



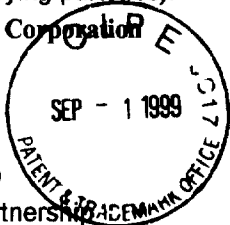
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Tab settings

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

Spacetec IMC Corporation



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

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

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

Name: Labtec Inc.

Internal Address: Columbia Tech Center

Street Address: 1499 S.E. Tech Center Place

City: Vancouver State: WA ZIP: 98683

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

3. Nature of conveyance:

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

Execution Date: February 17, 1999

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule
A annexed
hereto

Additional numbers attached? Yes No

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

Name: Lauren Bernstein, Esq.
Internal Address: c/o Kaye, Scholer, Fierman, Hays & Handler, LLP

Street Address: 425 Park Avenue,
12th Floor
New York, NY 10022

City: _____ State: _____ ZIP: _____

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

8

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

09/02/1999 MTHA11 00000257 1754347

01 FC:481 40.00 OP

03 FC:582 175.00 OP

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.

Jean Crawford
Name of Person Signing

Rean Paul
Signature

8/31/99
Date

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

6

SCHEDULE A

Registered Trademark	Registration Number	Date Registered
PANACEA	1754347	02/23/93
POWERSENSOR	1997450	08/27/96
SEIZE THE POWER	1991854	08/06/96
SPACEBALL	1588600	03/27/90
SPACECONTROLLER	1857215	10/04/94
SPACEORB	2124891	12/30/97
SPACEWARE	1739522	12/15/92
THE BIG PICTURE	1861697	11/08/94

B
Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

021

024

032

C.H.
Name
Approved

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

We, George Rea, *Acting President,

and John M. Hession, Assistant Clerk.

of Spacetec IMC Corporation
(Exact name of corporation)

located at The Boott Mills, 100 Foot of John Street, Lowell, MA 01852-1126
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

I, III and IV
(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on February 17, 1999, by vote of:

3,752,263 shares of Common Stock of 6,876,993 shares outstanding,
(type, class & series, if any)

C _____ shares of _____ of _____ shares outstanding, and
(type, class & series, if any)

P _____ shares of _____ of _____ shares outstanding,
(type, class & series, if any)

M

R.A. ¹being at least a majority of each type, class or series outstanding and entitled to vote thereon; or ²being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby

5
P.C.

¹Delete the inapplicable words

²Delete the inapplicable clause.

¹ For amendments adopted pursuant to Chapter 156B, Section 70.

² For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	20,000,000	\$.01
Preferred:		Preferred:	1,000,000	\$.01

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	25,000,000	\$.01
Preferred:		Preferred:	1,000,000	\$.01

That Article I of the Restated Articles of Organization, as amended, be deleted in their entirety, and replaced with the following:

"Article I The name of the corporation is: Labtec Inc."

That Article III of the Amended and Restated Articles of Organization be deleted in their entirety, and replaced with the following:

"Article III The total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	25,000,000	\$.01 per share
Preferred:		Preferred:	1,000,000	\$.01 per share

Upon the filing of these Articles of Amendment with the secretary of State of the Commonwealth of Massachusetts, each three (3) shares of Common Stock of the Corporation, \$.01 par value per share (the "Old Common Stock"), issued and outstanding or held in the treasury of the Corporation, immediately after the filing of the Certificate of Merger on behalf of SIMC Acquisition Corporation, a wholly-owned subsidiary of the Corporation, into Labtec Inc., shall be consolidated and combined into one (1) share of Common Stock.

Each holder of record of a certificate or certificates for one or more shares of the Old Common Stock shall be entitled to receive as soon as practicable, upon surrender of such certificate, a certificate or certificates representing the largest whole number of shares of Common Stock to which such holder shall be entitled pursuant to the provisions of the immediately preceding paragraph. Any certificate for one or more shares of the Old Common Stock not so surrendered shall be deemed to represent one share of the Common Stock for each three (3) shares of the Old Common Stock previously represented by such certificate. No fractional shares of Common Stock shall be issued upon such reverse stock split; any holder who would otherwise be entitled to receive a fractional share will instead receive cash equal to the average market value of the Old Common Stock for the five most recent days that Spacetec has traded ending on the trading day immediately prior to the date on which these Articles of Amendment were filed with the Secretary of State of the Commonwealth of Massachusetts."

That the first paragraph of Article IV of the Amended and Restated Articles of Organization be deleted in their entirety, and replaced with the following:

"Article IV The total number of shares of all classes of capital stock which the Corporation shall be authorized to issue is twenty-six million (26,000,000) shares, consisting of twenty-five million (25,000,000) shares of Common Stock, \$.01 par value per share (the "Common Stock"), and one million (1,000,000) shares of Preferred Stock, \$.01 par value per share (the "Preferred Stock")."

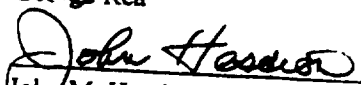
The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later effective date* not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 17th day of February, 1999.


George Rea

_____, *Acting President,


John M. Hession

_____, *Assistant Clerk.

*Delete the inapplicable words.