

03-12-2007

RE



Docket: T/51-5

103381068

To the Director of the U. S. Patent and Trademark Office, at the address or the new address(es) below.

3.6.07

**1. Name of conveying party(ies):**

PAPERLOOP.COM, INC.

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

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

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

Additional names, addresses, or citizenship attached?  Yes  No

Name: PAPERLOOP, INC.

Internal

Address: \_\_\_\_\_

Street Address: 4 Alfred Circle

City: Bedford

State: MA

Country: USA Zip: 07130

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship Delaware
- Other \_\_\_\_\_ Citizenship \_\_\_\_\_

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)

**3. Nature of conveyance )/Execution Date(s) :**

Execution Date(s) 3/22/02

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

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
2,587,512

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Philip Weiss

Internal Address: WEISS & WEISS

Street Address: 300 Old Country Road

Suite 251

City: Mineola

State: NY Zip: 11501

Phone Number: (516) 739-1500

Fax Number: (516) 739-2189

Email Address: \_\_\_\_\_

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

1

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00**

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_  
Authorized User Name \_\_\_\_\_

**9. Signature:**

Signature

3/5/07

Date

03/09/2007 DBYRNE 00000023 2587512

01 FC:8521

Philip Weiss  
Name of Person Signing

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

25

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**PAPERLOOP.COM, INC.**

\* \* \* \* \*

PAPERLOOP.COM, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the corporation is Paperloop.com, Inc. The original Certificate of Incorporation of Paperloop.com, Inc. was filed with the Secretary of State of the State of Delaware on January 26, 2000.
2. Pursuant to Section 242 and 245 of the General Corporation Law of the State Delaware, this Restated Certificate of Incorporation restates, integrates and amends the provisions of the Certificate of Incorporation of this Corporation.
3. This Restated Certificate of Incorporation was duly adopted by the written consent of the Board of Directors of the Corporation and by the written consent of the stockholders of the corporation in accordance with the applicable provisions of Sections 141, 228, 242 and 245 of the General Corporation Law of the State of Delaware.
4. The text of the Restated Certificate of Incorporation of the corporation is hereby restated and further amended to read in its entirety as follows:

**ARTICLE I**

The name of the corporation (the "Corporation") is: Paperloop.com, Inc.

**ARTICLE II**

The address of its registered office in the State of Delaware is Corporation Service Company, located in New Castle County, 2711 Centerville Road, Suite 400, Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

### ARTICLE III

The nature of the business or purposes to be conducted or promoted by 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.

### ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is Four Million Five Hundred Thousand (4,500,000) shares which shall consist of: (i) Three Million (3,000,000) shares of Common Stock of the par value of one cent (\$0.01) per share (the "Common Stock") and (ii) One Million Five Hundred Thousand (1,500,000) shares consisting of undesignated Preferred Stock of the par value of one cent (\$0.01) per share (the "Undesignated Preferred Stock").

The relative powers, preferences and rights of, and the qualifications, limitations and restrictions granted to and imposed upon, the Undesignated Preferred Stock, are as follows:

#### UNDESIGNATED PREFERRED STOCK

Undesignated Preferred Stock may be issued from time to time as herein provided in one or more series. The designations, relative rights, preferences and limitations of the Undesignated Preferred Stock, and particularly of the shares of each series thereof, may, to the extent permitted by law, be similar to or differ from those of any other series. The Board of Directors of the Corporation is hereby expressly granted authority, subject to the provisions of this Article IV, to fix, from time to time before issuance thereof, the number of shares in each series and all designations, relative rights, preferences and limitations of the shares in each such series, including, but without limiting the generality of the foregoing, the following:

- (a) the designation of the series and the number of shares to constitute each series;
- (b) the dividend rate on the shares of each series, any conditions on which and times at which dividends are payable, whether dividends shall be cumulative, and the preference or relation (if any) with respect to such dividends (including preferences over dividends on the Common Equity or any other class or classes);
- (c) whether the series will be redeemable (at the option of the Corporation or the holders of such shares or both, or upon the happening of a specified event) and, if so, the redemption prices and the conditions and times upon which redemption may take place and whether for cash, property or rights, including securities of the Corporation or another Corporation;
- (d) the terms and amount of any sinking, retirement or purchase fund;

- (e) the conversion or exchange rights (at the option of the Corporation or the holders of such shares or both, or upon the happening of a specified event), if any, including the conversion or exchange price and other terms of conversion or exchange;
- (f) the voting rights, if any (other than any voting rights that the Undesignated Preferred Stock may have as a matter of law);
- (g) any restrictions on the issue or reissue or sale of additional Undesignated Preferred Stock;
- (h) the rights of the holders upon voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation (including preferences over the Common Equity or any other class or classes or series of stock);
- (i) the preemptive rights, if any, to subscribe to additional issues of stock or securities of the Corporation; and
- (j) such other special rights and privileges, if any, for the benefit of the holders of the Undesignated Preferred Stock, as shall not be inconsistent with provisions of this Certificate of Incorporation.

All shares of Undesignated Preferred Stock of the same series shall be identical in all respects, except that shares of any one series issued at different times may differ as to dates, if any, from which dividends thereon may accumulate. All shares of Undesignated Preferred Stock of all series shall be of equal rank and shall be identical in all respects except that any series may differ from any other series with respect to any one or more of the designations, relative rights, preferences and limitations described or referred to in subparagraphs (a) to (j) inclusive above.

#### ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the by-laws of the Corporation may be made, altered, amended or repealed by the stockholders or by a majority of the entire board of directors of the Corporation (the "Board").

#### ARTICLE VI

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this 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 this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 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 this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value

of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as 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 on all stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

#### ARTICLE VII

Elections of directors need not be by written ballot.

#### ARTICLE VIII

(a) The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Delaware any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(b) Expenses incurred in defending a civil or criminal action, suit or proceeding shall (in the case of any action, suit or proceeding against a director of the Corporation) or may (in the case of any action, suit or proceeding against an officer, trustee, employee or agent) be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article.

(c) The indemnification and other rights set forth in this Article VIII shall not be exclusive of any provisions with respect thereto in the by-laws of the Corporation or any other contract or agreement between the Corporation and any officer, director, employee or agent of the Corporation.

(d) Neither the amendment nor repeal of this Article VIII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with Article VIII, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring before such amendment, repeal or adoption of an inconsistent provision or in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to

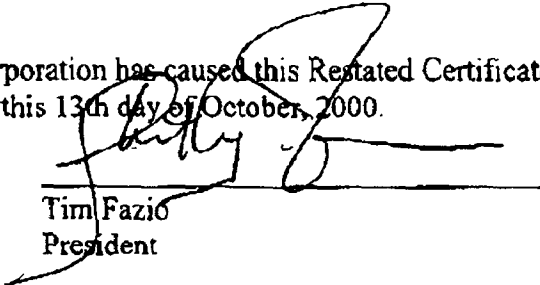
receive expenses pursuant to this Article VIII if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

No director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, provided, however, that the foregoing shall not eliminate or limit the liability of a director:

- (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders;
- (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) under Section 174 of the General Corporation Law of the State of Delaware; or
- (iv) for any transaction from which the director derived an improper personal benefit.

If the General Corporation Law of the State of Delaware is amended after October 13, 2000 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 General Corporation Law of the State of Delaware, as so amended.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be duly executed by its President this 13th day of October, 2000.



\_\_\_\_\_  
Tim Fazio  
President

PAPERLOOP.COM, INC.

CERTIFICATE OF DESIGNATION

SERIES A CONVERTIBLE PREFERRED STOCK

Paperloop.com, Inc., a Delaware corporation (the "Corporation"), pursuant to authority conferred upon its Board of Directors under the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), and in accordance with the provisions of Section 151 of the General Corporation Law of the State of Delaware, hereby certifies that the Board of Directors of the Corporation duly adopted the following resolution providing for the issuance of a series of Preferred Stock designated Series A Convertible Preferred Stock, par value \$0.01 per share, of the Corporation:

RESOLVED, that the Board of Directors of the Corporation, pursuant to the authority expressly vested in it by the Certificate of Incorporation of the Corporation does hereby provide for the issue of a series of the Preferred Stock, par value \$0.01 per share, of the Corporation and does hereby fix and herein state the designations, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, as follows:

I. Designation of Series.

One Million Two Hundred Thousand (1,200,000) shares of the Preferred Stock, par value \$0.01 per share, of the Corporation shall constitute a series of Preferred Stock designated as Series A Convertible Preferred Stock (the "Series A Preferred Stock").

II. Dividend Provisions.

(a) The holders of Series A Preferred Stock shall be entitled to receive, if, as and when declared by the Board of Directors of the Corporation (the "Board of Directors"), out of the net profits of the Corporation, dividends at the rate per share equal to 8% of the Original Purchase Price (as herein defined) per annum, payable quarterly on each March 31, June 30, September 30 and December 31 occurring after the initial date of issuance (the "Initial Issuance Date") of the Series A Preferred Stock. Dividends on the Series A Preferred Stock shall be paid in full before any dividends shall be set apart for or paid upon the Common Stock or any other stock ranking on liquidation junior to the Series A Preferred Stock (such stock being referred to hereinafter collectively as "Junior Stock") in any year. For purposes hereof, the term "Original Purchase Price" shall mean with respect to the Series A Preferred Stock, \$100.00 per share (subject to adjustment in the event of any stock dividend, stock split, stock distribution or combination with respect to such shares). All dividends declared upon the Series A Preferred Stock shall be declared pro rata per share.

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(b) Dividends on the Series A Preferred Stock shall be cumulative, whether or not in any fiscal year there shall be net profits or surplus available for the payment of dividends in such fiscal year, so that if in any fiscal year or years, dividends in whole or in part are not paid upon the Series A Preferred Stock, unpaid dividends shall accumulate as against the holders of the Junior Stock.

(c) For so long as any shares of Series A Preferred Stock remain outstanding, the Corporation shall not pay any dividend upon the Junior Stock, whether in cash or other property (other than shares of Junior Stock), or purchase, redeem or otherwise acquire any such Junior Stock unless, prior thereto, the Corporation shall have declared or paid or set apart for payment an amount sufficient to pay all dividends to the holders of the Series A Preferred Stock as described above. Notwithstanding the provisions of this Section II(c), without declaring or paying dividends on the Series A Preferred Stock, the Corporation may, subject to applicable law, repurchase or redeem shares of capital stock of the Corporation from current or former officers or employees of the Corporation pursuant to the terms of repurchase or similar agreements in effect from time to time, provided that such agreements have been approved by the Board of Directors:

### III. Liquidation.

In the event of the liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series A Preferred Stock will be entitled to receive out of the assets of the Corporation, for each share of the Series A Preferred Stock then held by them:

(a) An amount equal to the sum of the Original Purchase Price of the Series A Preferred Stock (as appropriately adjusted for stock splits and combinations) plus all declared and unpaid dividends with respect thereto, which amount shall be prior and in preference to any distribution to the holders of Junior Stock; provided, that, if the assets and funds legally available for distribution are insufficient to permit payment in full of the applicable liquidation preference amount pursuant to this Section III(a), then the entire assets and funds of the Corporation legally available for distribution will be distributed among the holders of the Series A Preferred Stock in proportion to the full aforesaid preferential amounts to which each such holder is entitled under this Section III(a).

(b) After payment has been made to the holders of the Series A Preferred Stock and any Junior Stock (other than Common Stock) of the full amounts to which they will be entitled as aforesaid, any remaining assets of the Corporation will be distributed ratably to the holders of the Corporation's Common Stock and Series A Preferred Stock, on an as-converted basis.

(c) The merger or consolidation of the Corporation into or with another corporation, the merger or consolidation of any other corporation into or with the Corporation, or the sale, conveyance, mortgage, pledge or lease of all or substantially all the assets of the Corporation shall not be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Section III.

#### IV. Voting Rights.

In addition to the rights otherwise provided for herein or by law, the holders of the Series A Preferred Stock shall be entitled to vote in the same manner and with the same effect as holders of Common Stock. In any such vote, each share of Series A Preferred Stock shall entitle the holder thereof to one vote per share for each share of Common Stock (including fractional shares) into which each share of Series A Preferred Stock is then convertible, rounded to the nearest integral number. In addition to the foregoing, the Corporation shall not amend, alter or repeal the preferences, special rights or other powers of the Series A Preferred Stock so as to affect adversely the Series A Preferred Stock without the written consent or affirmative vote of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class. For this purpose, the authorization or issuance of any series of preferred stock with preference or priority over, or being on a parity with the Series A Preferred Stock as to the right to receive either dividends or amounts distributable upon liquidation, dissolution or winding up of the Corporation shall be deemed so to affect adversely the Series A Preferred Stock.

#### V. Conversion Rights.

The Series A Preferred Stock shall be convertible into Common Stock as follows:

(a)(i) Optional Conversion. Each share of Series A Preferred Stock may be converted at any time, at the option of the holder thereof, into fully paid and nonassessable shares of Common Stock as provided in Section V(c).

(ii) Automatic Conversion. In the event the Corporation registers under the Securities Act of 1933 for sale to the public shares of its Common Stock, then, upon the effective date of such registration statement, the Series A Preferred Stock shall be automatically converted into Common Stock at the Conversion Price (as hereinafter defined) then in effect. The Corporation shall notify all holders of record of Series A Preferred Stock at their respective addresses as they shall appear on the books of the Corporation and also, if any holder is not present in the United States, at an address in the United States designated by such holder of record from time to time promptly after such effective date of such automatic conversion, and such effective date shall be deemed to be a Conversion Date for purposes of subsection (c). After such effective date, the holders of shares of Series A Preferred Stock shall cease to be stockholders with respect to such shares, and thereafter such shares shall no longer be transferable on the books of the Corporation,

and such holders shall be deemed to be holders of the Common Stock issuable upon conversion thereof. The Board of Directors may cause the transfer books of the Corporation to be closed as to the shares to be converted.

Upon any such conversion of shares of Series A Preferred Stock, the shares of Series A Preferred Stock so converted shall resume and have the status of authorized and unissued shares of Series A Preferred Stock, and the number of shares of Series A Preferred Stock which the Corporation shall have authority to issue shall not be decreased by such conversion of shares of Series A Preferred Stock.

(b) Conversion Price. Each share of Series A Preferred Stock shall be converted into the number of shares of Common Stock as is determined by dividing the Original Purchase Price by the Conversion Price in effect on the Conversion Date. The Conversion Price at which shares of Common Stock shall initially be issuable upon conversion of the shares of Series A Preferred Stock shall be the Original Purchase Price. The Conversion Price shall be subject to adjustment as set forth in Section V(e). No payment or adjustment shall be made for any dividends on the Common Stock issuable upon such conversions.

(c) Mechanics of Conversion. Upon the happening of an optional or automatic conversion under Section V(a), the holder(s) of shares of Series A Preferred Stock shall surrender to the Corporation or any transfer agent of the Corporation the certificate or certificates for the shares to be so converted. As promptly as practicable thereafter and after surrender of the certificate or certificates representing shares of Series A Preferred Stock to the Corporation or its transfer agent, the Corporation shall issue and deliver to or upon the written order of such holder or holders a certificate or certificates for the number of full shares of Common Stock to which such holder is entitled and a check or cash with respect to any fractional interest in a share of Common Stock as provided in Section V(d). The person in whose name the certificate or certificates for Common Stock are to be issued shall be deemed to have become a holder of record of such Common Stock on the applicable Conversion Date.

(d) Fractional Shares. No fractional shares of Common Stock or scrip shall be issued upon conversion of shares of Series A Preferred Stock. If more than one share of Series A Preferred Stock shall be surrendered for conversion at any one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of Series A Preferred Stock so surrendered. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of any shares of Series A Preferred Stock, the Corporation shall pay a cash adjustment in respect of such fractional interest in an amount equal to that fractional interest of the then effective Conversion Price.

(e) Conversion Price Adjustments for the Series A Preferred Stock. The Conversion Price for the Series A Preferred Stock shall be subject to adjustment as a result of the occurrence of extraordinary corporate events as follows:

(i) Stock Dividends. If the number of shares of Common Stock outstanding at any time after the date of issuance of the Series A Preferred Stock is increased by a stock dividend payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock, then immediately after the record date fixed for the determination of holders of Common Stock entitled to receive such stock dividend or the effective date of such subdivision or split-up, as the case may be, the Conversion Price shall be appropriately reduced so that the holder of any shares of Series A Preferred Stock thereafter converted shall be entitled to receive the number of shares of Common Stock of the Corporation which he would have owned immediately following such action had such shares of Series A Preferred Stock been converted immediately prior thereto.

(ii) Combination of Stock. If the number of shares of Common Stock outstanding at any time after the date of issuance of the Series A Preferred Stock is decreased by a combination of the outstanding shares of Common Stock, then, immediately after the effective date of such combination, the Conversion Price shall be appropriately increased so that the holder of any shares of Series A Preferred Stock thereafter converted shall be entitled to receive the number of shares of Common Stock of the Corporation which such holder would have owned immediately following such action had such shares of Series A Preferred Stock been converted immediately prior thereto.

(iii) Reorganizations, etc. In case of any capital reorganization of the Corporation, or of any reclassification of the Common Stock, or in case of the consolidation of the Corporation with or the merger of the Corporation with or into any other person or of the sale, lease or other transfer of all or substantially all of the assets of the Corporation to any other person, each share of Series A Preferred Stock shall, after such capital reorganization, reclassification, consolidation, merger, sale, lease or other transfer be convertible into the number of shares of stock or other securities or property to which the Common Stock issuable (at the time of such capital reorganization, reclassification, consolidation, merger, sale, lease or other transfer) upon conversion of such share of Series A Preferred Stock would have been entitled upon such capital reorganization, reclassification, consolidation, merger, sale, lease or other transfer; and in any such case, if necessary, the provisions set forth herein, with respect to the rights and interests thereafter of the holders of the shares of Series A Preferred Stock, shall be appropriately adjusted so as to be applicable, as nearly as may reasonably be, to any shares of stock or other securities or property thereafter deliverable on the conversion of the shares of Series A Preferred Stock. The subdivision or combination of shares of

Common Stock issuable upon conversion of shares of Series A Preferred Stock at any time outstanding into a greater or lesser number of shares of Common Stock (whether with or without par value) shall not be deemed to be a reclassification of the Common Stock of the Corporation for the purposes of this clause (iii).

(iv) Common Stock Issued at Less than the Conversion Price. If the Corporation shall issue any Common Stock other than Excluded Stock (as hereinafter defined) without consideration or for a consideration per share less than the Conversion Price in effect immediately prior to such issuance, the Conversion Price in effect immediately prior to each such issuance shall immediately (except as provided below) upon such issuance be reduced to the price determined by dividing (1) an amount equal to the sum of (A) the number of shares of Common Stock outstanding immediately prior to such issuance, multiplied by the Conversion Price in effect immediately prior to such issuance and (B) the consideration, if any, received by the Corporation upon such issuance, by (2) the total number of shares of Common Stock outstanding immediately after such issuance.

For the purposes of any adjustment of the Conversion Price pursuant to clause (iv), the following provisions shall be applicable:

(A) Cash. In the case of the issuance of Common Stock for cash, the amount of the consideration received by the Corporation shall be deemed to be the amount of the cash proceeds received by the Corporation for such Common Stock before deducting therefrom any reasonable discounts, commissions, taxes or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(B) Consideration Other Than Cash. In the case of the issuance of Common Stock (otherwise than upon the conversion of shares of capital stock or other securities of the Corporation) for a consideration in whole or in part other than cash, including securities acquired in exchange therefore (other than securities by their terms so exchangeable), the consideration other than cash shall be deemed to be the fair value thereof as determined by the Board of Directors, irrespective of any accounting treatment; provided that such fair value as determined by the Board of Directors shall not exceed the aggregate Current Market Price of the shares of Common Stock being issued as of the date the Board of Directors authorizes the issuance of such shares.

(C) Issuance of Convertible Securities. In the case of the issuance of (i) options, warrants or other rights to purchase or acquire Common Stock (whether or not at the time exercisable), (ii) securities by their terms convertible into or exchangeable for Common Stock (whether or not at the time so convertible or exercisable) or (iii) options, warrants or rights to purchase such convertible or exchangeable securities

(whether or not at the time exercisable) (all such securities referred to herein as "Convertible Securities"):

(1) the aggregate maximum number of shares of Common Stock deliverable upon exercise of Convertible Securities shall be deemed to have been issued at the time such Convertible Securities were issued and for a consideration equal to the consideration (determined in the manner provided in subclauses (A) and (B) above) if any, received by the Corporation upon the issuance of such Convertible Securities plus the minimum purchase price provided in such Convertible Securities for the Common Stock covered;

(2) the aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange for any such Convertible Securities, or upon the exercise of options, warrants or other rights to purchase or acquire such Convertible Securities and the subsequent conversion or exchange thereof, shall be deemed to have been issued at the time such Convertible Securities were issued or such options, warrants or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such Convertible Securities and related options, warrants or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the additional consideration, if any, to be received by the Corporation upon the conversion or exchange of such Convertible Securities and the exercise of any related options, warrants or rights (the consideration in each case to be determined in the manner provided in subclauses (A) and (B) above);

(3) on any change in the number of shares of Common Stock deliverable upon exercise of Convertible Securities or conversion of or exchange for such Convertible Securities or any change in the consideration to be received by the Corporation upon such exercise, conversion or exchange, including, but not limited to, a change resulting from the antidilution provisions thereof, if the Conversion Price shall have previously been adjusted upon issuance thereof, the Conversion Price, as then in effect, shall forthwith be readjusted to such Conversion Price as would have been obtained had an adjustment been made upon the issuance of such Convertible Securities not exercised prior to such change, or Convertible Securities not converted or exchanged prior to such change, upon the basis of such change;

(4) on the expiration or cancellation of any such Convertible Securities or the termination of the right to convert or exchange such Convertible Securities, if the Conversion Price shall have been adjusted upon the issuance thereof, such Conversion Price shall forthwith be readjusted to such Conversion Price as would have been obtained had an adjustment been made upon the

issuance of such Convertible Securities on the basis of the issuance of only the number of shares of Common Stock actually issued upon the exercise of such Convertible Securities, or upon the conversion or exchange of such Convertible Securities; and

(5) if the Conversion Price shall have been adjusted upon the issuance of any such Convertible Securities, no further adjustment of the Conversion Price shall be made for the actual issuance of Common Stock upon the exercise thereof;

provided, however, that no increase in the Conversion Price shall be made pursuant to subclauses (1) or (2) of this subclause (C).

(v) Excluded Stock. "Excluded Stock" shall mean shares of Common Stock issued or reserved for issuance by the Corporation (A) as a stock dividend payable in shares of Common Stock, (B) upon any subdivision or split-up of the outstanding shares of Common Stock, (C) upon conversion of shares of Series A Preferred Stock, and (D) pursuant to an employee stock option or similar plan approved by the stockholders of the Corporation.

(vi) Rounding of Calculations; Minimum Adjustment. All calculations under this subsection (e) shall be made to the nearest cent or to the nearest one hundredth (1/100th) of a share, as the case may be. Any provision of this Section VI to the contrary notwithstanding, no adjustment in the Conversion Price shall be made if the amount of such adjustment would be less than \$0.05, but any such amount shall be carried forward and an adjustment with respect thereto shall be made at the time of and together with any subsequent adjustment which, together with such amount and any other amount or amounts so carried forward, shall aggregate \$0.05 or more.

(vii) Timing of Issuance of Additional Common Stock Upon Certain Adjustments. In any case in which the provisions of this subsection (e) shall require that an adjustment shall become effective immediately after a record date for an event, the Corporation may defer until the occurrence of such event (A) issuing to the holder of any share of Series A Preferred Stock converted after such record date and before the occurrence of such event the additional shares of Common Stock issuable upon such conversion by reason of the adjustment required by such event over and above the shares of Common Stock issuable upon such conversion before giving effect to such adjustment and (B) paying to such holder any amount of cash in lieu of a fractional share of Common Stock pursuant to subsection (d) of this Section V; provided that the Corporation upon request shall deliver to such holder a due bill or other appropriate instrument evidencing such holder's right to receive such additional shares, and such cash, upon the occurrence of the event requiring such adjustment.

(f) Current Market Price. The Current Market Price at any date shall mean the price per share of Common Stock on such date determined by the Board of Directors as provided below. The Current Market Price shall be the average of the daily closing prices per share of Common Stock for 30 consecutive business days ending no more than 15 business days before the day in question (as adjusted for any stock dividend split, combination or reclassification that took effect during such 30 business day period). The closing price for each day shall be the last reported sales price regular way or, in case no such reported sales take place on such day, the average of the last reported bid and asked prices regular way, in either case on the principal national securities exchange on which the Common Stock is listed or admitted to trading, or if not listed or admitted to trading on any national securities exchange, the average of the highest bid and the lowest asked prices quoted on the National Association of Securities Dealers Automated Quotation System; provided that if the Common Stock is not traded in such manner that the quotations referred to above are available for the period required hereunder, Current Market Price per share of Common Stock shall be deemed to be the fair value as determined by the Board of Directors, irrespective of any accounting treatment.

(g) Statement Regarding Adjustments. Whenever the Conversion Price shall be adjusted as provided in Section V(e), the Corporation shall forthwith file, at the office of any transfer agent for the Series A Preferred Stock and at the principal office of the Corporation, a statement showing in detail the facts requiring such adjustment and the Conversion Price that shall be in effect after such adjustment, and the Corporation shall also cause a copy of such statement to be sent by mail, first class postage prepaid, to each holder of shares of Series A Preferred Stock, at its address appearing on the Corporation's records. Where appropriate, such copy may be given in advance and may be included as part of a notice required to be mailed under the provisions of Section V(i).

(h) Treasury Stock. For the purposes of this Section V, the sale or other disposition of any Common Stock of the Corporation (other than Common Stock purchased by the Corporation pursuant to agreements to repurchase shares of Common Stock from key employees, consultants or other agents and sold to key employees, consultants or other agents) theretofore held in its treasury shall be deemed to be an issuance thereof.

(i) Notices of Certain Events. In the event that:

(i) the Corporation shall declare any cash dividend upon its Common Stock, or

(ii) the Corporation shall declare any dividend upon its Common Stock payable in stock or make any special dividend or other distribution to the holders of its Common Stock, or

(iii) the Corporation shall offer for subscription pro rata to the holders of its Common Stock any additional shares of stock of any class or other rights, or

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(iv) there shall be any capital reorganization or reclassification of the capital stock of the Corporation, including any subdivision or combination of its outstanding shares of Common Stock, or consolidation or merger of the Corporation with, or sale of all or substantially all of its assets to, another corporation, or

(v) there shall be a voluntary or involuntary dissolution, liquidation or winding up of the Corporation;

then, in connection with such event, the Corporation shall give to the holders of the Series A Preferred Stock:

(1) at least twenty (20) days prior written notice of the date on which the books of the Corporation shall close or a record shall be taken for such dividend, distribution or subscription rights or for determining rights to vote in respect of any such reorganization, reclassification; consolidation, merger, sale, dissolution, liquidation or winding up; and

(2) in the case of any such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up, at least twenty (20) days prior written notice of the date when the same shall take place. Such notice in accordance with the foregoing clauses (i) through (iii) shall also specify, in the case of any such dividend, distribution or subscription rights, the date on which the holders of Common Stock shall be entitled thereto, and such notice in accordance with the foregoing clauses (iv) and (v) shall also specify the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon such reorganization, reclassification consolidation, merger, sale, dissolution, liquidation or winding up, as the case may be. Each such written notice shall be given by first class mail, postage prepaid, addressed to the holders of the Series A Preferred Stock at the address of each such holder as shown on the books of the Corporation.

(j) Costs. The Corporation shall pay all documentary, stamp, transfer or other transactional taxes attributable to the issuance or delivery of shares of Common Stock of the Corporation upon conversion of any shares of Series A Preferred Stock; provided that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the holder of the shares of Series A Preferred Stock in respect of which such shares are being issued.

(k) Reservation of Shares. The Corporation shall reserve at all times so long as any shares of Series A Preferred Stock remain outstanding, free from preemptive rights, out of its treasury stock or its authorized but unissued shares of Common Stock, or both, solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding shares of Series A Preferred Stock.

809649.2

(l) Approvals. If any shares of Common Stock to be reserved for the purpose of conversion of shares of Series A Preferred Stock require registration with or approval of any governmental authority under Federal or state law before such shares may be validly issued or delivered upon conversion, then the Corporation will in good faith and as expeditiously as possible endeavor to secure such registration or approval, as the case may be. If, and so long as, any Common Stock into which the shares of Series A Preferred Stock are then convertible is listed on any national securities exchange, the Corporation will, if permitted by the rules of such exchange, list and keep listed on such exchange, upon official notice of issuance, all shares of such Common Stock issuable upon conversion.

(m) Valid Issuance. All shares of Common Stock which may be issued upon conversion of the shares of Series A Preferred Stock will upon issuance by the Corporation be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof and the Corporation shall take no action which will cause a contrary result (including without limitation, any action which would cause the Conversion Price to be less than the par value, if any, of the Common Stock).

VI. General Provisions.

(a) The term "outstanding", when used with reference to shares of stock, shall mean issued shares, excluding shares held by the Corporation or a subsidiary of the Corporation.

(b) All accounting terms used herein and not expressly defined herein shall have the meanings given to them in accordance with United States generally accepted accounting principles.

(c) The headings of the sections, subsections, clauses and subclauses used herein are for convenience of reference only and shall not define, limit or affect any of the provisions hereof.

*[Signature page follows.]*

IN WITNESS WHEREOF, this Certificate of Designation has been signed by the chief executive officer of Paperloop.com, Inc. as of the 13<sup>th</sup> day of October 2000.

PAPERLOOP.COM, INC.

By: 

Name: Timothy J. Pazio

Title: Chief Executive Officer

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STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF

PAPERLOOP.COM, INC.

Pursuant to Section 242 of the General Corporation Law

**THE UNDERSIGNED**, being the duly appointed President and Chief Executive Officer of Paperloop.com, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "DGCL"), for the purpose of amending the Corporation's Restated Certificate of Incorporation (the "Certificate of Incorporation"), hereby certifies, pursuant to Sections 242 and 103 of the DGCL, as follows:

**FIRST:** That the original Certificate of Incorporation was filed on the January 26, 2000 with the Secretary of State of the State of Delaware.

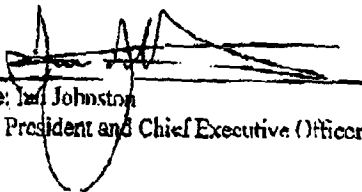
**SECOND:** The amendment effected hereby was duly authorized by the Board of Directors of the Corporation and its shareholders in accordance with the provisions of Sections 228 and 242 of the DGCL.

**THIRD:** That the Certificate of Incorporation is hereby amended by deleting Article I thereof in its entirety and inserting in lieu thereof the following:

"ARTICLE I

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

**IN WITNESS WHEREOF**, I have made and signed this Certificate of Amendment this 22<sup>nd</sup> day of March, 2002 and affirm the statements contained herein as true under penalties of perjury.

  
Name: Ian Johnston  
Title: President and Chief Executive Officer

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/22/2002  
020192213 - 3165474

TRADEMARK  
REEL: 003500 FRAME: 0094

**CERTIFICATE OF OWNERSHIP AND MERGER**

OF

**WOODLOOP.COM, INC.**  
(a Delaware corporation)

AND

**NONWOVENS.COM, INC.**  
(a Delaware corporation)

INTO

**PAPERLOOP, INC.**  
(a Delaware corporation)

It is hereby certified that:

1. Paperloop, Inc. ("Corporation") is a business corporation organized and existing under the laws of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Woodloop.com, Inc. and Nonwovens.com, Inc., both of which are also business corporations organized and existing under the laws of the State of Delaware.
3. On March 28, 2003, the Board of Directors of the Corporation adopted the following resolution to merge each of Woodloop.com, Inc. and Nonwovens.com, Inc. into the Corporation:

RESOLVED that Woodloop.com, Inc. and Nonwovens.com, Inc., respectively, be merged into this Corporation in accordance with Section 253 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, Chief Executive Officer of the Corporation, has executed this Certificate of Ownership and Merger as of the 6<sup>th</sup> day of January 2004.

  
Ian Johnston

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**RESOURCE INFORMATION SYSTEMS, INC.  
(a Massachusetts corporation)**

**into**

**PAPERLOOP, INC.  
(a Delaware corporation)**

It is hereby certified that:

1. PAPERLOOP, INC. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of RESOURCE INFORMATION SYSTEMS, INC., which is a business corporation of the Commonwealth of Massachusetts.
3. The laws of the jurisdiction of organization of RESOURCE INFORMATION SYSTEMS, INC. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges RESOURCE INFORMATION SYSTEMS, INC. into the Corporation.
5. The following is a copy of the resolutions adopted on December 23, 2004 by Unanimous Written Consent of the Board of Directors of the Corporation to merge RESOURCE INFORMATION SYSTEMS, INC. into the Corporation:

RESOLVED that Resource Information Systems, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Resource Information Systems, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Resource Information Systems, Inc. in its name.

RESOLVED that this Corporation assume all of the obligations of Resource Information Systems, Inc.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the Commonwealth of Massachusetts, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Resource Information Systems, Inc. and of this Corporation and in any other appropriate jurisdiction.

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:22 AM 01/20/2005  
FILED 11:05 AM 01/20/2005  
SRV 050047612 - 3165474 FILE*

Executed on January 19, 2005

PAPERLOOP, INC.

By:   
Robert Berg, Vice President

**STATE OF DELAWARE**  
**CERTIFICATE OF AMENDMENT**  
**OF**  
**RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**PAPERLOOP, INC.**

Pursuant to Section 242 of the General Corporation Law

**THE UNDERSIGNED**, being the duly appointed President and Chief Executive Officer of Paperloop, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "DGCL"), for the purpose of amending the Corporation's Restated Certificate of Incorporation (the "Certificate of Incorporation"), hereby certifies, pursuant to Sections 242 and 103 of the DGCL, as follows:

**FIRST:** That the original Certificate of Incorporation was filed on the January 26, 2000 with the Secretary of State of the State of Delaware.


**SECOND:** The amendment effected hereby was duly authorized by the Board of Directors of the Corporation and its shareholders in accordance with the provisions of Sections 228 and 242 of the DGCL.

**THIRD:** That the Certificate of Incorporation is hereby amended by deleting Article I thereof in its entirety and inserting in lieu thereof the following:

**\*ARTICLE I**

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

**IN WITNESS WHEREOF**, I have made and signed this Certificate of Amendment this 30<sup>th</sup> day of December 2005 and affirm the statements contained herein as true under penalties of perjury.

  
Name: Rod Young  
Title: President and Chief Executive Officer



# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "RISI, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE THIRTEENTH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRTEENTH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "PAPERLOOP.COM, INC." TO "PAPERLOOP, INC.", FILED THE TWENTY-SECOND DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

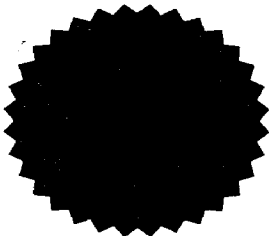
CERTIFICATE OF OWNERSHIP, FILED THE EIGHTH DAY OF JANUARY, A.D. 2004, AT 2:18 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTIETH DAY OF JANUARY, A.D. 2005, AT 11:05 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "PAPERLOOP, INC." TO "RISI, INC.", FILED THE THIRTIETH DAY OF DECEMBER, A.D. 2005, AT 1:41 O'CLOCK P.M.

3165474 8100X

060023100



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4436357

DATE: 01-10-06

RECORDED: 03/06/2007

TRADEMARK  
REEL: 003500 FRAME: 0099