

05-27-2003



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FORM PTO-1594
1-31-92

RECOJ

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies): **FotoNation Software, Inc.**
 Individual(s) Association
 General Partnership Limited Partnership
 Corporate - State: **Delaware**

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

Name: **FotoNation, Inc.**

5-23-03

Internal Address:
Street Address: **137 Granville Way**

City: **San Francisco**
State: **California** Zip: **94127**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporate - State: **Delaware**
 Other

Additional name(s) & address(es) attached? Yes No

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

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **March 27, 2002**

OFFICE OF PUBLIC RECORDS
2003 MAY 23 PM 3:44
FINANCE SECTION

4. Application number(s) or registration number(s): 10

A. Trademark Application Nos.: **SEE ATTACHMENT**

B. Trademark Registration Nos.: **SEE ATTACHMENT**

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

Name: **Michelle R. Harbottle, Esq.**

Internal Address: **GRAY CARY WARE & FREIDENRICH
400 Hamilton Ave
Palo Alto, California, CA 94301**

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41) \$265.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: **07-1907**. Please debit any underpayment or credit any overpayment to the above deposit account.

GRAY CARY WARE & FREIDENRICH

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

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

Michelle R. Harbottle, Esq.
Name of Person Signing

Michelle R. Harbottle
Signature

5/20/03
Date

Total number of pages comprising cover sheet: [2]

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231**

RECORDATION FORM COVER SHEET
Page 2

<u>Registration Number</u>	<u>Registration Date</u>	<u>Mark</u>
2,233,896	03-23-1999	FOTONATION
2,238,672	04-13-1999	FOTONATION LOGO
2,249,225	06-01-1999	CONNECTED PHOTOGRAPHY
2,480,261	08-21-2001	FOTODEVELOPER
2,527,804	01-29-1998	FOTOCONNECTED
2,438,990	03-27-2001	PICTUREFUN!
2,326,428	01-07-2000	PIXAMIGO

<u>Application Number</u>	<u>Application Date</u>	<u>Mark</u>
76/507,805	04-18-2003	FOTOCALL
75/673,093	03-26-1999	FOTOKIOSK
75/834,304	10-27-1999	PICTURES AT THE PUSH OF A BUTTON

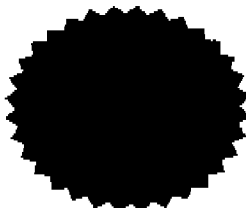
Delaware

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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 "FOTONATION SOFTWARE, INC.", CHANGING ITS NAME FROM "FOTONATION SOFTWARE, INC." TO "FOTONATION, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2003, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3593680 8100

AUTHENTICATION: 2336785

030206358

DATE: 03-28-03

TRADEMARK
REEL: 002746 FRAME: 0528

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/27/2003
030206358 - 3593680

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
FOTONATION SOFTWARE, INC.

FotoNation Software, Inc., a corporation duly organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is FotoNation Software, Inc.
2. The original Certificate of Incorporation of the corporation was filed with the Delaware Secretary of State on November 20, 2002.
3. This Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the corporation in its entirety as follows:

ARTICLE I

The name of the corporation (the "Corporation") is FotoNation, Inc.

ARTICLE II

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE III

This Corporation is authorized to issue one class of stock, designated "Common Stock." The total number of shares of Common Stock which this Corporation is authorized to issue is Ten Million (10,000,000) shares. Each share of Common Stock will have a par value of \$0.0001 per share.

ARTICLE IV

The address of its registered office in the State of Delaware is 15 East North Street in the City of Dover, County of Kent. The name of its registered agent at such address is Incorporating Services, Ltd.

ARTICLE V

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

ARTICLE VI

Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VII

(a) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(b) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation to the same extent permitted under subpart (a) above.

(c) Neither any amendment nor repeal of the Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

(d) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise agent against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law."

* * *

4. This Amended and Restated Certificate of Incorporation has been duly adopted by the Board of Directors and stockholders of the corporation in accordance with the applicable provisions of Sections 242 and 245 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by the President of the corporation this 31 day of March, 2003.



Eran Steinberg, President