

05-17-2002



Form D-1000

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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

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

1. Name of conveying party(ies):

TXMNet, Inc.

5.8.02

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

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other amended and restated certificate of incorporation

Execution Date: October 19, 2001

2. Name and address of receiving party(ies)

Name: RealEC Technologies, Inc.

Internal

Address: _____

Street Address: 2510 N. Redhill AvenueCity: Santa Ana State: CA Zip: 92705

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State Delaware
☐ 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)

76/207023; 76/204771; 76/204772; 76/204773;
76/204774

B. Trademark Registration No.(s)

Additional number(s) attached ☐ Yes ☒ No

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

Name: Tawnya R. Wojciechowski

Internal Address: _____

Street Address: 650 Town Center Drive, 4th FloorCity: Costa Mesa State: CA Zip: 92626

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$ 140.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

500209

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

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.

Tawnya R. Wojciechowski

Name of Person Signing

Signature

May 6, 2002

Date

Total number of pages including cover sheet, attachments, and document: 8

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

TRADEMARK
REEL: 002507 FRAME: 0498

05/16/2002 10:01 AM 00000001 76/207023

01 FC:401 40.00 DP
02 FC:402 100.00 DP

OFFICE OF PUBLIC RECORDS
 2002 MAY -8 PM 2:03
 FINANCE SECTION

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

REALEC TECHNOLOGIES, INC.

(Pursuant to Sections 228, 242 and 245 of the
General Corporation Law of the State of Delaware)

Realec Technologies, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation") hereby certifies as follows:

FIRST: The name of the corporation is Realec Technologies, Inc.

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 12, 2000 under the corporate name TXMNet, Inc. A Certificate of Designations was filed with the Secretary of State on July 6, 2000.

THIRD: This Amended and Restated Certificate of Incorporation restates and integrates and further amends the original Certificate of Incorporation, and the Certificate of Designations as heretofore amended or supplemented.

FOURTH: The Certificate of Incorporation of this Corporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I

NAME

The name of this Corporation is Realec Technologies, Inc.

ARTICLE II

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent as such address is The Corporation Trust Company.

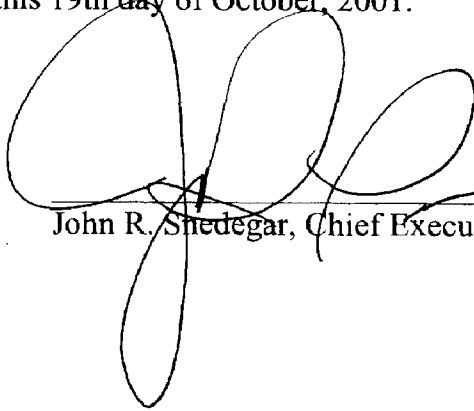
ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended from time to time.

SEVENTH: The foregoing Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the applicable provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this certificate and does affirm the foregoing as true under penalty of perjury this 19th day of October, 2001.



John R. Shedeagar, Chief Executive Officer

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF**

REALEC TECHNOLOGIES, INC.

(Pursuant to Sections 228, 242 and 245 of the
General Corporation Law of the State of Delaware)

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ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended from time to time.

State of Delaware
Office of the Secretary of State

PAGE 1

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 "REALEC TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.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: 0996327

3228246 8100

010097278

DATE: 02-28-01

TRADEMARK
REEL: 002507 FRAME: 0502

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/27/2001
010097278 - 3228246

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF DESIGNATIONS,
PREFERENCES AND RIGHTS
OF SERIES A PREFERRED STOCK
OF
REALEC TECHNOLOGIES, INC.
a Delaware corporation**

(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware)

REALEC TECHNOLOGIES, INC., a Delaware corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

1. Pursuant to the authority granted by the Corporation's Certificate of Incorporation, as amended, the Corporation's Board of Directors have designated Six Million Five Hundred Thousand (6,500,000) shares of Preferred Stock as Series A as set forth in that Certificate of Designations, Preferences and Rights of Series A Preferred Stock of the Corporation filed with the Secretary of State of Delaware on July 6, 2000 (the "Certificate").

2. The Board of Directors of the Corporation duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate. The resolution setting forth the proposed amendment is as follows:

"NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors, pursuant to its authority as aforesaid, hereby authorizes the increase of the number of shares constituting the series of Preferred Stock designated as Series A Preferred Stock to Ten Million (10,000,000) Shares;

RESOLVED FURTHER, that the officers of the Corporation are authorized to file with the Secretary of State of the State of Delaware a Certificate of Amendment ("Certificate of Amendment") to the Certificate of Designation pursuant to Section 151(g) of the General Corporation Law of the State of Delaware in accordance with and setting forth these resolutions;"

IN WITNESS WHEREOF, REALEC TECHNOLOGIES INC. has caused this Certificate of Amendment to be signed by its duly authorized Chief Executive Officer, John R. Snedegar, this 22nd day of February, 2001.

REALEC TECHNOLOGIES INC.,
a Delaware corporation

By: _____

John R. Snedegar, Chief Executive Officer

DOCSOC/20918-1113203.0000

State of Delaware
Office of the Secretary of State

PAGE 1

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 "TXMNET, INC.", CHANGING ITS NAME FROM "TXMNET, INC." TO "REALEC TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

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



3228246 8100

010072642

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0971264

DATE: 02-13-01

TRADEMARK
REEL: 002507 FRAME: 0504

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/13/2001
010072642 - 3228246

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TXMNET, INC.,
a Delaware corporation**

TXMNet, Inc., a Delaware corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

FIRST: The Board of Directors of the Corporation, by taking an action by unanimous written consent, duly adopted resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation, directing that said amendment be submitted to the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article I of the Certificate of Incorporation is hereby deleted in its entirety and the following paragraph shall be inserted in lieu thereof:

"The name of this Corporation is ReaEC Technologies, Inc."

SECOND: That thereafter, the holders of the necessary number of shares of capital stock of the Corporation gave their written consent in favor of the foregoing amendment in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation, has caused this Certificate of Amendment to be signed by its duly authorized Chief Executive Officer, this 8th day of February, 2001.


John R. Snodgrass, Chief Executive Officer

DOC#QC800247v112189.0000