

02-09-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
 - License
 - Security Agreement
 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

2/09/1999 TTOM11 00000075 1702B41

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1850 FRAME: 0754

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Gary L. Franklin, President
Quantum Industries, Inc.

Gary L. Franklin

1/28/99

Name of Person Signing

Signature

Date Signed

State of California

SECRETARY OF STATE

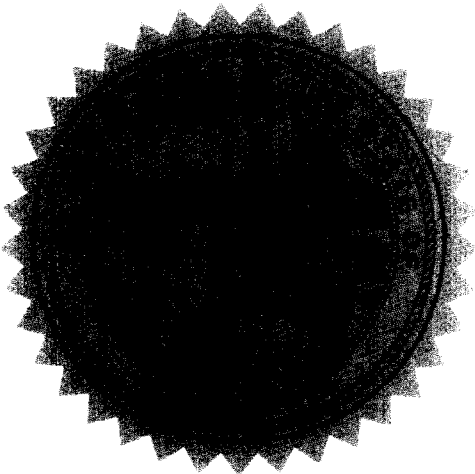


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) was prepared by and in this office from the record on file, 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

JAN 06 1999



Bill Jones

Secretary of State

WCTG

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
METSEC INDUSTRIES, INC.

FILED *Bjm*
In the office of the Secretary of State
of the State of California
SEP 19 1995
Bill Jones
BILL JONES, Secretary of State

Gary L. Franklin and Daniel G. King certify that:

1. They are the president and the secretary, respectively, of Metsec Industries, Inc., a California corporation.
2. The Articles of Incorporation of this Corporation are amended and restated to read as follows:

First: The name of this Corporation is Quantum Industries, Inc.

Second: The purpose of this 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.

Third:

(A) Authorized Classes and Number of Shares. This Corporation is authorized to issue three classes of shares, designated respectively as "Class A Common Stock," "Class B Common Stock" and "Class C Common Stock." 1,000,000 shares of Class A Common Stock may be issued, 1,000,000 shares of Class B Common Stock may be issued and 1,000,000 shares of Class C Common Stock may be issued.

(B) Conversion of Outstanding Common Stock. Each share of this Corporation's common stock outstanding immediately prior to the effective date of these amended and restated Articles of Incorporation shall on the effective date hereof automatically be converted into one share of Class A Common Stock, and all stock certificates representing such common stock of this corporation outstanding on the effective date shall thereafter be deemed to represent Class A Common Stock.

Fourth: The rights, privileges and restrictions granted to or imposed upon the respective classes of shares or the holders thereof are as follows:

(A) Dividends. Neither the Class A Common Stock, the Class B Common Stock, nor the Class C Common Stock shall be entitled to any preference or priority in respect of any dividends or other non-liquidating distributions.

(B) Liquidation Rights. In the event of (i) any sale of all or substantially all of the assets of this Corporation (in any such case, a "Sale"), (ii) the acquisition of this Corporation by another entity by means of merger or consolidation (in any such case, a "Merger") resulting in the exchange of the outstanding shares of this Corporation for securities or consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary or (iii) any other voluntary or involuntary liquidation, dissolution or winding up of this Corporation (in any such case, a "Change in Existence"), then, and in the case of any such Sale, Merger or Change in Existence, the aggregate of the cash, securities, property or other consideration (in any such case, the "Consideration"), paid, issued or otherwise transferred to the shareholders of this Corporation, either directly, or indirectly by way of a liquidating distribution from this Corporation, as a result of or in connection with such Sale, Merger or Change in Existence, shall be allocated among the Class A Common Stock, the Class B Common Stock and the Class C Common Stock in the following portions:

i. In connection with any Sale, Merger, or Change in Existence consummated on any date which is on or prior to the third anniversary of the date of the first issuance of Class B Common Stock, and which is at a time when any shares of Class B Common Stock are outstanding, one quarter of one percent (.25%) of such Consideration shall be allocated to the Class C Common Stock, if any Class C Common Stock has then been issued and is outstanding, and the remainder of such Consideration (or all of such Consideration if no Class C Common Stock has then been issued) shall be allocated between the Class A Common Stock and the Class B Common Stock as follows:

For any Sale, Merger or Change in Existence Consummated on the Following Dates	Portion of Consideration Allocable to the Class B Common Stock	Portion of Consideration Allocable to the Class A Common Stock
At any time on or prior to the first anniversary of the date of the first issuance of Class B Common Stock	Eighty Percent (80%)	Twenty Percent (20%)
At any time after the first anniversary, but on or prior to the second anniversary, of the date of the first issuance of Class B Common Stock	Seventy Percent (70%)	Thirty Percent (30%)
At any time after the second anniversary, but on or prior to the third anniversary, of the date of the first issuance of Class B Common Stock	Sixty Percent (60%)	Forty Percent (40%)

provided, however, that any such Consideration in the aggregate in excess of \$1,000,000 shall in any event be allocated among all shareholders pro rata in accordance with their respective shareholdings, without any premium, preference or priority to any class.

ii. In connection with any Sale, Merger, or Change in Existence consummated after the third anniversary of the date of the first issuance of Class B Common Stock, or otherwise at any time when no shares of Class B Common Stock are outstanding, all such Consideration shall be allocated among all shareholders pro rata in accordance with their respective shareholdings, without any premium, preference or priority to any class.

(C) Voting Rights.

i. Generally. Except as otherwise required by law or as set forth herein, the holders of Class A Common Stock shall have the exclusive voting rights on all matters requiring the vote of the shareholders (including but not limited to the right to elect the directors of this Corporation), and the holders of the Class B Common Stock and Class C Common Stock shall have no voting rights.

ii. Consent of Class B Common Stock For Specified Transactions. In addition to any other rights provided by law, so long as any shares of Class B Common Stock shall be outstanding, this Corporation shall not, without first obtaining the written consent of the holders of not less than a majority of the outstanding shares of the Class B Common Stock voting separately as a class, do, allow or suffer to occur any of the following:

1. Changes to Charter Documents. Any amendment, repeal, modification, supplement or other change to this Corporation's Articles of Incorporation or Bylaws.

2. Securities Issuances, Etc. Any new issuance or sale by this Corporation of any shares of stock, warrants or other securities of any type by this Corporation.

3. Mergers, Recapitalizations, Etc. Any merger, consolidation, recapitalization or other similar event or transaction involving this Corporation, or any transaction or series of related transactions effecting the same.

4. Dividends and Redemptions. Any dividend or distribution to, or redemption or repurchase of any of the shares of, any shareholder of this Corporation, or any similar transaction.

5. Compensation of Officers, Etc. The establishment of, and any modification, supplement or other change to any of, the compensation levels, benefits packages (including all salary, bonuses, automobile allowances, insurance, vacation allowances and all other forms of compensation or benefits of any type) and expense reimbursement policies of or relating to the officers and directors of this Corporation, and of any other person employed or otherwise engaged by this Corporation who is also a shareholder of this Corporation, and the payment of any bonuses to any such

officer, director or other person pursuant to the terms of any bonus or incentive compensation plan which this Corporation may have in effect from time to time.

6. Transactions with Affiliated Parties. Any transaction between this Corporation, on the one hand, and any officer, director or shareholder of this Corporation, or any relative or affiliate of any officer, director or shareholder of this Corporation, on the other hand.

(D) Class B Representative.

i. Designation. At any time and from time to time the holders of a majority of the outstanding shares of Class B Common Stock may by written notice to the Corporation designate, and re-designate, an individual representative (the "Class B Representative") who shall have all of the rights set forth herein.

ii. Provision of Notices and other Communications. Except as may be expressly prohibited by any applicable law, at any time that the Corporation, or any officer, director or other agent of the Corporation acting on behalf of the Corporation, shall provide to the Board of Directors any written, oral or other notice, report, document or other information or communication of any kind (including without limitation any notice of any general, special or other Board of Directors meeting or any proposed written consent of the Board of Directors), then, at the same time such notice, report, document or other information or communication shall also be provided to the Class B Representative. The foregoing shall be interpreted in a manner so as to provide to the Class B Representative all of the notices, reports, documents and other information and communications that the Class B Representative would receive if the Class B Representative were a member of the Board of Directors and each of the committees and sub-committees thereof, but the foregoing shall not in and of itself create an obligation of the Company or any of its agents to provide the Class B Representative with any information or communications in addition thereto.

iii. Attendance at Board Meetings. Except as may be expressly prohibited by any applicable law, the Class B Representative shall have the absolute and unrestricted right to attend any and all meetings of the Board of Directors and each of the committees and sub-committees thereof, whether any such meeting is held in person, by telephone or otherwise; and the Class B Representative's attendance at any such meeting may, at his election, be via telephone conference call.

iv. Inspection Rights. Except as may be expressly prohibited by any applicable law, the Class B Representative shall have the absolute and unrestricted right to inspect and copy all books, records and documents of every kind of the Corporation and to inspect the physical and other properties of the Corporation, in the same manner and to the same extent as the inspection rights of a director pursuant to Section 1602 of the California Corporations Code.

Fifth: The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. This Corporation is also authorized, to the fullest extent permissible under California law, to indemnify its agents (as defined in Section 317 of the California Corporations Code), whether by by-law, agreement or otherwise, for breach of duty to this Corporation and its shareholders in excess of that expressly permitted by Section 317 and to advance defense expenses to its agents in connection with such matters as they are incurred.

3. The foregoing amended and restated Articles of Incorporation have been duly approved by the Board of Directors of this Corporation.

4. The foregoing amended and restated Articles of Incorporation have been duly approved by the required vote of shareholders in accordance with Section 903 of the California Corporations Code. The total number of outstanding shares of this Corporation is 1,000 shares of common stock. The percentage vote required was more than 50% of the outstanding shares of common stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required.

5. The amended and restated Articles of Incorporation herein shall become effective upon the date of filing with the Secretary of State of California.

We further declare 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 our own knowledge.

Dated: September 6, 1995

Mary L Franklin
Mary Franklin, President

Daniel S. King
Daniel King, Secretary

