

3.20.01

04-04-2001



Commissioner of Patents

101667365

1. Name of conveying party(ies):

Deneb Robotics, Inc.
5500 New King Street
Troy, Michigan 48084

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: Delaware, U.S.A.
 Other

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: Amended and Restated Certificate of Incorporation

Execution Date: June 7, 2000

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

A. Trademark Application No.(s)

Additional numbers attached?

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

Joseph V. Coppola
Rader, Fishman & Grauer PLLC
39533 Woodward Avenue
Suite 140
Bloomfield Hills, Michigan 48304
(248) 594-0600

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.

Michelle L. Visser
Name

Michelle L. Visser
Signature

3/14/01
Date

Total number of pages comprising cover sheet 1

R0066719

Cover Sheet

attached original documents or copy thereof

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

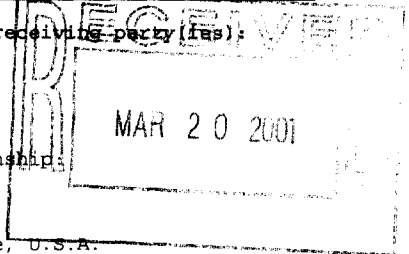
DELMIA, CORP.
5500 New King Street
Troy, Michigan 48084

Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation: Delaware, U.S.A.
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



B. Trademark Registration No.(s)

2128824, 2130389, 2130387, 2130386, 2130385,
1846368, 1769848, 1665686, 1616541

Yes No

6. Total number of applications and registrations involved: Nine (9)

7. Total fee (37 CFR 3.41)..... \$240.00

Enclosed

Authorized to be charged to deposit account.

8. Deposit Account Number: 18-0013

(04/04/2001 AAHMED1 00000099 180013 2128824)
01 FE:481 40.00 CH
02 FE:482 200.00 CH

TRADEMARK
REEL: 002262 FRAME: 0911

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
DENEBOBOTICS, INC.**

(Originally incorporated on November 24, 1998)

Deneb Robotics, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY AS FOLLOWS:

1. That the Board of Directors of the Corporation, by unanimous written consent thereof (which has been duly filed with the minutes of the Corporation), has approved resolutions declaring the advisability of, and recommending that the sole stockholder of the Corporation authorize the amendment of the Corporation's Certificate of Incorporation in order that Article I thereof read in its entirety as follows:

"Name

The Name of the Corporation is Delmia, Corp."

2. That in lieu of a meeting and vote of the stockholders, the sole stockholder of the Corporation has given its written consent to such amendment
3. That the Certificate of Incorporation, as amended, is hereby amended and restated in its entirety to be read as set forth in Exhibit A hereto.
4. That said Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of Title 8 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Amendment to the Corporation's Certificate of Incorporation has been executed as of this 7th day of June, 2000.

DENEBOBOTICS, INC.

By: /s/Thibault de Tersant

Name: Thibault de Tersant

Title: Secretary

Exhibit A

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
DELMIA CORP.

ARTICLE I

Name

The name of the corporation is Delmia Corp. (the "Corporation").

ARTICLE II

Registered Office and Registered Agent

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE III

Corporate Purpose

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

ARTICLE IV

Capital Stock

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1,000, all of which shall be shares of Common Stock, par value \$.01 per share.

ARTICLE V

Directors

- (1) Elections of directors of the Corporation need not be by written ballot, except and to the extent provided in the By-laws of the Corporation.
- (2) To the fullest extent permitted by the General Corporation Law as it now exists and as it may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE VI

Indemnification of Directors, Officers and Others

(1) The Corporation shall 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 (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person seeking indemnification did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and

reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(3) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article VI, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(4) Any indemnification under Sections (1) and (2) of this Article VI (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 proper in the circumstances because he has met the applicable standard of conduct set forth in such Sections (1) and (2). Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the stockholders of the Corporation.

(5) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation authorized in this Article VI. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors of the Corporation deems appropriate.

(6) The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

(7) 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 is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 145 of the General Corporation Law.

(8) For purposes of this Article VI, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent 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 VI with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(9) For purposes of this Article VI, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving 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 service by, such director, officer, employee or agent with respect to any employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest 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" as referred to in this Article VI.

(10) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall, unless otherwise provided when authorized or ratified, 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.

ARTICLE VII

By-Laws

The directors of the Corporation shall have the power to adopt, amend or repeal by-laws.

ARTICLE VIII

Reorganization

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE IX

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision of this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on stockholders in this Certificate of Incorporation are subject to this reservation.

oration Trust Center
209 Orange Street
Wilmington, DE 19801
tel 302 777 0205
fax 302 655 5049

Ms. Margaret Davidson
Sherman & Sterling
599 Lexington Avenue
New York, New York 10022

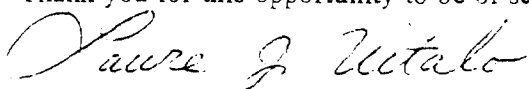
Re: Deneb Robotics, Inc.
Changed name to: Delmia, Corp.

Dear Ms. Davidson:

Pursuant to instructions received, the Restated Certificate of Incorporation for the above was filed in the office of the Secretary of State of Delaware on August 23, 2000 at 3:15 p.m.

We enclose one certified copy of the Restated Certificate of Incorporation.

Thank you for this opportunity to be of service.



Laura J. Vitalo
Senior Customer Specialist

efw
Enc.

Federal Express
Chg/2326868
New York/Denise Maestre

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
DENEBOBOTICS, INC.**

The undersigned, being all the members of the Board of Directors of Deneb Robotics, Inc., a Delaware corporation (the "Corporation"), in accordance with Section 141(f) of the General Corporation Law of the State of Delaware ("Delaware Law"), hereby consent to the adoption of the following resolutions as if such resolutions had been adopted at a duly convened meeting of the Board of Directors of the Corporation:

Amendment and Restatement of the Certificate of Incorporation and the By-Laws

Amended and Restated Certificate of Incorporation

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation (the "Amended and Restated Charter"), in the form attached hereto as Exhibit A, be, and hereby is, ratified affirmed and approved in all respects and is deemed to be in the best interest of the Corporation and is recommended for approval and adoption by the sole stockholder of the Corporation (i) at its annual meeting, (ii) at a special meeting hereby called for consideration thereof, or (iii) by written consent of the sole stockholder of the Corporation.

RESOLVED, that upon approval by the Corporation's sole stockholder of the Amended and Restated Charter, the proper officers of the Corporation, or any one of them acting alone, be and hereby is, authorized and directed to execute and file the Amended and Restated Charter and all other necessary certificates with the Secretary of State of Delaware, and to take any and all further actions as may be necessary or appropriate in order to effect such amendment and restatement under Delaware Law.

Amended and Restated By-Laws

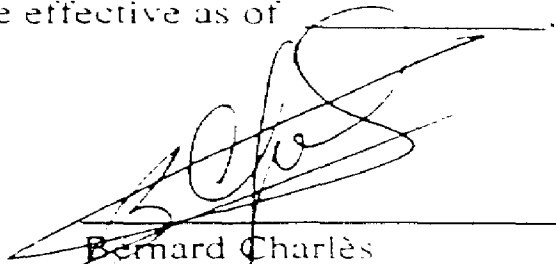
RESOLVED, that the Amended and Restated By-Laws of the Corporation, in the form attached hereto as Exhibit B, be, and hereby are, ratified affirmed and approved in all respects.

Further Action

RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized to take all such further action and to prepare, execute, deliver and file all such agreements, instruments, documents and certificates in the name and on behalf of the Corporation, under its corporate seal or otherwise, and to incur and to pay all such fees and expenses as they, or any one of them, shall deem necessary, proper or advisable in order to carry out the intent and effectuate the purpose of each of the foregoing resolutions.

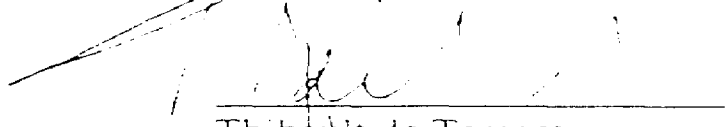
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ESS WHEREOF, this Consent shall be effective as of



Handwritten signature of Bernard Charlès, consisting of a large, stylized 'B' followed by 'O', 'L', 'E', 'S'.

Bernard Charlès



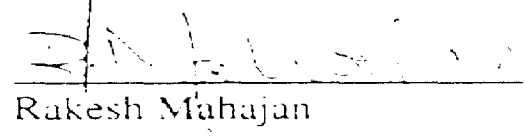
Handwritten signature of Thibault de Tersant, appearing as 'T. de Tersant'.

Thibault de Tersant



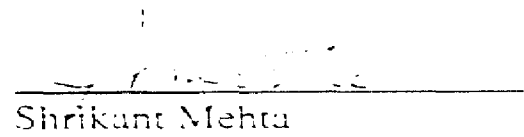
Handwritten signature of Dominique Fioruck, appearing as 'D. Fioruck'.

Dominique Fioruck



Handwritten signature of Rakesh Mahajan, appearing as 'R. Mahajan'.

Rakesh Mahajan



Handwritten signature of Shrikant Mehta, appearing as 'S. Mehta'.

Shrikant Mehta

**WRITTEN CONSENT
OF THE SOLE STOCKHOLDER OF
DENEBO ROBOTICS, INC.**

The undersigned, being the sole stockholder of Deneb Robotics, Inc., a Delaware corporation (the "Corporation"), in accordance with Section 228 of the General Corporation Law of the State of Delaware, hereby consents to the adoption of the following resolutions as if such resolutions had been adopted at a duly convened meeting of the stockholders of the Corporation:

Amendment and Restatement of the Certificate of Incorporation and the By-Laws

Amended and Restated Certificate of Incorporation

RESOLVED, that the sole stockholder of the Corporation hereby authorizes and approves the amendment of the Certificate of Incorporation of the Corporation in order that Article I thereof shall read in its entirety as follows:

"Name

The Name of the Corporation is Delmia Corp."

RESOLVED, that such amendment is to take effect upon the filing with the Secretary of the State of Delaware of the Amended and Restated Certificate of Incorporation.

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