

03-05-2002



102001607

Docket No.:

1580.006

Tab settings

To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party(ies):
Disk Acquisition, Inc.

MRO 2/22/02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Delaware**
 Other _____

Additional names(s) of conveying party(ies) Yes No

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

Name: **Optifacts, Inc.**

Internal Address: _____

Street Address: **13515 North Stemmons Freeway**

City: **Dallas** State: **TX** ZIP: **75234**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Delaware**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from
Additional name(s) & address(es) Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **January 21, 2002**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)
75/788,958

Additional numbers

B. Trademark Registration No.(s)

02-22-2002

Yes No U.S. Patent & TMO/TM Mail Rcpt Dt. #34

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

Name: **Jane Linowitz, Esq.**

Internal Address: **Levisohn, Lerner, Berger & Langsam**

03/04/2002 TBI AZI 00000093 75788958

01 FC:481 40.00 DP

Street Address: **757 Third Avenue, Suite 2500**

City: **New York** State: **NY** ZIP: **10017**

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: _____

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.

Lee Thayer *Jane Linowitz* **February 19, 2002**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

7

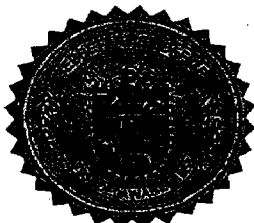
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DISK ACQUISITION, INC.", CHANGING ITS NAME FROM "DISK ACQUISITION, INC." TO "OPTIFACTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 2002, AT 4:30 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1573532

DATE: 01-23-02
TRADEMARK

REEL: 002452 FRAME: 0977

3477976 8100

020044675

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

DISK ACQUISITION, INC.

DISK ACQUISITION, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Disk Acquisition, Inc. be amended by changing the Article 1 thereof so that, as amended, said Article shall be and read as follows:

- 1. The name of the corporation is OPTIFACTS, INC.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective upon filing and acceptance by the Delaware Secretary of State.

IN WITNESS WHEREOF, said DISK ACQUISITION, INC. has caused this certificate to be signed by Gretchen Walsh, its Assistant Secretary, this 21st day of January, 2002.

By: 
Gretchen Walsh, Assistant Secretary

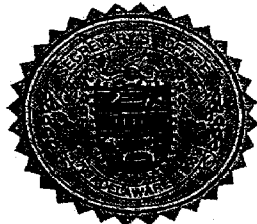
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "DISK ACQUISITION, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JANUARY, A.D. 2002, AT 1:30 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3477976 8100

020012212

AUTHENTICATION: 1546684

DATE: ~~TRADE~~ MARK
REEL: 002452 FRAME: 0979

CERTIFICATE OF INCORPORATION

OF

DISK ACQUISITION, INC.

The undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, does execute this Certificate of Incorporation and does hereby certify as follows:


1. The name of the corporation is Disk Acquisition, Inc.
2. The address of its registered office in the State of Delaware is 1209 Orange Street, in the city of Wilmington, County of New Castle, State of Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any other lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) shares, all such shares to be without par value.
5. The incorporator of the corporation is Barbara C. Ruby, Esq., whose mailing address is Smith Helms Mulliss & Moore, L.L.P., P.O. Box 21927, Greensboro, North Carolina 27420.
6. Election of directors need not be by written ballot unless the bylaws of the corporation shall so provide. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as might be designated from time to time by the board of directors or in the bylaws of the corporation.
7. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and repeal the bylaws of the corporation, subject to the power of the stockholders of the corporation to alter or repeal any bylaw whether adopted by them or otherwise.
8. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for 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 any improper personal benefit. If the Delaware

General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this Article by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

9. The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article.

10. The Corporation shall, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 8 day of January, 2002.



Barbara C. Ruby
Incorporator