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

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

1. Name of conveying party(ies): MEDIA LOG, INC. Individual(s) Association General Partnership Limited Partnership Corporation-State Other

2. Name and address of receiving party(ies): Name: Transbeam, Inc. Internal Address: Street Address: 325 Fifth Avenue City: New York State: New York Zip: 10016 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: March 30, 2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/936579 B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Scott M. Miller, Esq. Internal Address: Foreht Last Landau Miller & Katz, LLP Street Address: 415 Madison Avenue, 16th Fl. City: New York State: New York Zip: 10017

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ Enclosed Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

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. Sam Koshi, President Name of Person Signing Signature Date 7/12/01

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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State of Delaware  
Office of the Secretary of State

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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 RESTATED CERTIFICATE OF "MEDIA LOG, INC.", CHANGING ITS NAME FROM "MEDIA LOG, INC." TO "TRANSBEAM, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0353068

DATE: 03-31-00

TRADEMARK  
REEL: 002335 FRAME: 0119

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
MEDIA LOG, INC.**

**MEDIA LOG, INC.** (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The Corporation filed its original Certificate of Incorporation with the Secretary of the State of Delaware on March 4, 1998.
2. That the Corporation shall change its name.
3. That in order to effect a 5-for-1 split of its shares of common stock the Corporation shall increase its authorized number of shares of common stock, par value \$.001 per share from 3,000,000 authorized shares to 20,000,000 authorized shares.
4. By written consent of the Board of Directors of the Corporation, a resolution was duly adopted, pursuant to Sections 141(f), 242 and 245 of the General Corporation Law of the State of Delaware, setting forth an Amended and Restated Certificate of Incorporation of the Corporation and declaring said Amended and Restated Certificate of Incorporation advisable. The proposed Amended and Restated Certificate of Incorporation was approved by written consent of holders of not less than a majority of the shares of the Corporation issued and outstanding and entitled to vote thereon, followed by notice to all other stockholders who did not participate in such written consent, in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware. The resolution setting forth the Amended and Restated Certificate of Incorporation is as follows:

**RESOLVED:** That the Certificate of Incorporation, as amended, of the Corporation, be and hereby is amended and restated in its entirety so that the same shall read as follows:

**FIRST:** The name of the corporation is Transbeam, Inc. (hereinafter called the "corporation").

**SECOND:** The address of the registered office of the corporation in the State of Delaware is 1013 Centre Road, in the City of Wilmington, New Castle County, Delaware 19805. The name of its registered agent at such address is Corporation Service Company.

**THIRD:** The nature of the business or purposes to be conducted or promoted by 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.

**FOURTH:** Except as stated otherwise in this certificate of incorporation, all shares of the corporation's stock, regardless of class or series, shall have equal rights, preferences and privileges, including, without limitation, the right to vote, receive dividends and to receive distributions upon liquidation.

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 Twenty-two Million (22,000,000) shares. Twenty Million (20,000,000) shares shall be Common Stock, par value \$.001 per share, and Two Million (2,000,000) shares shall be Preferred Stock, \$.001 par value per share.

The Preferred Stock authorized by this certificate of incorporation may be issued from time to time in series. Except as otherwise provided in this certificate of incorporation, the Board of Directors is hereby authorized to fix or alter the rights preferences, privileges and restrictions granted or imposed upon any wholly unissued shares of any series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them. The Board of Directors, except as otherwise provided in this certificate of incorporation, is also authorized to decrease the number of shares of any series, subsequent to the issuance of shares of that series, but not below the number of shares of such series outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption the resolution originally fixing the number of shares of such series.

**FIFTH:** The corporation is to have perpetual existence.

**SIXTH:** 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 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, agrees 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 stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

**SEVENTH:** For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were not vacancies. No election of directors need be by written ballot.

2. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of §109 of the General Corporation Law of the State of Delaware, and, after the corporation has received payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation; provided however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of §141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions this certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of §242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

**EIGHTH:** The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of §102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

**NINTH:** The corporation shall, to the fullest extent permitted by the provisions of §145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw,

agreement, vote of stockholders or disinterested directors or otherwise, 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 person.

**TENTH:** From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all right at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article TENTH.

IN WITNESS WHEREOF, Media Log, Inc. has caused this Certificate to be signed in its name and on its behalf as of the 29th day of March 2000, by Marc Sellouk its duly authorized officer.



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Name: Marc Sellouk  
Title: President