



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

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TRADEMARKS ONLY

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):
Synkronix, Inc. 10-17-01

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- Minnesota
 Other _____

2. Name and address of receiving party(ies)
Name: LegacyJ Corporation
Internal
Address: _____
Street Address: 5035 Almaden Expressway
City: San Jose State: California Zip: 95118

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

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

Execution Date: October 13, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/663,308

B. Trademark Registration No.(s)
7

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Connie L. Ellerbach, Esq.
Internal Address: Fenwick & West LLP

Street Address: Two Palo Alto Square

City: Palo Alto State: California Zip: 94306

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0261

(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.

Connie L. Ellerbach, Esq. Connie Ellerbach October 17, 2001
Name of Person Signing Signature Date

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

10/29/2001 AMMED1 00000185 500261 75663308

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REEL: 002391 FRAME: 0508

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SYNKRONIX, INC.", A MINNESOTA CORPORATION,
WITH AND INTO "LEGACYJ CORPORATION" UNDER THE NAME OF
"LEGACYJ CORPORATION", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTEENTH DAY OF OCTOBER, A.D. 2000, AT 9:01
O'CLOCK A.M.



3196184 8100M
010518233

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1395933

DATE: 10-17-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 10/13/2000
001518707 - 3196164

CERTIFICATE OF MERGER

OF

SYNKRONIX, INC.
(a Minnesota corporation)

INTO

LEGACYJ CORPORATION,
(a Delaware corporation)

The undersigned corporation, a Delaware corporation, does hereby certify:

First: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Synkronix, Inc	Minnesota
LegacyJ Corporation	Delaware

Second: That an Agreement and Plan of Merger dated as of October 3, 2000, by and between Synkronix, Inc. and LegacyJ Corporation (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

Third: That the name of the corporation surviving the merger is LegacyJ Corporation, a Delaware corporation (the "Surviving Corporation").

Fourth: That the Certificate of Incorporation of the Surviving Corporation is hereby amended and restated to read in its entirety as set forth in Exhibit A attached hereto and made a part hereof.

Fifth: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is 5035 Almaden Expressway, San Jose, California 95119.

Sixth: That a copy of the Agreement and Plan of Merger will be furnished by Surviving Corporation upon request and without charge to any stockholder of any constituent corporation.

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Eighth: This Certificate of Merger shall be effective immediately upon filing.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed by its duly authorized officer this 3rd day of October 2000.

LEGACY CORPORATION
a Delaware corporation

By: 
Charles F. Townsend, President

SYNKRONIX, INC.
a Minnesota corporation

By: 
Charles F. Townsend, President

Gray Cary/APA/10052598.1
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EXHIBIT A
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
LEGACYJ CORPORATION

LegacyJ Corporation, a Delaware corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is LegacyJ Corporation. LegacyJ Corporation was originally incorporated under the same name, and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on June 30, 2000.
2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and integrates and amends the provisions of the Certificate of Incorporation of this corporation.
3. The text of the Amended and Restated Certificate of Incorporation is hereby restated and amended to read in its entirety as follows:

FIRST: The name of the corporation (hereinafter sometimes referred to as the "Corporation") is LegacyJ Corporation.

SECOND: The address of its registered office in the State of Delaware is Incorporating Services, Ltd., 15 East North Street, in the City of Dover, County of Kent. The name of its registered agent at such address is Incorporating Services, Ltd.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under Delaware General Corporation Law.

FOURTH: The Corporation is authorized to issue two classes of stock, to be designated "Common Stock," with a par value of \$0.001 per share, and "Preferred Stock," with a par value of \$0.001 per share. The total number of shares of Common Stock that the Corporation shall have authority to issue is Fifty Million (50,000,000), and the total number of shares of Preferred Stock that the Corporation shall have authority to issue is Twenty Million (20,000,000).

The Corporation's Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the state of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of any class of capital stock of the Corporation may be increased or decreased (but not below the number of shares thereof then

outstanding) by the affirmative vote of the holders of a majority of the outstanding Common Stock of the Corporation, without the approval of the holders of the Preferred Stock, or of any series thereof, unless the approval of any such holders is required pursuant to the certificate or certificates establishing any series of Preferred Stock.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws so provide.

SIXTH: The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

SEVENTH: To the fullest extent permitted by Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Corporation shall be indemnified by the Corporation in accordance with the Bylaws and shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article SEVENTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions occurring prior to, such repeal or modification.

[END]

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To-FENWICK & WEST LLP Page 006

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State of Delaware
Office of the Secretary of State

PAGE 1

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WITH AND INTO "LEGACYJ CORPORATION" UNDER THE NAME OF
"LEGACYJ CORPORATION", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTEENTH DAY OF OCTOBER, A.D. 2000, AT 9:01
O'CLOCK A.M.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1395933

DATE: 10-17-01

Received 10-17-2001 01:30pm From-

To-FENWICK & WEST LLP Page 002

TRADEMARK
REEL: 002391 FRAME: 0514

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 10/13/2000
001518707 - 3196184

CERTIFICATE OF MERGER

OF

SYNKRONIX, INC.
(a Minnesota corporation)

INTO

LEGACYJ CORPORATION.
(a Delaware corporation)

The undersigned corporation, a Delaware corporation, does hereby certify:

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<u>Name</u>	<u>State of Incorporation</u>
Synkronix, Inc	Minnesota
LegacyJ Corporation	Delaware

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Fourth: That the Certificate of Incorporation of the Surviving Corporation is hereby amended and restated to read in its entirety as set forth in Exhibit A attached hereto and made a part hereof.

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Sixth: That a copy of the Agreement and Plan of Merger will be furnished by Surviving Corporation upon request and without charge to any stockholder of any constituent corporation.

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Eighth: This Certificate of Merger shall be effective immediately upon filing.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed by its duly authorized officer this 3rd day of October 2000.

LEGACYJ CORPORATION
a Delaware corporation

By: 
Charles F. Townsend, President

SYNKRONIX, INC.
a Minnesota corporation

By: 
Charles F. Townsend, President

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THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under Delaware General Corporation Law.

FOURTH: The Corporation is authorized to issue two classes of stock, to be designated "Common Stock," with a par value of \$0.001 per share, and "Preferred Stock," with a par value of \$0.001 per share. The total number of shares of Common Stock that the Corporation shall have authority to issue is Fifty Million (50,000,000), and the total number of shares of Preferred Stock that the Corporation shall have authority to issue is Twenty Million (20,000,000).

The Corporation's Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the state of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of any class of capital stock of the Corporation may be increased or decreased (but not below the number of shares thereof then

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outstanding) by the affirmative vote of the holders of a majority of the outstanding Common Stock of the Corporation, without the approval of the holders of the Preferred Stock, or of any series thereof, unless the approval of any such holders is required pursuant to the certificate or certificates establishing any series of Preferred Stock.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws so provide.

SIXTH: The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

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[END]

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RECORDED: 10/17/2001

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