

11-17-1999

FORM PTO-1594  
1-31-92

REC



ET U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

MKD 11.12.99

101202942

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies):  
 ASTERION, INC.

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

Additional names of conveying parties attached?  Yes  No

2. Name and address of receiving party:  
 Name: ASTERION.COM, INC.  
 Internal Address: \_\_\_\_\_  
 Street Address: 901 POWELL AVENUE S. W.  
SUITE 200  
 City: RENTON State: WA ZIP: 98055

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Dates:  
 1) AUGUST 13, 1999      3) \_\_\_\_\_  
 2) \_\_\_\_\_      4) \_\_\_\_\_

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

A. Trademark Application No(s).  
75/729,784      75/505,560  
75/729,783  
75/505,559

B. Trademark Registration No(s).  
2,091,627

Additional numbers attached?  Yes  No

6. Total number of applications and registrations involved..... 5

7. Total Fee (37 CFR 3.41): ..... \$140.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
19-1090  
 (Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: WILLIAM O. FERRON, JR.  
 Internal Address: SEED AND BERRY LLP  
6300 COLUMBIA CENTER  
 Street Address: 701 FIFTH AVENUE  
 City: SEATTLE State: WA ZIP: 98104-7092

11/16/1999 DNGUYEN 00000176 75729784

01 FC:481 40.00 OP  
02 FC:482 100.00 OP

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.*

WILLIAM O. FERRON, JR.      [Signature]      11-8-99  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 3

**SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

**OF**

**ASTERION, INC.**

**ARTICLE I**

The name of this corporation is asterion.com, inc. (the "Corporation").

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, Delaware, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**ARTICLE IV**

**(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-Three Million (63,000,000) shares, each with a par value of One Hundredth of One Cent (\$0.0001) per share. Thirty-Six Million (36,000,000) shares shall be Common Stock and Twenty-Seven Million (27,000,000) shares shall be Preferred Stock.

**(B) Rights, Preferences and Restrictions of Preferred Stock.** The Preferred Stock authorized by this Certificate 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 Seven Hundred Fifty-One Thousand (3,751,000) shares. The second series of Preferred Stock shall be designated "Series B Preferred Stock" and shall consist of Five Million Six Hundred Six Thousand Three Hundred Seventy-Two (5,606,372) shares. The third series of Preferred Stock shall be designated "Series C Preferred Stock" and shall consist of Ten Million (10,000,000) shares. The fourth series of Preferred Stock shall be designated "Series X Junior Preferred Stock" and shall consist of Seven Million Five Hundred

executed this 13<sup>th</sup> day of August, 1999

  
\_\_\_\_\_  
Michel R. Zelnick, President