

07-06-2001

Attorney's Docket No. S1209/2001 (SJH)

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FORM PTO-1594  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the : Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <b>SR Research, Inc.</b></p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State <b>Delaware</b>  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                              <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement                      <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <b>March 30, 1998</b></p>	<p>2. Name and address of receiving party(ies)</p> <p>Name:                      <b>SRR Solutions, Inc.</b>  Internal Address:  Street Address:    <b>167 Corey Road, Suite 210</b>                                   <b>Brookline, MA 02146</b></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <b>Delaware</b>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input type="checkbox"/> no  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s)</p> <p>1,902,433</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: <b>Steven J. Henry</b>  Address: <b>WOLF, GREENFIELD &amp; SACKS, P.C.</b>  <b>Federal Reserve Plaza</b>  <b>600 Atlantic Avenue</b>  <b>Boston, MA 02210</b></p>	<p>6. Total number of applications and registrations involved:..... <b>[ 1 ]</b></p> <p>7. Total fee (37 CFR 3.41).....\$ 40.00  <input checked="" type="checkbox"/> Enclosed</p>
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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.*

Steven J. Henry                      June 29, 2001  
Name    Signature    Date

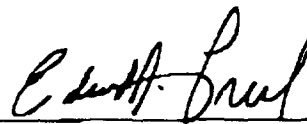
Total number of pages including cover sheet, attachments, and document: **[ 5 ]**

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

*State of Delaware*  
**Office of the Secretary of State** PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SR RESEARCH, INC.", CHANGING ITS NAME FROM "SR RESEARCH, INC." TO "SRR SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 1998, AT 2:30 O'CLOCK P.M.



Edward J. Freel, Secretary of State

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981121956

AUTHENTICATION: 9001812

DATE: 03-30-98

TRADEMARK  
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STATE OF DELAWARE  
SECRETARY OF STATE / 004  
DIVISION OF CORPORATIONS  
FILED 02:30 PM 03/30/1998  
981121956 - 2350974

**CERTIFICATE OF AMENDMENT**  
**OF**  
**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**SR RESEARCH, INC.**

SR RESEARCH, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of said corporation has duly adopted a resolution, pursuant to Sections 141 and 242 of the General Corporation Law of the State of Delaware, setting forth an amendment to said corporations' Amended and Restated Certificate of Incorporation and declaring said amendment to be advisable and in the best interests of said corporation

**SECOND:** That the stockholders of said corporation have duly approved said amendment by the required vote of such stockholders, adopted by the written consent of a majority in interest of the issued and outstanding shares of Common Stock of said corporation and at least 67% in interest of said corporation's issued and outstanding shares of Series A Convertible Stock and Series B Convertible Stock, voting as a single class, in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware. Prompt written notice of the amendment herein certified has been given to those stockholders who have not consented in writing thereto, as provided in Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That the Amended and Restated Certificate of Incorporation of said corporation is hereby amended as follows:

- (A) by amending Article First so that, as amended, Article First shall be and read in its entirety as follows:

**"ARTICLE FIRST**

The name of the corporation is SRR Solutions, Inc."

- (B) by amending Part A of Article Fourth so that, as amended, Part A of Article Fourth shall be and read in its entirety as follows:

**"ARTICLE FOURTH**

**A. AUTHORIZED SHARES.**

The total number of shares of capital stock which the Corporation has authority to issue is 3,654,660 shares, consisting of:

- 2,523,420 shares of Common Stock, par value \$.01 per share (the "Common Stock");
- 946,808 shares of Series A Convertible Stock, par value \$.01 per share (the "Series A Stock"); and
- 184,432 shares of Series B Convertible Stock, par value \$.01 per share (the "Series B Stock")."

- (C) by amending Section 5D(ii) of Part B of Article Fourth, so that, as amended, said Section 5D(ii) of Article Fourth shall be and read in its entirety as follows:

"(ii) If and whenever on or after the original date of issuance of the Series Stock the Corporation issues or sells, or in accordance with Section 5E is deemed to have issued or sold, any shares of its Common Stock for a consideration per share less than the Conversion Price applicable to and in effect for the respective Series Stock immediately prior to the time of such issue or sale, then forthwith upon such issue or sale the Conversion Price applicable to the Series Stock so affected shall be reduced to the Conversion Price determined by dividing (a) the sum of (1) the product derived by multiplying the Conversion Price in effect immediately prior to such issue or sale times the number of shares of Common Stock Deemed Outstanding immediately prior to such issue or sale, plus (2) the consideration, if any, received by the Corporation upon such issue or sale, by (b) the number of shares of Common Stock Deemed Outstanding immediately after such issue or sale; provided that there shall be no adjustment in the Conversion Price as a result of (A) any issuance or sale (or deemed issuance or sale) of up to an aggregate of 450,000 shares of Common Stock pursuant to the Amended and Restated SR Research, Inc. 1993 Stock Option Plan (as such number of shares is proportionately adjusted for subsequent stock splits, combinations and dividends affecting the Common Stock and as such numbers include all such stock options and purchase rights outstanding at the time of the issuance of the respective Series Stock) or (B) any adjustment in the Conversion Price of the Series A Stock or the Series B Stock."

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FEB 13 '98 11:38A SR Research  
FEB 12 '98 13:05 FR

617 828-3792 P.04  
617 556 3891 TO 6037317810203752 P.07/26

IN WITNESS WHEREOF, said SR RESEARCH, INC. has caused this certificate to be signed by Venkat Srinivasa, its Chief Executive Officer and Chairman of the Board, as of this 30 day of March, 1998.

SR RESEARCH, INC.

[Corporate Seal]

By: *Venkat Srinivasa*  
Venkat Srinivasa, Chief Executive Officer  
and Chairman of the Board

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FEB 13 '98 10:58

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\*\* TOTAL PAGE.004 \*\*

RECORDED: 07/02/2001

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