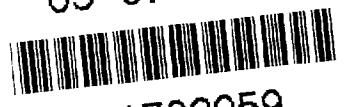


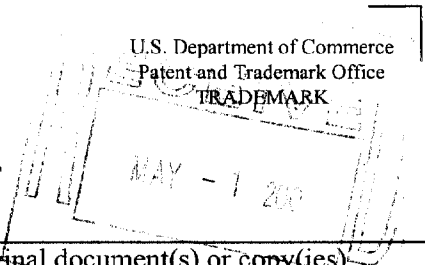
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- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger Effective Date  
Month Day Year  
1/18/01
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
1/18/01

Name Genoa Corporation  
Formerly GenOA Corporation

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Genoa Corporation

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2) 41762 Christy Street

Address (line 3) Fremont California, USA 94538  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization California

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**Registration Number(s)**

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**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

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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:

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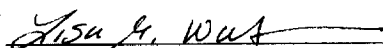
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*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.*

Lisa M. Watanabe



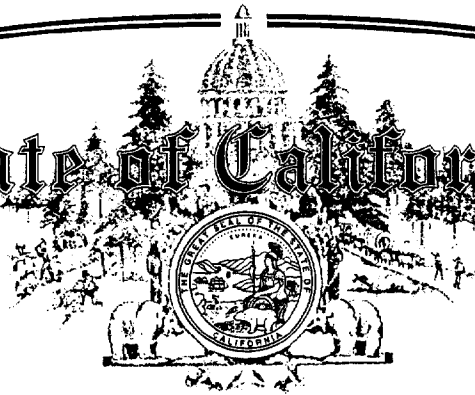
April 27, 2001

Name of Person Signing

Signature

Date Signed

# State of California



## SECRETARY OF STATE

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

That the attached transcript of 1 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 20 2001



Secretary of State

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
GENOA CORPORATION

**ENDORSED-FILED**  
In the office of the Secretary of State  
of the State of California

JAN 18 2001

**BILL JONES, Secretary of State**

The undersigned certify that:

1. They are the President and Secretary, respectively, of GenOA Corporation, a California corporation.

2. Article I of the Articles of Incorporation of this corporation is hereby amended to read in its entirety as follows:

The name of the corporation is Genoa Corporation

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

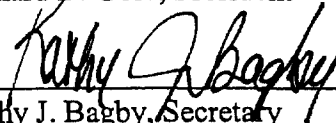
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 6,898,842 shares of Common Stock and 17,000,639 shares of Preferred Stock, consisting of 3,200,000 shares of Series A Preferred Stock, 6,775,639 shares of Series B Preferred Stock, and 7,025,500 shares of Series C Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the shares of Common Stock and Preferred Stock voting together.

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.

Dated: January 11, 2001



Richard B. Gold, President



Kathy J. Bagby, Secretary

