

10-02-2002

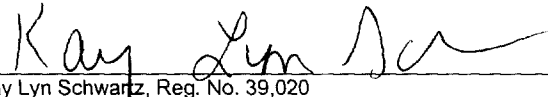
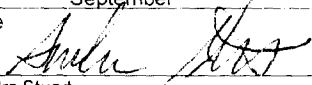
1-31-92 **TRADEMARKS ONLY** Pate



To the Honorable Commissioner of Patents and Trademarks

nts or copy thereof.

102238151

1. Name and Address of Conveying Party(ies):		2. Name and Address of Receiving Party(ies):	
NV Acquisition, Inc. 111 N. Nursey Road Irving, Texas 75060		Night Vision Technologies, Inc. 111 N. Nursey Road Irving, Texas 75060	
Individual(s)		Individual(s)	
Association		Association	
General Partnership		General Partnership	
Limited Partnership		Limited Partnership	
<input checked="" type="checkbox"/> Corporation -- State: Texas		<input checked="" type="checkbox"/> Corporation -- State: Texas	
Other:		Other: Limited Liability Company	
Additional Name(s) of Conveying Party(ies) Attached		Additional Name(s) of Receiving Party(ies) Attached	
3. Nature of Conveyance:		Assignee is not domiciled in the United States, a Domestic Representative Designation is Attached.	
Assignment		4. Application Number(s) or Registration Number(s): 1	
Security Agreement		NIGHT GUARD"; Serial No. 76320,946	
Merger		'SEEING IS BELIEVING"; Ser. No. 76365,075	
<input checked="" type="checkbox"/> Change of Name			
Other:			
Execution Date: August 6, 2002			
5. Name and Address of Party to Whom Correspondence Concerning Documents Should Be Mailed:		6. Total Number of Applications and Registrations Involved: 1	
Kay Lyn Schwartz Gardere & Wynne, L.L.P. 1601 Elm Street, Suite 3000 Dallas, Texas 75201			
214-999-4702 - Telephone 214-999-4667 - Facsimile		7. Total Fee (37 CFR 3.41): \$65.00	
		Previously submitted	
		Authorized to be Charged to Deposit Account	
		<input checked="" type="checkbox"/> Charge Any Deficiencies to Deposit Account	
		8. Deposit Account Number: 07-0153	
9. Statement and Signature:			
To the best of my knowledge and belief, the foregoing information is true and correct and any attachment copy is a true copy of the original document.			
 Kay Lyn Schwartz, Reg. No. 39,020 9-12-02 Date		Certificate of Mailing: I hereby certify that this Recordation Form Cover Sheet, together with the attached Assignment, is being deposited with the U.S. Postal Service as Express Mail #902513475 in an envelope addressed to the Commissioner for Patents and Trademarks, Washington, DC 20231 on:	
		Date September 12, 2002	
		 Sandra Stuart	

Mail To: Commissioner of Patents and Trademarks, Box ASSIGNMENTS, Washington, D.C. 20231 Total # of Pages Including This Cover Sheet: 6

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Corporations Section

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NV ACQUISITION, INC.**

Pursuant to the provisions of Articles 4.04 and 4.07 of the Texas Business Corporation Act, NV Acquisition, Inc. (the "Corporation"), hereby adopts these Amended and Restated Articles of Incorporation of the Corporation (the "Restated Articles") which accurately copy the Articles of Incorporation of the Corporation (the "Articles") and all amendments thereto that are in effect to date and as further amended by such Restated Articles, as hereinafter set forth, and which contain no other change in any provision thereof.

ARTICLE ONE. The Articles are amended by the Restated Articles as follows:

The Articles are hereby amended by amending ARTICLE I to read in its entirety as follows:

"ARTICLE I

The name of the corporation is Night Vision Technologies, Inc."

ARTICLE TWO. The amendment made by the Restated Articles has been effected in conformity with the provisions of the Texas Business Corporation Act and such Restated Articles and the amendment made by these Restated Articles was duly adopted by the sole shareholder of the Corporation as of June 20, 2002.

ARTICLE THREE. The number of shares of capital stock of the Corporation outstanding and entitled to vote was 1,000 shares of Common Stock, without par value ("Common Stock") at the time of the adoption of these amendments.

ARTICLE FOUR. The holder of 1,000 shares of Common Stock outstanding and entitled to vote, which number represents all of the outstanding shares of Common Stock, has signed a written consent to the adoption of the amendment. No shares of Common Stock were voted against adoption of the amendment.

ARTICLE FIVE. The Articles and all amendments and supplements thereto that are in effect to date are hereby superseded by the following Restated Articles which accurately copy the entire text thereof and as amended as above set forth:

ARTICLE I

The name of the corporation is Night Vision Technologies, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE IV

The street address of the initial registered office of the corporation is 1601 Elm Street, Suite 3000, Dallas, Texas 75201, and the name of the initial registered agent of the corporation at such address is W. Robert Dyer, Jr.

ARTICLE V

The corporation is authorized to issue one class of capital stock to be designated Common Stock. The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares of Common Stock, without par value.

ARTICLE VI

Cumulative voting in the election of directors is expressly prohibited.

ARTICLE VII

No shareholder of the corporation will by reason of his holding shares of stock of the corporation have any preemptive or preferential rights to purchase or subscribe to any shares of any class of stock of the corporation, or any notes, debentures, bonds, warrants, options or other securities of the corporation, now or hereafter to be authorized.

ARTICLE VIII

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00).

ARTICLE IX

The number of directors shall be fixed in the manner provided in the Bylaws of the corporation. The number of directors constituting the current Board of Directors is one (1), and the name and address of the person who is serving as director until the next annual meeting of

shareholders or until his successor is duly elected and qualified is Robert A. Schnee, 111 N. Nursery Road, Irving, Texas 75060.

ARTICLE X

To the fullest extent permitted by Texas statutory or decisional law, as the same exists or may hereafter be amended or interpreted, a director of the corporation shall not be liable to the corporation or its shareholders for any act or omission in such director's capacity as a director. Any repeal or amendment of this Article, or adoption of any other provision of these Articles of Incorporation inconsistent with this Article, by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the liability to the corporation or its shareholders of a director of the corporation existing at the time of such repeal, amendment or adoption of an inconsistent provision.

ARTICLE XI

Any action which may be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if a written consent or consents, setting forth the action so taken, is signed by the holders of shares having not less than the minimum number of votes necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles on August 6, 2002.

NV ACQUISITION, INC.

By: 

Robert A. Schnee, President

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

August 08, 2002

Capitol Services, Inc
P O Box 1831
Austin, TX 78767 USA

RE: Night Vision Technologies, Inc.
File Number: 800088211

It has been our pleasure to file the restated articles for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555

Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Sasin

FAX(512) 463-5709

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Office of the Secretary of State

CERTIFICATE OF RESTATED ARTICLES OF

Night Vision Technologies, Inc.
800088211

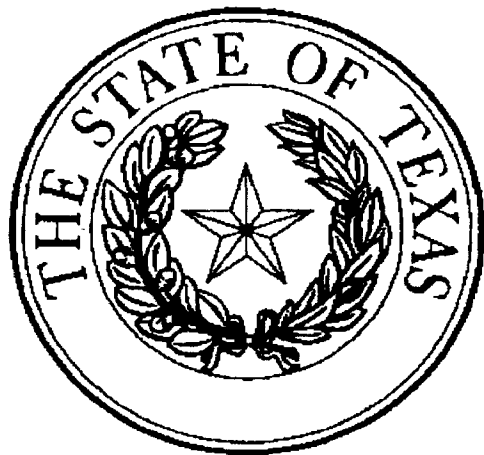
[formerly: NV Acquisition, Inc.]

The undersigned, as Secretary of State of Texas, hereby certifies that the Restated Articles for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Restated Articles.

Dated: 08/06/2002

Effective: 08/06/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Sasin

FAX(512) 463-5709

TTY7-1-1

RECORDED: 09/16/2002

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