

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Comark Corporate Sales, Inc.		09/02/2003	CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	Insight Direct USA, Inc.		
Street Address:	444 Scott Drive		
City:	Bloomington		
State/Country:	ILLINOIS		
Postal Code:	60108		
Entity Type:	CORPORATION: ILLINOIS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2679262	PC WHOLESALE	
CORRESPONDENCE DATA			
Fax Number:	(602)382-6070		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(602) 382-8000		
Email:	sshahpar@swlaw.com		
Correspondent Name:	Snell & Wilmer LLP		
Address Line 1:	400 East Van Buren		
Address Line 4:	Phoenix, ARIZONA 85004-2202		
ATTORNEY DOCKET NUMBER:	28670.4100		
NAME OF SUBMITTER:	Shahpar Shahpar		
Signature:	/s. shahpar/		
Date:	02/15/2006		

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Total Attachments: 8

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Form **BCA-10.30**

(Rev. Jan. 2003)

ARTICLES OF AMENDMENT

 **COPY**

File #

5777-3863

SUBMIT IN DUPLICATE

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

Remit payment in check or money
order, payable to "Secretary of State."

*The filing fee for restated articles of
amendment - \$100.00

<http://www.cyberdriveillinois.com>

FILED

SEP 03 2003

JESSE WHITE
SECRETARY OF STATEThis space for use by
Secretary of State

Date 9-3-03

Franchise Tax \$

Filing Fee* \$100.00

Penalty \$

Interest \$

Approved: *lt*1. CORPORATE NAME: Comark Corporate Sales, Inc.

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on August 28
2003 in the manner indicated below. ("X" one box only)
(Year) (Month & Day)

☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

(Note 3)

☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

☒ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Notes 4 & 5)

3. TEXT OF AMENDMENT:

(Note 5)

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

INSIGHT DIRECT USA, INC.

(NEW NAME)

All changes other than name, include on page 2
(over)

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Text of Amendment

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

The Articles of Incorporation are amended and restated as set forth in Exhibit A attached hereto, and such restated articles of incorporation shall, upon such amendment becoming effective, supersede and stand in lieu of the Corporation's preexisting articles of incorporation.

The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: *(If not applicable, insert "No change")*
 No change.

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: *(If not applicable, insert "No change")*
 No change.

- (b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: *(If not applicable, insert "No change")*

	Before Amendment	After Amendment
Paid-in Capital	\$ <u>No change</u>	\$ <u>No change</u>

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK.**)

6. The undersigned corporation has caused these articles to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated August 28, 2003
 (Month & Day) (Year)

COMARK CORPORATE SALES, INC.
 (Exact Name of Corporation at date of execution)

(Any Authorized Officer's Signature)
Stanley Laybourne, Exec. Vice President
 (Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, _____
 (Month & Day) (Year)

NOTES and INSTRUCTIONS

- NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.
- NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)
- NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:
- (a) to remove the names and addresses of directors named in the articles of incorporation;
 - (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
 - (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected.
 - (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
 - (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
 - (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
 - (g) to restate the articles of incorporation as currently amended. (§ 10.15)
- NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.
- Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.
- To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).
- The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)
- NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMARK CORPORATE SALES, INC.

Amended - 1. Name. The corporation was incorporated on April 19, 1994 under the name Comark Corporate Sales, Inc. The name of the corporation is being changed, pursuant to this amended and restated articles of incorporation, to the following:

Insight Direct USA, Inc. (the "Corporation")

Restated - 2. Purpose. The purpose for which this Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Illinois, as they may be amended from time to time.

Amended - 3. Authorized Capital. The Corporation authorized capital is being changed to have authority to issue 100,000,000 shares of common stock, no par value per share, and 1,000,000 shares of preferred stock, par value \$1.00 per share. On the date of filing this amended and restated articles of incorporation, the number of shares of common stock issued is 1,000, the number of shares of preferred stock issued is 0, and the amount of paid-in capital is \$1,000.

4. Preferred Stock.

4.1 Series. The board of directors is authorized, subject to limitations prescribed by law and these Articles of Incorporation, to divide into and provide for the issuance of the shares of preferred stock in series, and to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof; *provided that* prior to the issuance of any shares of a series of preferred stock established by resolution of the board of directors, the Corporation shall execute and file the statement required pursuant to the applicable law of the State of Illinois.

4.2 Rights and Limitations. The authority of the board of directors with respect to each series of preferred stock shall include, except as limited by the laws of the State of Illinois, determination of the following:

- (a) The number of shares constituting that series and the distinctive designation of that series;
- (b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;
- (c) Whether that series shall have voting rights in addition to the voting rights provided by law, and if so, the terms of such voting rights;
- (d) Whether that series shall have conversion privileges, and if so, the terms and conditions of such conversion, including provisions for adjustment of the conversion rate in such events as the board of directors shall determine;
- (e) Whether or not the shares of that series shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and if so, the terms and amount of such sinking fund;
- (g) The rights of the shares of that series in the event of voluntary or involuntary dissolution, liquidation or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and
- (h) Any other relative rights, preferences and limitations of that series.

4.3 Dividends. Dividends on outstanding shares of preferred stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on the common shares with respect to the same dividend period.

4.4 Liquidation. If upon any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the assets available for distribution to holders of shares of preferred stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of preferred stock in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

5. Preemptive Rights. The holders from time to time of the common stock of the Corporation shall have preemptive rights as to any new or existing class of stock then or

thereafter authorized to be issued, including treasury stock. No resolution of the board of directors authorizing the issuance of stock to which preemptive rights shall attach may require such rights to be exercised within fewer than sixty days.

Restated - 6. Statutory Agent. The name and address of the current statutory agent of the Corporation is National Registered Agents, Inc., 208 South LaSalle Street, #1355, Chicago, IL 60604.

7. Current Directors and Officers. The current board of directors consists of three directors. The names and addresses of the persons who served as directors until the first annual meeting of shareholders or until their successors were elected and qualify are:

Timothy A. Crown
Stanley Laybourne
P. Robert Moya

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws. The persons who serve as the current officers at the pleasure of the board of directors are:

Timothy A. Crown	Chief Executive Officer and President
Stanley Laybourne	Executive Vice President, Treasurer, and Assistant Secretary
P. Robert Moya	Executive Vice President and Secretary

8. Distributions from Capital Surplus. The board of directors of the Corporation may, from time to time, distribute on a pro rata basis to its shareholders out of the capital surplus of the Corporation a portion of its assets, in cash or property.

9. Indemnification of Officers and Directors.

9.1 The Corporation shall indemnify to the full extent authorized or permitted by law (as now or hereafter in effect) any person made, or threatened to be made, a defendant or witness to any threatened, pending or completed action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that he, his administrator, executor or intestate, is or was a director or officer of the Corporation or by reason of the fact that such director or officer, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No amendment or repeal of this Section 9.1 shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

9.2 In furtherance and not in limitation of the powers conferred by statute:

(a) the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of law; and

(b) the Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements), as well as enter into contracts providing indemnification to the full extent authorized or permitted by law and including as part thereof provisions with respect to any or all of the foregoing to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere.

10. Director Liability. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for authorizing the unlawful payment of a dividend or other distribution on the Corporation's capital stock or the unlawful purchase of its capital stock, (iv) for any transaction from which the director derived an improper personal benefit, or (v) for a violation of Sections 5/8.65 and 5/8.70 of the Illinois Business Corporation Act. If the Illinois Business Corporation Act is amended after approval by the shareholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Illinois Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. No amendment to the Illinois Compiled Statutes that further limits the acts, omissions or transactions for which elimination or limitation of liability is permitted shall affect the liability of a director for any act, omission or transaction which occurs prior to the effective date of such amendment.

11. Repurchase of Shares. The board of directors of the Corporation may, from time to time, cause the Corporation to purchase its own shares to the extent of the unreserved and unrestricted earned and capital surplus of the Corporation.