

mrl 8/17/98 R

08-20-1998

R SHEET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
LY



Tab settings

To the Honorable Commissioner o

100799891

e attached original documents or copy thereof.

1. Name of conveying party(ies):

SR Research, Inc.
400 Blue Hill Drive
Westwood, Massachusetts 02090

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

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

3. Nature of conveyance:

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

Execution Date: March 30, 1998

2. Name and address of receiving party(ies)

Name: SRR Solutions, Inc.

Internal Address: _____

Street Address: 400 Blue Hill Drive

City: Westwood State: MA ZIP: 02090

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Reg. No. 1902433

Additional numbers attached? Yes No

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

Name: Carol R. Kirchick, Esq.

Internal Address: Rich. May, Bilodeau & Flaherty,
P.C.
294 Washington Street
Boston, Massachusetts 02108

Street Address: _____

City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy 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.

Carol R. Kirchick, Esq.
Name of Person Signing

By Carol R. Kirchick
Signature

8-13-98
Date

Total number of pages including cover sheet, attachments, and document: 5

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SR RESEARCH, INC.", CHANGING ITS NAME FROM "SR RESEARCH, INC." TO "SRR SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 1998, AT 2:30 O'CLOCK P.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2350974 8100

981121956

AUTHENTICATION: 9001812

DATE: 03-30-98
TRADEMARK

REEL: 1770 FRAME: 0551

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SR RESEARCH, INC.

SR RESEARCH, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation has duly adopted a resolution, pursuant to Sections 141 and 242 of the General Corporation Law of the State of Delaware, setting forth an amendment to said corporations' Amended and Restated Certificate of Incorporation and declaring said amendment to be advisable and in the best interests of said corporation

SECOND: That the stockholders of said corporation have duly approved said amendment by the required vote of such stockholders, adopted by the written consent of a majority in interest of the issued and outstanding shares of Common Stock of said corporation and at least 67% in interest of said corporation's issued and outstanding shares of Series A Convertible Stock and Series B Convertible Stock, voting as a single class, in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware. Prompt written notice of the amendment herein certified has been given to those stockholders who have not consented in writing thereto, as provided in Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the Amended and Restated Certificate of Incorporation of said corporation is hereby amended as follows:

- (A) by amending Article First so that, as amended, Article First shall be and read in its entirety as follows:

"ARTICLE FIRST

The name of the corporation is SRR Solutions, Inc."

- (B) by amending Part A of Article Fourth so that, as amended, Part A of Article Fourth shall be and read in its entirety as follows:

"ARTICLE FOURTH

A. AUTHORIZED SHARES.

The total number of shares of capital stock which the Corporation has authority to issue is 3,654,660 shares, consisting of:

- 2,523,420 shares of Common Stock, par value \$.01 per share (the "Common Stock");
- 946,808 shares of Series A Convertible Stock, par value \$.01 per share (the "Series A Stock"); and
- 184,432 shares of Series B Convertible Stock, par value \$.01 per share (the "Series B Stock")."

- (C) by amending Section 5D(ii) of Part B of Article Fourth, so that, as amended, said Section 5D(ii) of Article Fourth shall be and read in its entirety as follows:

"(ii) If and whenever on or after the original date of issuance of the Series Stock the Corporation issues or sells, or in accordance with Section 5E is deemed to have issued or sold, any shares of its Common Stock for a consideration per share less than the Conversion Price applicable to and in effect for the respective Series Stock immediately prior to the time of such issue or sale, then forthwith upon such issue or sale the Conversion Price applicable to the Series Stock so affected shall be reduced to the Conversion Price determined by dividing (a) the sum of (1) the product derived by multiplying the Conversion Price in effect immediately prior to such issue or sale times the number of shares of Common Stock Deemed Outstanding immediately prior to such issue or sale, plus (2) the consideration, if any, received by the Corporation upon such issue or sale, by (b) the number of shares of Common Stock Deemed Outstanding immediately after such issue or sale; provided that there shall be no adjustment in the Conversion Price as a result of (A) any issuance or sale (or deemed issuance or sale) of up to an aggregate of 450,000 shares of Common Stock pursuant to the Amended and Restated SR Research, Inc. 1993 Stock Option Plan (as such number of shares is proportionately adjusted for subsequent stock splits, combinations and dividends affecting the Common Stock and as such numbers include all such stock options and purchase rights outstanding at the time of the issuance of the respective Series Stock) or (B) any adjustment in the Conversion Price of the Series A Stock or the Series B Stock."

REMAINDER OF PAGE LEFT INTENTIONALLY BLANK*

Feb-13-98 11:38A SR Research
FEB 12 '98 13:09 FR

617 828-3792 P.04
617 556 3891 TO 6037317010203792 P.07/26

IN WITNESS WHEREOF, said SR RESEARCH, INC. has caused this certificate to be signed by Venkat Srinivasan, its Chief Executive Officer and Chairman of the Board, as of this 30 day of March, 1998.

SR RESEARCH, INC.

[Corporate Seal]

By: *Venkat Srinivasan*
Venkat Srinivasan, Chief Executive Officer
and Chairman of the Board

2:44pm/02/13/98/001.ny

FEB 13 '98 10:50

617 828 3792 PAGE.004
** TOTAL PAGE.004 **

RECORDED: 08/17/1998

TRADEMARK
REEL: 1770 FRAME: 0554