

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Diver Entertainment Systems, Inc.		03/26/2007	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	H2O Audio, Inc.		
<b>Street Address:</b>	11211 Sorrento Valley Road		
<b>Internal Address:</b>	Suite F		
<b>City:</b>	San Diego		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92121		
<b>Entity Type:</b>	CORPORATION: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2991807	H2O AUDIO	
Registration Number:	3076097		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(858)678-5099		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(858) 678-5070		
<b>Email:</b>	tmdocsd@fr.com, hyde@fr.com		
<b>Correspondent Name:</b>	Fish & Richardson P.C.		
<b>Address Line 1:</b>	P.O. Box 1022		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55440-1022		
<b>ATTORNEY DOCKET NUMBER:</b>	15709-006001, -010001		
<b>NAME OF SUBMITTER:</b>	Lisa M. Martens		
<b>Signature:</b>	/lisa m martens/		

CH \$65.00 2991807

Date:

04/09/2007

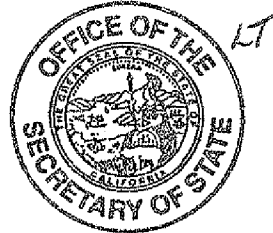
**Total Attachments: 4**

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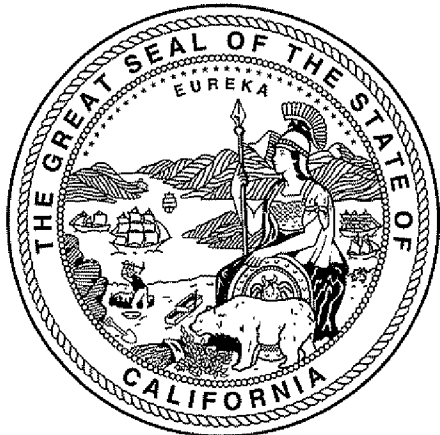
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**State of California**  
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 18 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 28 2007

DEBRA BOWEN  
Secretary of State

MAR 27 2007

AMENDED AND RESTATED  
 ARTICLES OF INCORPORATION

OF

## DIVER ENTERTAINMENT SYSTEMS, INC.

The undersigned, Kristian Rauhala, hereby certifies that:

1. He is the duly elected and acting President and Secretary of Diver Entertainment Systems, Inc., a California corporation.
2. The Amended and Restated Articles of Incorporation of this corporation shall be amended and restated to read in full as follows:

**"ARTICLE I**

The name of this corporation is H2O Audio, Inc. (the "Corporation").

**ARTICLE II**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

**ARTICLE III**

(A) **Classes of Stock.** The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is Sixty-Five Million Three Hundred Twelve Thousand Eighty-Eight (65,312,088) shares, each with a par value of \$0.0001 per share. Thirty-Seven Million Three Hundred Forty-Seven Thousand One Hundred Fifty (37,347,150) shares shall be Common Stock and Twenty Seven Million Nine Hundred Sixty-Four Thousand Nine Hundred Thirty-Eight (27,964,938) shares shall be Preferred Stock.

(B) **Rights, Preferences and Restrictions of Preferred Stock.** The Preferred Stock authorized by these Amended and Restated Articles of Incorporation may be issued from time to time in one or more series. The first series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of Three Million One Hundred Sixty-Eight Thousand Nine Hundred Nineteen (3,168,919) shares. The second series of Preferred Stock shall be designated "Series B Preferred Stock" and shall consist of Seven Million Eight Hundred Ninety-Eight Thousand Four Hundred Forty-Nine (7,898,449) shares. The third series of Preferred Stock shall be designated "Series C Preferred Stock" and shall consist of Sixteen Million Eight Hundred Ninety-Seven Thousand Five Hundred Seventy (16,897,570) shares. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock are as set forth below in this Article III(B). The

(C) Any amendment or repeal or modification of the foregoing provisions of this Article IV 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.”

\* \* \*

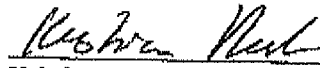
3. The foregoing amendment has been approved by the Board of Directors of this corporation.

4. The foregoing amendment was approved by the holders of the requisite number of shares of this corporation in accordance with Sections 902 and 903 of the California General Corporation Law. The total number of outstanding shares entitled to vote with respect to the foregoing amendment was 2,574,860 shares of Common Stock, 1,686,975 shares of Series A Preferred Stock and 4,940,999 shares of Series B Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The percentage vote required was a majority of the outstanding shares of Common Stock, voting as a single class; a majority of the outstanding shares of Series A Preferred Stock, voting as a single class; a majority of the outstanding shares of Series B Preferred Stock, voting as a single class; and a majority of the Common Stock, Series A Preferred Stock and Series B Preferred Stock, voting together as a single class.

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The undersigned certifies under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of his own knowledge.

Executed at San Diego, California, on March 26<sup>th</sup>, 2007.



Kristian Rauhala  
President and Secretary

[SIGNATURE PAGE TO AMENDED AND RESTATED ARTICLES OF  
INCORPORATION OF DIVER ENTERTAINMENT SYSTEMS, INC.]

