

09-17-2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/20) Tab settings



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EET U.S. DEPARTMENT OF COMMERCE Y U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

STV Engineers, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Pennsylvania, 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: 6/25/91

2. Name and address of receiving party(ies)

Name STV Group, Incorporated

Internal Address:

Street Address: 11 Robinson Street

City: Pottstown State: PA Zip: 19464

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Pennsylvania, 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)

1,215,246

Additional number(s) attached Yes No

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

Name: Michael J. Smith, Esquire

Internal Address:

Blank Rome Comisky & McCauley LLP

Street Address: One Logan Square

City: Philadelphia State: PA Zip: 19103

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

8. Deposit account number:

02-2555

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

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.

Michael J. Smith, Esquire

Name of Person Signing

Signature

August 30, 2001

Date

Total number of pages including cover sheet, attachments, and document: 9

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

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C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

AUGUST 29, 2001

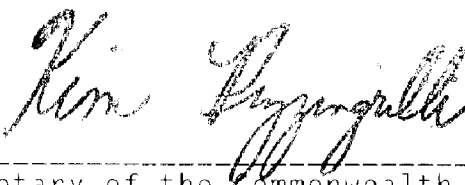
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

STV GROUP, INCORPORATED

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Secretary of the Commonwealth

JSOW



Microfilm Number 9139 498

Filed with the Department of State on JUN 25 1981

Entity Number 313726

Christopher A. Lewis
Secretary of the Commonwealth JH

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB-18-1915 (Rev 80)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: SIV Engineers, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) 11 Robinson Street Pottstown PA 19464 Montgomery
Number and Street City State Zip County

(b) _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: The Act of May 5, 1933, P.L. 364, as amended.

4. The original date of its incorporation is: December 7, 1967

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____

6. (Check one of the following):

The amendment was adopted by the shareholders pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914 (c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation as set forth in full in Exhibit A, attached hereto and made a part hereof.

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8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 25th day of June, 19 91.

BY: 

(Signature)

TITLE: Secretary

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PA DEPT. OF STATE

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EXHIBIT A

AMENDED AND RESTATED ARTICLES
OF INCORPORATION OF
STV GROUP, INCORPORATED

1. The name of the Corporation is:

STV GROUP, INCORPORATED
2. The location and post office address of the Corporation's current registered office in the Commonwealth of Pennsylvania is:

11 Robinson Street
Pottstown, PA 19464
3. The purposes of the Corporation are:
 - (a) to engage in mercantile, manufacturing, repairing, processing, research, development, marketing, trading and service businesses of any kind and character;
 - (b) to purchase, sell, lease, manufacture, produce, manage, operate, own and deal in and with real and personal property of every kind and description;
 - (c) to invest in, loan to or aid in any other manner any other business enterprises, whether or not affiliated with the Corporation or in which the Corporation has any direct or indirect interest or with which the Corporation does business or the business of which is a direct or indirect benefit to the Corporation; and
 - (d) to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Pennsylvania Business Corporation Law of 1933 (Act of May 5, 1933, P.L. 364, as amended). The Corporation is incorporated under the provisions of the Pennsylvania Business Corporation Law of 1933.
4. The term of its existence is: Perpetual
5. The aggregate number of shares which the Corporation shall have authority to issue is:
 - (a) 2,000,000 shares of preferred stock ("Preferred Stock"). The shares of Preferred Stock may be divided and issued from time to time in one or more series as may be designated by the Board of Directors of the Corporation.

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The Board of Directors of the Corporation shall have the full authority permitted by law to fix by resolution full, limited, multiple or fractional, or no voting rights, and such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights and other special or relative rights of, and the number of authorized shares of any series of Preferred Stock (within the total number of shares of Preferred Stock authorized by these Amended and Restated Articles of Incorporation) that may be desired.

- (b) 6,000,000 shares of common stock having a par value of \$1.00 per share ("Common Stock"). Each share of Common Stock shall be entitled to one vote per share.
6. A. The Board of Directors may, if it deems it advisable, oppose a tender or other offer for the Corporation's securities, whether the offer is in cash or in securities of a corporation or otherwise. When considering whether to oppose an offer, the Board of Directors may, but is not legally obligated to, consider any pertinent factors; by way of illustration, but not of limitation, the Board of Directors may, but shall not be legally obligated to, consider any and all of the following:
- (1) Whether the offer price is acceptable based on the historical and present operating results or financial condition of the Corporation.
 - (2) Whether a more favorable price could be obtained for the Corporation's securities in the future.
 - (3) The impact which an acquisition of the Corporation would have on the employees and customers of the Corporation and any of its subsidiaries in the community which they serve.
 - (4) The reputation and business practices of the offeror and its management and affiliates as they would affect the employees and customers of the Corporation and its subsidiaries and the future value of the Corporation's stock.
 - (5) The value of the securities, if any, which the offeror is offering in exchange for the Corporation's securities, based on an analysis of the worth of the Corporation as compared to the corporation or other entity whose securities are being offered.

- (6) Any antitrust or other legal and regulatory issues that are raised by the offer.
- (7) Any other pertinent factors, including the long-term as well as the short-term interests of the Corporation and its shareholders, whether or not such other factors are monetary or non-monetary in nature, or are shareholder or non-shareholder considerations.

B. If the Board of Directors determines that an offer should be rejected, it may take any lawful action to accomplish its purpose including, but not limited to, any or all of the following: advising shareholders not to accept the offer; litigation against the offeror; filing complaints with all governmental and regulatory authorities; acquiring the Corporation's securities; selling or otherwise issuing authorized but unissued securities or treasury stock or granting options with respect thereto; acquiring a company to create an antitrust or other regulatory problem for the offeror; and obtaining a more favorable offer from another individual or entity.

C. Nothing contained herein shall be deemed to limit or restrict the powers of the Board of Directors, or to enlarge the duties of the Board of Directors, as provided in the Pennsylvania Business Corporation Law of 1988 (or any amendment thereto or successor law) or otherwise in Pennsylvania law, or to create director liability for taking any action authorized hereunder.

- 7. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors consisting of not less than three directors nor more than twelve directors, the exact number of directors to be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors shall be divided into three classes (Class 1, Class 2 and Class 3), each such class as nearly equal in number as the total number of directors then constituting the whole Board permits, with the term of office of one class expiring each year. At the annual meeting of shareholders in 1991, directors in Class 1 shall be elected to hold office for a one-year term; directors in Class 2 shall be elected to hold office for a two-year term; and directors in Class 3 shall be elected to hold office for a three-year term. At each annual meeting after the annual meeting in 1991, elections shall be held to elect directors to replace those whose terms have expired. The term of office for all directors elected at each annual

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meeting held after 1991 shall be three years from the date of their election. All directors shall continue in office after the expiration of their terms until their successors have been elected or appointed and have qualified, except in the event of earlier death, resignation, retirement, removal or disqualification.

If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. Any vacancy on the Board of Directors, howsoever resulting, may be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy shall hold office for a term that shall coincide with the term of the class to which such director shall have been elected.

Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of these Amended and Restated Articles of Incorporation or the resolution or resolutions adopted by the Board of Directors pursuant to Paragraph 5 applicable thereto, and such directors so elected shall not be divided into classes pursuant to this Paragraph 7 unless expressly provided by such terms.

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