

04-30-2003



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

4-28-03 REI 7

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

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

1. Name of conveying party(ies): ILC Group, Inc.

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

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

2. Name and address of receiving party(ies)

Name: ILC Industries, Inc. Internal Address:

Street Address: 105 Wilbur Place City: Bohemia State: NY Zip: 11716

- 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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date:

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

A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,218,064

Additional number(s) attached Yes No

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

Name: Jason Silvera, Esq.

Internal Address: Latham & Watkins

Street Address: 633 West 5th Street Suite 4000

City: Los Angeles State: CA Zip: 90071-2007

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:

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DO NOT USE THIS SPACE

9. Signature.

Cathleen M. Calkins

Handwritten signature

4/21/03

Name of Person Signing

Signature

Date

04 '29/20: DBYRNE 0000004 1218064

Total number of pages including cover sheet, attachments, and document: 5

01 FC:85: Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002721 FRAME: 0341

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:07 PM 04/11/2003  
030240880 - 3628526

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ILC GROUP, INC.**

ILC Group, Inc., a corporation organized and existing under the Delaware General Corporation Law (the "DGCL"), **DOES HEREBY CERTIFY:**

1. The original Certificate of Incorporation of this corporation was filed with the Secretary of State of Delaware on February 24, 2003 under the name "ILC Group, Inc."

2. The Amended and Restated Certificate of Incorporation of ILC Group, Inc. in the form attached hereto as Annex A has been duly adopted in accordance with the provisions of Sections 245 and 242 of the DGCL by the directors and stockholders of this corporation.

3. The Amended and Restated Certificate of Incorporation so adopted reads in full as set forth in Annex A attached hereto and is incorporated herein by this reference.

**IN WITNESS WHEREOF**, ILC Group, Inc., has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized and elected President and Chief Executive Officer this 11<sup>th</sup> day of April, 2003.

ILC GROUP, INC.

By: /s/ Clifford P. Lane

Name: Clifford P. Lane

Its: President and Chief Executive Officer

SF408267.1

**ANNEX A**

**ARTICLE VIII**

The Corporation shall, to the fullest extent permitted by law, as the same is now or may hereafter be in effect, indemnify each person (including the heirs, executors, administrators and other personal representatives of such person) against expenses including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with any threatened, pending or completed suit, action or proceeding (whether civil, criminal, administrative or investigative in nature or otherwise) in which such person may be involved by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving any other incorporated or unincorporated enterprise in such capacity at the request of the Corporation.

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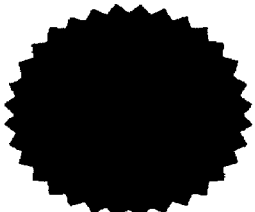
# Delaware

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 RESTATED CERTIFICATE OF "ILC GROUP, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF APRIL, A.D. 2003, AT 2:07 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

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030240880

AUTHENTICATION: 2362348  
DATE: 04-11-03