

06-26-2001



101761342

To the Commissioner of Patents and Trademarks

Documents or copy thereof.

1. Name of conveying party(ies):

Halo Sleep Systems, Inc.  
5845 Magnolia Lane North  
Plymouth, Minnesota 55442  
USA

611-0)

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

Halo Innovations, Inc.  
15098 23rd Avenue North  
Plymouth, Minnesota 55447  
USA



- Individuals
- General Partnership
- Corporation-State of Minnesota
- Other: \_\_\_\_\_
- Association
- Limited Partnership

06-11-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #11

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: \_\_\_\_\_
- Merger
- Change of Name

- Individual(s) citizenship
- General Partnership
- Corporation-State of Minnesota
- Other: \_\_\_\_\_

- Association
- Limited Partnership

Execution Date: October 18, 2000

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes  No

(Designations must be separate document from Assignment)

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

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

A. Trademark Application No.(s)/ Mark(s)

74/619,151 (HALO SLEEP SYSTEM)  
75/255,809 (H & DESIGN)

B. Trademark Reg. No.(s)/Mark(s)

Additional numbers attached?  Yes  No

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

Name: Michael D. Schumann  
Address: MERCHANT & GOULD P.C.  
P.O. Box 2910  
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 2

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

- Enclosed
- Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

James A. Larson  
Name of Person Signing

Signature

June 7, 2001  
Date

06/25/2001 TDI AZ1 00000073 74619151

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

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

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FROM GRAY PLANT MOOTY MOOTY & BENNETT (#3)

(THU) 4. 26' 01 11:55/ST. 11:54/NO. 4261218492 P. 2

*80-101*

**CERTIFICATE OF  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HALO SLEEP SYSTEMS, INC.**

The undersigned, William R. Schmid, the President of Halo Sleep Systems, Inc., a Minnesota corporation (the "Corporation"), subject to the provisions of Chapter 302A Minnesota Statutes (the "Act"), hereby certifies that the Amended and Restated Articles of Incorporation, a true and correct copy of which is annexed hereto as Exhibit A and made a part hereof, were duly adopted by the sole member of the Board of Directors pursuant to written action on September 27, 2000 and the Shareholders pursuant to a meeting held on October 18, 2000.

IN WITNESS WHEREOF, I have subscribed my name the 18th day of October, 2000.



William R. Schmid, President

*corp holder RN-29199*

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FROM GRAY PLANT MOOTY MOOTY & BENNETT (#3)

(THU) 4. 26' 01 11:55/ST. 11:54/NO. 4261218492 P 3

**EXHIBIT A**

**Amended and Restated Articles of Incorporation**

FROM GRAY PLANT MOOTY MOOTY & BENNETT (#3) (THU) 4.26'01 11:55/ST. 11:54/NO. 4261218492 P 4

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
HALO INNOVATIONS, INC.**

The following Amended and Restated Articles of Incorporation supersede the previous Articles of Incorporation and shall be the current Articles of Incorporation of the Corporation.

**ARTICLE I.  
NAME**

The name of the Corporation shall be Halo Innovations, Inc. *h*

**ARTICLE II.  
REGISTERED OFFICE**

The address of the registered office of the Corporation shall be:

15098-23<sup>rd</sup> Avenue North  
Plymouth, MN 55447

**ARTICLE III.  
AUTHORIZED SHARES**

The total number of shares of capital stock which this Corporation is authorized to issue is twenty-five million (25,000,000) shares consisting of five million (5,000,000) shares of common stock, and twenty million (20,000,000) shares of undesignated shares, all of which shares shall have a par value of \$0.01 per share. Shares of capital stock of this Corporation may be issued for such consideration as the Board of Directors may from time to time determine. ✓

The Board of Directors of this Corporation is hereby authorized from time to time to issue from the authorized shares of capital stock one or more classes or series of shares which shall have such rights and preferences as the Board of Directors shall establish by resolution of a majority of the whole Board of Directors.

**ARTICLE IV.  
LIMITATION ON DIRECTORS' LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of the duty of loyalty to the Corporation or the shareholders; (ii) liability for acts or omissions not in good faith or that involved intentional misconduct or knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the Corporation's stock under Section 559 of the Minnesota Business Corporation Act (Minn. Stat., Chapter 302A) or in violation of federal or state securities laws; (iv) liability for any transaction from which the director derived an improper personal benefit; or (v) liability for any act or omission occurring prior to the date of this article becomes effective. If Minnesota law is amended or otherwise modified to authorize the further elimination or limitation of the liability of directors, then the liability of the directors of the Corporation, in

FROM GRAY PLANT MOOTY MOOTY & BENNETT (#3) (THU) 4.26'01 11:55/ST. 11:54/NO. 4261218492 P 5

addition to the limitation of personal liability provided herein, shall be limited to the fullest extent permitted by such amended or otherwise modified Minnesota law.

**ARTICLE V.  
NO CUMULATIVE VOTING**

Shareholders shall not be entitled to cumulate their votes for the election of directors.

**ARTICLE VI.  
NO PRE-EMPTIVE RIGHTS**

Shareholders shall have no pre-emptive rights with respect to the shares of the Corporation.

**ARTICLE VII.  
WRITTEN ACTIONS**

Unless approval by the shareholders is required, action by the Board of Directors may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all director were present.

**ARTICLE VIII.  
PURPOSE AND POWERS**

The Corporation is organized for general business purposes, with unlimited power to engage in any lawful act concerning any and all lawful business for which a corporation may be organized under the provisions of Minnesota Statutes, Chapter 302A, and to do any and all things reasonably necessary or incidental to accomplish such purposes.

**ARTICLE IX.  
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE X.  
BYLAWS**

The Board of Directors may from time to time by a vote of a majority of its members, make, adopt, alter, amend or rescind all or any of the Bylaws of the Corporation, subject to the power of the shareholders, as prescribed by statute, to change or repeal such Bylaws.

GP:737014 v1

STATE OF MINNESOTA  
FILED -

OCT 18 2000

*Henry Hoffmeyer*  
Secretary of State