

12-12-2001



11.29-01

101913409
ATTENTION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # 101656799
- Correction of PTO Error
Reel # [] Frame # []
- Corrective Document
Reel # [] Frame # []

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other []
- Effective Date
Month Day Year
1/19/00

Conveying Party

- Mark if additional names of conveying parties attached
- Name Genex Interactive
- Execution Date Month Day Year 1/19/00

Formerly []

- 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 Genex

DBA/AKATA []

Composed of []

Address (line 1) 10003 Washington Boulevard

Address (line 2) []

Address (line 3) Culver City California 90232
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other []
- Citizenship/State of Incorporation/Organization California

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 002407 FRAME: 0081

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="76/196,107"/>	<input type="text" value="76/195,818"/>	<input type="text" value="76/196,108"/>	<input type="text" value="2,304,435"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Fee Previously Paid

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

If Necessary

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.

Jill M. Pietrini

Name of Person Signing

Signature

11-20-01

Date Signed

1958036
80538330

1958036

FILED
in the office of the Secretary of State
of the State of California

JAN 24 2000

Bill Jones
BILL JONES, Secretary of State

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GENEX

The undersigned, Walter Schild and Mark Anderson, hereby certify that:

- 1 They are the duly elected and acting, Chairman and Assistant Secretary, respectively, of Genex, a California corporation (the "Company").
- 2 The date on which the Articles of Incorporation of the Company were filed with the Secretary of State of California is January 22, 1996.
- 3 The Articles of Incorporation of the Company are amended and restated in full to read as follows:

I

The name of this corporation is Genex

II

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 California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

This corporation is authorized to issue only one class of shares of stock, designated "Common Stock", and the total number of shares which this corporation is authorized to issue is Fifteen Million (15,000,000) shares.

Upon the effective date of filing of this First Amended and Restated Articles of Incorporation, each two outstanding shares of Common Stock shall be automatically split and converted into twenty-seven (27) shares of Common Stock

IV

1 Limitation of Liability The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. This corporation is also authorized, to the fullest extent permissible under California law, to indemnify its agents (as defined in Section 317 of the California Corporations Code), whether by bylaw, agreement or otherwise, for breach of duty to this corporation and its shareholders in excess of that expressly permitted by Section 317 and to advance defense expenses to its agents in connection with such matters as they are incurred. If, after the effective date of this Article, California law is amended in a manner which permits a corporation to limit the monetary or other liability of its directors or to authorize indemnification of, or advancement of such defense expenses to, its directors or other persons, in any such case to a greater extent than is permitted on such effective date, the references in this Article to "California law" shall to that extent be deemed to refer to California law as so amended.

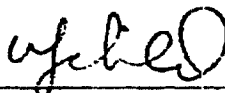
2 Repeal or Modification Any repeal or modification of the foregoing provisions of this Article V shall not adversely affect any right of indemnification or limitation of liability of an agent of this corporation relating to acts or omissions occurring prior to such repeal or modification.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors
5. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders of the Company in accordance with Sections 902 and 903 of the California Corporations Code. The Company has one class of shares outstanding which are entitled to vote with respect to the amendment herein set forth. The total number of outstanding shares of such class is 1,000,000 shares of Common Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required for the approval of the amendment herein set forth was more than 50% of the outstanding shares of Common Stock.

[Signature Page Follows]

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this First Amended and Restated Articles of Incorporation are true and correct of their own knowledge.

DATE: January 17th, 2000



Walter Schild, Chairman and Chief Executive Officer



Mark Anderson, Assistant Secretary