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05-02-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Patents and Trademarks. Please record the attached original documents or copy

1. Name of conveying party(ies):

Quantum Snap Division Corporation
5615 Scotts Valley Drive
Scotts Valley, California 95066

- Individual(s) Association
 - General Partnership Limited Partnership
 - Corporation - Delaware
 - Other _____
- Additional name(s) of conveying party(ies) attached? Yes
 No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: October 12, 2000

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

Name: Snap Appliances, Inc.

Internal Address: _____

Street Address: 2001 Logic Drive

City: San Jose State: CA ZIP 95124-3452

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Liability Company - _____
- Corporation - Delaware
- Other _____

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

2,421,713
2,428,674

Additional numbers attached? Yes No

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

Name: Cooley Godward LLP

Internal Address: Debbi R. Stern, Esq.

Street Address: 5 Palo Alto Square
3000 El Camino Real

City: Palo Alto State: CA ZIP 94306

6. Total number of applications and registration involved:

2

7. Total fee (37 CFR 3.41):.....
\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-3118 Att.: 300058-201

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

05/02/2001 DBYRNE 00000009 2421713

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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.

Debbi Stern 4/19/01
Debbi R. Stern Date

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

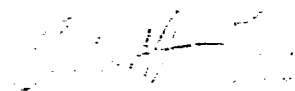
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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 "QUANTUM SNAP DIVISION CORPORATION", CHANGING ITS NAME FROM "QUANTUM SNAP DIVISION CORPORATION" TO "SNAP APPLIANCES, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 2000, AT 4:30 O'CLOCK P.M.

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




Edward J. Freel, Secretary of State

2743967 8100

001516498

AUTHENTICATION: 0732539

DATE: 10-13-00

TRADEMARK
REEL: 002285 FRAME: 0135

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

QUANTUM SNAP DIVISION CORPORATION

W. Curtis Francis hereby certifies that:

ONE: He is the duly elected and acting President of Quantum Snap Division Corporation, a Delaware Corporation. Quantum Snap Division Corporation was originally incorporated under the name Meridian Date, Inc., and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 24, 1997.

TWO: The Certificate of Incorporation of this corporation is hereby amended and restated to read as follows:

ARTICLE I

The name of the corporation is Snap Appliances, Inc.

ARTICLE II

The address of the corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of this 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 Delaware.

ARTICLE IV

This corporation is authorized to issue one class of shares to be designated "Common Stock." The total number of shares of Common Stock this corporation shall have authority to issue is one hundred (100), each having a par value of one-tenth of one cent (\$0.001).

ARTICLE V

The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The Board of Directors shall fix the number of directors, which shall constitute the whole Board of Directors of the corporation, in the manner provided in the Bylaws

ARTICLE VI

A. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholder of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation law, as so amended.

B. Any amendment or modification to this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence or any act or omission to act giving rise to liability or indemnification.

ARTICLE VII

The corporation reserves the right to amend, alter, change or repeal any provision 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.

THREE: The Board of Directors of this Corporation has duly approved this Restated Certificate of Incorporation.

FOUR: This Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware by the Board of Directors and the stockholders of the Corporation. A majority of the outstanding shares of Common Stock approved this Restated Certificate of Incorporation by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

408 232 6559

IN WITNESS WHEREOF, QUANTUM SNAP DIVISION CORPORATION has caused this Restated Certificate of Incorporation to be signed by its president this 10th day of October, 2000.

QUANTUM SNAP DIVISION CORPORATION

By: W. Curtis Francis
W. Curtis Francis, President