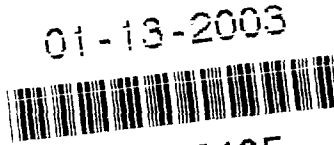


Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings

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DEPARTMENT OF COMMERCE
S. Patent and Trademark Office

102335485

To the Honorable Commissioner of Patents and

attached original documents or copy thereof.

1. Name of conveying party(ies): **1-7-03**
JSP America, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **December 9, 2002**

2. Name and address of receiving party(ies)
Name: **JSP International Group, Ltd.**

Internal Address:
Street Address: **4062 Georgia Boulevard**
City: **San Bernardino, CA** State: Zip: **92407**

- 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)

B. Trademark Registration No.(s) **1,532,492**
and 1,532,493

Additional number(s) attached Yes No

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

Name: **Caesar, Rivise, Bernstein**
Cohen & Pokotilow, Ltd.
Internal Address:

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41).....\$ **65.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: **03-0075**

01/13/2003 TDIAZ1 00000041 030075 1532492
01 FC:8521 40.00 CH
02 FC:8522 25.00 CH

Street Address: **1635 Market Street**
7 Penn Center, 12th Floor
City: **Philadelphia** State: **PA** Zip: **19103**

DO NOT USE THIS SPACE

9. Signature.

Gary A. Greene

January 2, 2003

Name of Person Signing

Signature

4 + 1 Date

Total number of pages including cover sheet, attachments, and document.

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

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:02 PM 12/11/2002
020760112 - 2072785

**AMENDED AND RESTATED
CERTIFICATE of INCORPORATION
of
JSP AMERICA, INC.**

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

1. The name of the Corporation is JSP America, Inc.
2. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 8, 1985.
3. This Amended and Restated Certificate of Incorporation, which amends and restates the Certificate of Incorporation, as amended, was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.
4. At a meeting of the Board of Directors of the Corporation held on November 20, 2002, the following resolutions were duly adopted:

RESOLVED, That the directors of the Corporation deem it advisable and in the interest of the Corporation to change its corporate name to "JSP International Group Ltd." and to effect certain other revisions to the Certificate of Incorporation:

FURTHER RESOLVED, That the Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

1. The name of the corporation is JSP International Group Ltd. (the "Corporation").
2. The address of the Corporation's registered office in the State of Delaware is 103 Foulk Road, Suite 200, City of Wilmington, County of New Castle, State of Delaware 19803. The name of the registered agent therein and in charge thereof upon whom process against the Corporation may be served is Entry Services Group, LLC.
3. 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.
4. The total number of shares of stock, which the Corporation shall have authority to issue, is Four Hundred Thousand (400,000) having a par value of One Hundred Dollars (\$100.00) each amounting in the aggregate to Forty Million Dollars (\$40,000,000).

5. The Corporation is to have perpetual existence.
6. In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the bylaws of the Corporation.
7. Elections of directors of the Corporation need not be by written ballot unless the bylaws of the Corporation shall so provide.
8. Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under § 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number or representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.
9. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

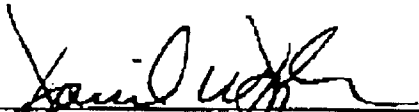
FURTHER RESOLVED, That the officers of the Corporation are hereby authorized and empowered on behalf and in the name of the Corporation to make, execute, deliver and file, and to do and perform, any and all such agreements, amendments, certificates, payments, transfers, acts and things as may be necessary or reasonably appropriate to carry out the foregoing resolutions; and

FURTHER RESOLVED, That the foregoing resolutions be presented to the sole stockholder of the Corporation for consideration and approval.

5. The foregoing resolutions were duly approved and adopted by the written consent of the sole stockholder of the Corporation in lieu of a meeting on November 20, 2002.
6. The Amended and Restated Certificate of Incorporation supersedes the original Certificate of Incorporation of the Corporation and all amendments thereto.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be executed and delivered by a duly authorized officer this 9th day of December, 2002.

JSP AMERICA, INC.

By 
Name: Daniel W. Doyle
Title: Treasurer