ Communications, Inc., a Delaware corporation

By: 
Its: President and Chief Executive Officer

By: 
Its: Chief Financial Officer

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "WJ COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF AUGUST, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Secretary of State

3198498 8100

AUTHENTICATION: 0921236

010016044

DATE: 01-18-01

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WJ COMMUNICATIONS, INC.
CERTIFICATE OF CORRECTION
OF
CERTIFICATE OF DESIGNATION
OF
SERIES A CONVERTIBLE PREFERRED STOCK

WJ Communications, Inc., a Delaware corporation (the "Company"), pursuant to Section 103(f) of the Delaware General Corporation Law, hereby certifies as follows:

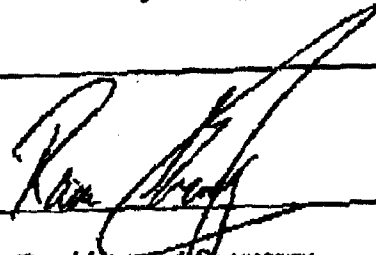
1. The Certificate of Designation of the Company filed with the Delaware Secretary of State on August 15, 2000, is an inaccurate record of the corporate action therein referred to.

2. Section 4(e) of the Certificate of Designation of the Company inaccurately omits certain transactions as to which the remaining provisions of said section are applicable.

3. Section 4(e) of the Certificate of Designation of the Company, in correct form, should read in its entirety as follows:

(e) Recapitalizations. If at any time or from time to time there shall be a capital reorganization or recapitalization of the Common Stock (other than an event described in Section 4(c) or Section 4(d) or a Liquidation Event), including without limitation any of the same occurring prior to or simultaneously with the issuance of any shares of Series A Preferred, then provision shall be made in the good faith discretion of the Board of Directors of the Corporation so that the holders of Series A Preferred shall thereafter be entitled to receive, upon conversion of such Series A Preferred, such shares or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such capital reorganization or recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section with respect to the rights of the holders of the Series A Preferred after the capital reorganization or recapitalization to the end that the provisions of this Section (including adjustment of the Series A Conversion Price then in effect and the number of shares issuable upon conversion of shares of Series A Preferred) shall be applicable after that event as nearly equivalent as may be practicable.

IN WITNESS WHEREOF, the Company has caused this Certificate of Correction to be signed by its Vice President and Secretary this 16th day of August, 2000.

By 
Its: Vice President and Secretary