



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

102638961

U.S. Department of Commerce
Patent and Trademark Office

12-11-03

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

3. Name of conveying party(ies):

Piezomax Technologies Inc.

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

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

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

nPoint, Inc.
3510 West Beltline Highway
Middleton, WI 53562

- Individual(s) - citizenship: _____
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Wisconsin
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No
(Designation must be a separate document from Assignment)

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

2. Nature of Conveyance:

- Assignment Merger
 - Security Agreement Change of Name
 - Other _____
- Execution Date: 29 July 2002

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

A. Trademark Application No.(s):

76/432,199

B. Trademark Registration No.(s)

2,309,118
2,411,396



12-11-2003

U.S. Patent & TMO/TM Ma' Rcpt Dt. #57

Additional numbers attached? Yes No

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

Intellectual Property Department
DEWITT ROSS & STEVENS S.C.
US Bank Building
8000 Excelsior Drive, Suite 401
Madison, WI 53717-1914

7. Total number of application and patents involved: 3

8. Total fee (37 CFR 3.41) \$ 90.00
 Enclosed
 PTO-2038 attached authorizing charge
 Authorized to charge to deposit account

9. Deposit account number: 18-2055
(Attach duplicate copy of this page if paying by deposit account)

10. 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.

Joseph T. Leone, Reg. No. 37,170
Name of Person Signing

8 DEC 2003
Date

01/05/2004 ECOOPER 00000230 76432199

01 FC:1521 40.00 GP
01 FC:1521 30.00 GP

Total number of pages including cover sheet: 7

02 JUL 30 PM 3: 51

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
nPoint, Inc.**

The following Amended and Restated Articles of Incorporation of **Piezomax Technologies Inc.**, which name will be changed upon the effectiveness hereof to **nPoint, Inc.** (the "Corporation"), have been duly adopted pursuant to the authority and provisions of the Wisconsin Business Corporation Law (Chapter 180 of the Wisconsin Statutes), and supersede and take the place of the existing Articles of Incorporation of the Corporation:

**ARTICLE 1
NAME**

The name of the Corporation is nPoint, Inc.

OK

JUL 30 01:07AM
#. A
156454 DCORP 40 40.00
JUL 30 01:07AM
#. B
156454 EXPED 25 25.00

**ARTICLE 2
PURPOSES**

The purposes for which the Corporation is organized are to engage in any lawful activity within the purposes for which corporations may be organized under the Wisconsin Business Corporation Law.

**ARTICLE 3
SHARES**

The aggregate number of shares that the Corporation shall have authority to issue is Fifty Thousand (50,000), consisting of a single class of common shares without par value. All common shares shall be identical, and each holder of common shares shall be entitled to one vote for each common share upon each matter duly submitted to a vote at a shareholders' meeting, except as otherwise required by the provisions of the Wisconsin Business Corporation Law.

**ARTICLE 4
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office is 3510 West Beltline Highway, Middleton, Wisconsin 53562. The name of the Corporation's registered agent at this address is John Biondi.

**ARTICLE 5
ACTION BY SHAREHOLDERS WITHOUT A MEETING**

Any action required or permitted by the Wisconsin Business Corporation Law to be taken at a shareholders' meeting may be taken without a meeting by the written consent of shareholders

who would be entitled to vote their shares having voting power at a shareholders' meeting and who hold not less than the minimum number of votes that would be required to authorize or take action at a meeting at which all shares entitled to vote were present and voted, provided that the Corporation (a) gives notice of the action within ten (10) days after such consent is given to shareholders who were entitled to vote on the action but whose shares were not represented on the written consent, and (b) otherwise complies with the requirements of Section 180.0704 of the Wisconsin Statutes.

ARTICLE 6
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of the board of directors. The number of directors constituting the board of directors of the Corporation shall be such number as determined by the Corporation's board of directors in conformity with and in the manner prescribed by the bylaws of the Corporation.

ARTICLE 7
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall, to the fullest extent authorized by the Wisconsin Business Corporation Law, indemnify any director or officer of the Corporation against reasonable expenses and against liability incurred by a director or officer in a proceeding in which he or she is or was a party because he or she is or was a director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the director or officer may otherwise be entitled. In addition, in any case in which a director or officer of the Corporation incurs expenses in a proceeding in which he or she is a party because he or she is or was a director or officer in the Corporation, the Corporation shall pay or reimburse the officer or director his or her reasonable expenses as such expenses are incurred, in conformity with the provisions of, and to the fullest extent authorized by, Section 180.0853 of the Wisconsin Statutes.

This instrument was drafted by:

Peter A. Shively
LAFOLLETTE GODFREY & KAHN
One E. Main St., Suite 500
P.O. Box 2719
Madison, WI 53701-2719
Phone: 608-257-3911

MN152823_1.DOC

**CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
nPoint, Inc.**

In accordance with the provisions of Section 180.1007 of the Wisconsin Statutes, the undersigned, **John Blondi**, Chief Executive Officer of **Piezomax Technologies Inc.**, a Wisconsin corporation (the "Corporation"), hereby certifies as follows:

1. The Amended and Restated Articles of Incorporation (the "Restated Articles") attached hereto supersede and replace the heretofore existing Amended and Restated Articles of Incorporation of Piezomax Technologies Inc., the Corporation's name prior to the effectiveness of the Restated Articles.
2. The Restated Articles contain amendments to the heretofore existing Amended and Restated Articles of Incorporation, which amendments require the approval of the shareholders of the Corporation.
3. The Restated Articles attached hereto, including the amendments contained therein, were approved in accordance with Sections 180.1003 and 180.1004 of the Wisconsin Statutes by the Board of Directors and the shareholders of the Corporation by resolutions duly adopted pursuant to the written consents of (a) the sole director pursuant to Section 180.0821 of the Wisconsin Statutes and (b) the shareholders pursuant Section 180.0704.
4. The written consents approving the Restated Articles also approved the following resolution providing for the exchange of issued and outstanding certificates representing the Corporation's common stock for certificates bearing the Corporation's new name:

"FURTHER RESOLVED, that each holder of a certificate or certificates representing shares of the Corporation's common stock issued and outstanding immediately prior to the effective date of the Restated Articles shall, thereafter, be entitled to receive a replacement certificate or certificates representing the same number of shares of the Corporation's common stock and bearing the Corporation's new name by presenting their certificates to the Corporation's transfer agent for cancellation and exchange."

5. The filing of the Restated Articles shall be effective as of 12:01 a.m. on August 1, 2002.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 29th day of July, 2002.

Piezomax Technologies Inc.

By: 
John Blendi, Chief Executive Officer

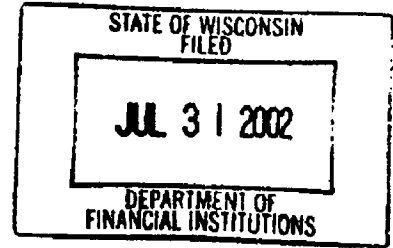
This instrument was drafted by:

Peter A. Shively
LAFOLLETTE GODFREY & KAHN
One E. Main St., Suite 500
P.O. Box 2719
Madison, WI 53701-2719
Phone: 608-257-3911

MN152834_2.DOC

\$ 40.00 + \$ 25.00 Exp

Restated articles of Incorporation
chap. 180



- Name change -

- changes Reg'd agent -

EFFECTIVE DATE: 8-1-2002



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: DEC - 8 2003

BY: A handwritten signature in black ink, appearing to read "Cathy Mickelson".

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.