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06-15-2000  
U.S. Patent & TMO/TM Mail Rcpt Dt. #11

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

07-19-2000



101407009

### 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  
Effective Date  
Month Day Year
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
1-14-00

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/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  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.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

07/18/2000 WTHA11 00000079 75772857

01 FC:481 40.00 OP  
02 FC:482 25.00 OP  
03 FC:998 15.00 OP

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Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002104 FRAME: 0457

**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.

Melissa A. Vallone

Name of Person Signing

Signature

June 15, 2000

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

Enter Additional 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**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

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Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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

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Trademark Application Number(s)

Registration Number(s)

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
eCreativeSearch, Inc.**

The undersigned officer of eCreativeSearch, Inc. (hereinafter referred to as the "Corporation"), a corporation existing pursuant to the provisions of the Illinois Business Corporation Act of 1983, as amended (the "Act"), desiring to give notice of corporate action effectuating amendment and restatement of its Articles of Incorporation, hereby certifies the following facts:

**ARTICLE 1  
Amendment and Name**

**Section 1.01.** *Date of Incorporation.* The Corporation was incorporated on May 27, 1998.

**Section 1.02.** *Name.* The name of the Corporation following this amendment to the Articles of Incorporation is eCreativeSearch, Inc.

**Section 1.03.** *Amendment.* The exact text of the Articles of Incorporation of the Corporation is now as provided in these Amended and Restated Articles of Incorporation.

**ARTICLE 2  
Purposes and Powers**

**Section 2.01.** *Purposes.* The purposes for which the Corporation is formed are the transaction of any or all lawful business for which corporations may be incorporated under the Illinois Business Corporation Act of 1983, as amended (the "Act").

**Section 2.02.** *Powers.* The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation, all the powers specifically enumerated in the Act.

**ARTICLE 3  
Term of Existence**

The period during which the Corporation shall continue is perpetual.

**ARTICLE 4**  
**Registered Office and Registered Agent**

The street address of the registered office of the Corporation is:

218 North Jefferson, Suite 100  
Chicago, Illinois 60661

and the name and business office address of its registered agent in charge of such office are:

Karen Kovach  
218 North Jefferson, Suite 100  
Chicago, Illinois 60661

**ARTICLE 5**  
**Number of Shares**

The total number of shares which the Corporation shall have authority to issue is Forty Million (40,000,000) shares, all of which are without par value.

**ARTICLE 6**  
**Terms of Shares**

**Section 6.01.** *Designation of Classes, Number and Par Value of Shares.* The shares of authorized capital shall be divided into Ten Million (10,000,000) shares of Preferred Stock, without par value, as hereinafter provided ("Preferred Stock"), and Thirty Million (30,000,000) shares of Common Stock, without par value ("Common Stock"), as hereinafter provided. The preferences, limitations, designation and relative rights of the shares of each class and the qualifications, limitations or restrictions thereof shall be as set forth in this Article 6.

**Section 6.02.** *Authorization, Rights, Preferences, Privileges and Restrictions of Preferred Stock.* The Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and the provisions of this Section 6.02, to provide for the issuance of shares of the Series Preferred Stock in series, and by filing a certificate pursuant to the Act, to establish from time to time the number of shares to be included in each such series and to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications limitations or restrictions thereof.

**Clause 6.021.** The Series Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as are stated and expressed herein or in a resolution or resolutions providing for the issuance of such series, adopted by the Board of Directors as hereinafter provided.

**Clause 6.022.** Authority is hereby expressly granted to the Board of Directors, subject to the provisions of this Clause 6.022, to authorize the issuance of one or more series of Series Preferred Stock, and with respect to each such series to fix by resolution or resolutions providing for the issuance of such series:

(a) the maximum number of shares to constitute such series and the distinctive designation thereof;

(b) whether the shares of such series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights;

(c) the dividend rate, if any, on the shares of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of capital stock, and whether such dividends shall be cumulative or noncumulative;

(d) whether the shares of such series shall be subject to redemption by the Corporation and, if made subject to redemption, the times, prices and other terms and conditions of such redemption;

(e) the rights of the holders of shares of such series upon the liquidation, dissolution or winding up of the Corporation;

(f) whether or not the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof;

(g) whether or not the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, or of any other series of the same class, and if so convertible or exchangeable, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same;

(h) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of Common Stock or any other class or classes of stock of the Corporation ranking junior to the shares of such series either as to dividends or upon liquidation;

(i) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock (including additional shares of such series

or of any other series or of any other class) ranking on a parity with or prior to the shares of such series as to dividends or distribution of assets on liquidation, dissolution or winding up; and

(j) any other preference and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof as shall not be inconsistent with this Clause 6.022.

**Clause 6.023. *Series Identical: Rank.*** All shares of any one series of Series Preferred Stock shall be identical with each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends, if any, thereon shall be cumulative; and all series shall rank equally and be identical in all respects, except as permitted by the foregoing provisions of Clause 6.022; and all shares of Series Preferred Stock shall rank senior to the Common Stock both as to dividends and upon liquidation.

**Clause 6.024. *Liquidation.*** In the event of any liquidation, dissolution or winding up of the Corporation, before any payment or distribution of the assets of the Corporation (whether capital or surplus) shall be made to or set apart for the holders of any class or classes of stock of the Corporation ranking junior to the Series Preferred Stock upon liquidation, the holders of the shares of the Series Preferred Stock shall be entitled to receive payment at the rate fixed herein or in the resolution or resolutions adopted by the Board of Directors providing for the issue of such series, plus (if dividends on shares of such series of Series Preferred Stock shall be cumulative) an amount equal to all dividends (whether or not earned or declared) accumulated to the date of final distribution to such holders; but they shall be entitled to no further payment. If, upon any liquidation, dissolution or winding up of the Corporation, the assets of the Corporation or proceeds thereof, distributable among the holders of the shares of the Series Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid, then such assets, or the proceeds thereof, shall be distributed among such holders ratably in accordance with the respective amounts which would be payable on such shares if all amounts payable thereon were paid in full.

**Clause 6.025. *Voting Rights.*** Except as shall be otherwise stated and expressed herein or in the resolution or resolutions of the Board of Directors providing for the issue of any series and except as otherwise required by the laws of the State of Illinois, the holders of shares of Series Preferred Stock shall have, with respect to such shares, no right or power to vote on any question or in any proceeding or to be represented at, or to receive notice of, any meeting of stockholders.

**Clause 6.026. *Reacquired Shares.*** Shares of any Series Preferred Stock which shall be issued and thereafter acquired by the Corporation through purchase, redemption, exchange, conversion or otherwise shall return to the status of authorized but unissued Series Preferred Stock unless otherwise provided in the resolution or resolutions of the Board of Directors.

**Clause 6.027. *Increase/Decrease in Authorized Shares of a Series.*** Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance

thereof, the number of authorized shares of stock of any such series may be increased or decreased (but not below the number of shares thereof outstanding) by resolution or resolutions of the Board of Directors. In case the number of shares of any such series of Series Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued Series Preferred Stock, undesignated as to series.

**Section 6.03.** *Rights, Privileges, Limitations and Restrictions of Common Stock.*

**Clause 6.031.** *Single Class.* The shares of Common Stock shall constitute a separate and single class and shall not be issued in series. All shares of Common Stock shall be identical with each other in all respects.

**Clause 6.032.** *Liquidation.* In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the shares of Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and of all shares of stock having priority over the Common Stock, to share ratably in the remaining net assets of the Corporation.

**Clause 6.033.** *Voting Rights.* Every holder of shares of Common Stock shall have the right, at every Shareholders' meeting, to one vote for each share of Common Stock standing in his or her name on the books of the Corporation, except as otherwise provided in the Act or other applicable law.

**Section 6.04.** *Issuance of Shares.* The Board of Directors has authority to authorize and direct the issuance by the Corporation of shares of Preferred Stock and Common Stock at such times, in such amounts, to such persons, for such considerations and upon such terms and conditions as it may, from time to time, determine upon, subject only to the restrictions, limitations, conditions and requirements imposed by the Act, other applicable laws and these Articles of Incorporation, as the same may, from time to time, be amended.

**Clause 6.041.** *Issued Shares and Consideration Received.* The number of shares to be issued without further report to the Secretary of State and the consideration to be received by the Corporation therefor is two hundred (200) shares of Common Stock for the consideration of One Dollar (\$1.00) per share.

**Section 6.05.** *Distributions Upon Shares.* The Board of Directors has authority to authorize and direct the payment of dividends and the making of other distributions by the Corporation in respect of the issued and outstanding shares of Preferred Stock and Common Stock (i) at such times, in such amount and forms, from such sources and upon such terms and conditions as it may, from time to time, determine upon, subject only to the restrictions, limitations, conditions and requirements imposed by the Act, other applicable laws and these Amended and Restated Articles of Incorporation, as the same may, from time to time, be amended, and (ii) in shares of the same



class or series or in shares of any other class or series without obtaining the affirmative vote or the written consent of the holders of the shares of the class or series in which the payment or distribution is to be made.

**Section 6.06. *Acquisition of Shares.*** The Board of Directors has authority to authorize and direct the acquisition by the Corporation of the issued and outstanding shares of Preferred Stock and Common Stock at such times, in such amounts, from such persons, for such considerations, from such sources and upon such terms and conditions as it may, from time to time, determine upon, subject only to the restrictions, limitations, conditions and requirements imposed by the Act, other applicable laws and these Amended and Restated Articles of Incorporation, as the same may, from time to time, be amended.

**Section 6.07. *No Pre-emptive Rights.*** The holders of the Common Stock and the holders of the Preferred Stock or any series of the Preferred Stock shall have no pre-emptive rights to subscribe to or purchase any shares of Common Stock, Preferred Stock or other securities of the Corporation.

**Section 6.08. *Record Ownership of Shares or Rights.*** The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right of the Corporation is registered on the books of the Corporation as the owner thereof for all purposes, and shall not be bound to recognize any equitable or any other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## **ARTICLE 7**

### **Directors**

**Section 7.01. *Number.*** The number of Directors of the Corporation shall not be less than two (2) nor more than ten (10), as may be specified from time to time by resolution adopted by a majority of the total number of the Corporation's Directors. If and whenever the Board of Directors has not specified the number of Directors, the number shall be two (2). The terms of the initial directors of the Corporation shall expire at the first Annual Meeting of Shareholders of the Corporation. At each Annual Meeting of Shareholders following such initial term, Directors elected by the Shareholders to succeed those Directors shall be elected for a term of office to expire at the succeeding Annual Meeting of Shareholders after their election. Each Director shall hold office until his successor is chosen and qualified. There shall be no cumulative voting by Shareholders of any class or series in the election of Directors of the Corporation.

**Section 7.02. *Vacancies.*** Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly-created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled only by a majority vote of the remaining Directors, although less than a quorum of the Board of Directors. Directors so chosen shall hold office for a term expiring at the succeeding Annual Meeting of Shareholders. No

decrease in the number of authorized Directors constituting the entire Board of Directors shall shorten the term of any incumbent Director.

**Section 7.03. *Removal.*** Subject to the rights of the holders of any series of Preferred Stock then outstanding, any Director, or the entire Board of Directors, may be removed from office at any time, but only by the affirmative vote of the holders of a majority of the voting power of all of the shares of the Corporation entitled to vote generally at an election of Directors, voting together as a single class.

**Section 7.04. *Calling of Special Shareholder Meetings.*** Special meetings of the Shareholders of the Corporation may only be called by the Chairman of the Board of Directors or by the Board of Directors pursuant to a resolution adopted by a majority of the total number of Directors of the Corporation.

**Section 7.05. *Code of By-Laws.*** The Board of Directors of the Corporation shall have power, without the assent or vote of the Shareholders, to make, alter, amend or repeal the Code of By-Laws of the Corporation by the affirmative vote of a number of Directors equal to a majority of the number who constitute a full Board of Directors at the time of such action. Shareholders shall not have any power to make, alter, amend or repeal the Corporation's Code of By-Laws.

**Section 7.06. *Factors to be Considered by Board.*** In addition to any other considerations which the Board of Directors may lawfully take into account, in discharging its duties, the Board of Directors may, in considering the best long term and short term interests of the Corporation, consider the effects of any action (including without limitation, action which may involve or relate to a change or potential change in control of the Corporation) upon employees, suppliers and customers of the Corporation or its subsidiaries, communities in which offices or other establishments of the Corporation or its subsidiaries are located, and all other pertinent factors.

**Section 7.07. *Authorized Board Actions.*** In furtherance and not in limitation of the powers conferred by law or in these Articles of Incorporation, as the same may, from time to time, be amended, the Board of Directors (and any committee of the Board of Directors) is expressly authorized, to the extent permitted by law, to take such action or actions as the Board or such committee may determine to be reasonably necessary or desirable to (A) encourage any person to enter into negotiations with the Board of Directors and management of the Corporation with respect to any transaction which may result in a change in control of the Corporation which is proposed or initiated by such person or (B) contest or oppose any such transaction which the Board of Directors or such committee determines to be unfair, abusive or otherwise undesirable with respect to the Corporation and its business, assets or properties or the Shareholders of the Corporation, including, without limitation, the adoption of such plans or the issuance of such rights, options, capital stock, notes, debentures or other evidences of indebtedness or other securities of the Corporation (which issuance may be with or without consideration, and may (but need not) be issued pro rata), which rights, options, capital stock, notes, evidences of indebtedness and other securities (i) may be exchangeable for or convertible into cash or other securities on such terms and conditions as may

be determined by the Board or such committee and (ii) may provide for the treatment of any holder or class of holders thereof designated by the Board of Directors or any such committee in respect of the terms, conditions, provisions and rights of such securities which is different from, and unequal to, the terms, conditions, provisions and rights applicable to all other holders thereof.

**Section 7.08. *Amendment, Repeal.*** Notwithstanding anything contained in the Articles of Incorporation or the Code of By-Laws of the Corporation to the contrary, but in addition to any affirmative vote of the holders of any particular class or series of capital stock of the Corporation required by law or any Preferred Stock Designation, the affirmative vote of the holders of at least 66 2/3% of the voting power of all of the then-outstanding shares of Voting Stock, voting together as a single class, shall be required to alter, amend, modify or repeal this Article 7.

## **ARTICLE 8 Incorporators**

The names and post office addresses of the Incorporators of the Corporation are as follows:

Nancy R. Bernstein	229 West Concord Lane Chicago, Illinois 60614
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Karen Kovach	218 North Jefferson, Suite 100 Chicago, Illinois 60661
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## **ARTICLE 9 Provisions for Regulation of Business and Conduct of Affairs of Corporation**

**Section 9.01. *Amendments of Articles of Incorporation.*** Except as otherwise provided in Articles 6 hereof, the Corporation reserves the right to increase or decrease the number of its authorized shares, or any class or series thereof, and to reclassify the same, and to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any other applicable laws, and all rights and powers conferred upon Shareholders, Directors and/or Officers in these Amended and Restated Articles of Incorporation, or any amendment hereto, are granted subject to this reserve power. No Shareholder has a vested property right resulting from any provision in these Amended and Restated Articles of Incorporation, or any amendment hereto, or authorized to be in the Code of By-Laws of the Corporation or these Amended and Restated Articles of Incorporation by the Act, including, without limitation, provisions relating to management, control, capital structure, dividend entitlement, or purpose or duration of the Corporation.

**Section 9.02. *Action by Shareholders.*** Meetings of the Shareholders of the Corporation shall be held at such place, within or without the State of Illinois, as may be specified in the Code

of By-Laws of the Corporation or in the respective notices, or waivers of notice, thereof. Any action required or permitted to be taken at any meeting of the Shareholders may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all the Shareholders entitled to vote with respect thereto, and such written consent is filed with the minutes of the proceedings of the Shareholders.

**Section 9.03. *Action by Directors.*** Meetings of the Board of Directors of the Corporation or any committee thereof shall be held at such place, within or without the State of Illinois, as may be specified in the Code of By-Laws of the Corporation or in the respective notices, or waivers of notice, thereof. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of such Board or committee.

**Section 9.04. *Places of Keeping of Corporate Records.*** The Corporation shall keep at its principal office correct and complete books and records of account of the Corporation and minutes of the proceedings of its Shareholders and Board of Directors, and committees thereof. The Corporation shall also keep at its principal office, or at the office of a transfer agent or registrar, within the State of Illinois, a record of its Shareholders, giving the names and addresses of all the Shareholders and the number and class of Shares held by each Shareholder.

**Section 9.05. *Interest of Directors in Contracts.*** Any contract or other transaction between the Corporation and (i) any Director, or (ii) any entity ("Legal Entity") (A) in which any Director has a material financial interest or is a general partner, or (B) of which any Director is a director or officer (collectively, a "Conflict Transaction"), shall be valid for all purposes, if the Conflict Transaction is fair to the Corporation at the time it is authorized, approved, or ratified, and if the material facts of the Conflict Transaction and the Director's interest or relationship were disclosed or known to the Board of Directors, a committee of the Board of Directors with authority to act thereon, or the Shareholders entitled to vote thereon, and the Board of Directors, such committee or such Shareholders authorized, approved or ratified the Conflict Transaction. A Conflict Transaction is authorized, approved or ratified:

(1) By the Board of Directors or such committee, if it receives the affirmative vote of a majority of the Directors who have no interest in the Conflict Transaction, notwithstanding the fact that such majority may not constitute a quorum; and

(2) By such Shareholders, if it receives the vote of a majority of the shares entitled to vote without counting the voted shares owned or voted under the control of any Director who has an interest in the Conflict Transaction.

**Section 9.06. *Compensation of Directors.*** The Board of Directors is hereby specifically authorized, in and by the Code of By-Laws of the Corporation, or by resolution duly adopted by

such Board, to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

**Section 9.07.** *Direction of Purposes and Exercise of Powers by Directors.* The Board of Directors, subject to any specific limitations or restrictions imposed by the Act or these Articles of Incorporation, as the same may, from time to time, be amended, shall direct the carrying out of the purposes and exercise the powers of the Corporation, without previous authorization or subsequent approval by the Shareholders of the Corporation.

## **ARTICLE 10**

### **Indemnification**

**Section 10.01.** *General.* The Corporation shall, to the fullest extent to which it is empowered to do so by the Act, or any other applicable laws, as from time to time in effect, indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation, or who, while serving as such Director, Officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether for profit or not, against expenses (including attorneys fees), judgments, settlements, penalties and fines (including excise taxes assessed with respect to employee benefit plans) actually or reasonably incurred by him or her in accordance with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the prescribed standard of conduct.

**Section 10.02.** *Authorization of Indemnification.* To the extent that a Director, Officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 10.01 of this Article, or in the defense of any claim, issue or matter therein, the Corporation shall indemnify such person against expenses (including attorneys fees) actually and reasonably incurred by such person in connection therewith. Any other indemnification under Section 10.01 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee or agent is permissible in the circumstances because he or she has met the applicable standard of conduct. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not at the time parties to such action, suit or proceeding; or (2) if a quorum cannot be obtained under

subdivision (1) by independent counsel in a written opinion if a quorum of disinterested Directors so directs; or (3) by the Shareholders, but shares owned by or voted under the control of Directors who are at the time parties to such action, suit or proceeding may not be voted on the determination.

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (3) to select counsel.

**Section 10.03.** *Payment of Expenses in Advance.* Expenses incurred in connection with any civil or criminal action, suit or proceeding may be paid for or reimbursed by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in the specific case in the same manner described in Section 10.02 of this Article, upon receipt of a written affirmation of the Director, Officer, employee or agent's good faith belief that he or she has met the standard of conduct described in Section 10.01 of this Article and upon receipt of a written undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount if it shall ultimately be determined that he or she did not meet the standard of conduct set forth in this Article 10, and a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article 10.

**Section 10.04.** *Provisions Not Exclusive.* The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under these Articles of Incorporation, the Corporation's Code of By-Laws, any resolution of the Board of Directors or Shareholders, any other authorization, whenever adopted, after notice, by a majority vote of all Voting Stock then outstanding, or any contract, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 10.05.** *Vested Right to Indemnification.* The right of any individual to indemnification under this Article shall vest at the time of occurrence or performance of any event, act or omission giving rise to any action, suit or proceeding of the nature referred to in Section 10.01 of this Article 10 and, once vested, shall not later be impaired as a result of any amendment, repeal, alteration or other modification of any or all of these provisions. Notwithstanding the foregoing, the indemnification afforded under this Article shall be applicable to all alleged prior acts or omissions of any individual seeking indemnification hereunder, regardless of the fact that such alleged acts or omissions may have occurred prior to the adoption of this Article. To the extent such prior acts or omissions cannot be deemed to be covered by this Article 10, the right of any individual to indemnification shall be governed by the indemnification provisions in effect at the time of such prior acts or omissions.

**Section 10.06.** *Continued Right to Indemnification.* The indemnification and advancement of expenses provided in or granted by this Article shall, unless otherwise authorized or ratified,

continue as to a person who has ceased to be a director, officer, employee or agent and shall inure the benefit of the heirs, executors and administrators of that person.

**Section 10.07.** *Insurance.* The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Director, Officer, employee or agent, whether or not the Corporation would have power to indemnify the individual against the same liability under this Article.

**Section 10.08.** *Additional Definitions.* For purposes of this Article, references to the "Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

For purposes of this Article, serving an employee benefit plan at the request of the Corporation shall include any service as a Director, Officer, employee or agent of the Corporation which imposes duties on, or involves services by such Director, Officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" referred to in this Article.

**Section 10.09.** *Payments of Business Expense.* Any payments made to any indemnified party under this Article under any other right to indemnification shall be deemed to be an ordinary and necessary business expense of the Corporation, and payment thereof shall not subject any person responsible for the payment, or the Board of Directors, to any action for corporate waste or to any similar action.

## ARTICLE 11

### Manner of Adoption and Vote

**Section 11.01.** *Action by Directors.* The Board of Directors of the Corporation, by unanimous written consent, duly adopted resolutions approving the Articles of Amendment and

directing that such Articles of Amendment be submitted to a vote of the Shareholders as of January 14, 2000.

**Section 11.02.** *Action by Shareholders.* The shareholders of the Corporation, by unanimous written consent, duly adopted resolutions approving the Articles of Amendment as of January 14, 2000.

## **ARTICLE 12**

### **Compliance with Legal Requirements**

**Section 12.01.** *Compliance with Legal Requirements.* The manner of adoption of the Articles of Amendment and the vote by which it was adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation and the Code of By-Laws of the Corporation.

**Section 12.02.** *Effective Date.* The Articles of Amendment and these Amended and Restated Articles of Incorporation contained therein shall become effective when filed with the Illinois Secretary of State.

[signature page follows]



EXECUTED this 14th day of January, 2000.

eCreativeSearch, Inc.

*Nancy Bernstein*  
Nancy Bernstein, President

4DS01 JZL 345378v5

RECORDED: 06/15/2000

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