

05-15-2003



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

5-8-03 REC 3T

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

1. Name of conveying party(ies): P.N.Y. Electronics, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other

2. Name and address of receiving party(ies) Name: PNY Technologies, Inc. Internal Address: Street Address: 299 Webro Road City: Parsippany State: NJ Zip: 07054 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: 01/27/1997

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,110,213

5. Name and address of party to whom correspondence concerning document should be mailed: Name: William J. Heller, Esq. Internal Address: McCarter & English, LLP Four Gateway Center Street Address: 100 Mulberry Street City: Newark State: NJ Zip: 07102

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: 502639

DO NOT USE THIS SPACE

9. Signature. William J. Heller Name of Person Signing Signature Date 5/8/03

05/14/2003 DBYRNE 00000139 502639 2110213 Total number of pages including cover sheet, attachments, and document: 4

01 FC:8521 40.00 CH Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002732 FRAME: 0668

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF INCORPORATION

OF

P.N.Y. ELECTRONICS, INC. ✓

P.N.Y. Electronics, 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 P.N.Y. Electronics, Inc., by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, That the Certificate of Incorporation of this corporation be amended by changing the First Article thereof so that, as amended said Article shall be and read as follows:

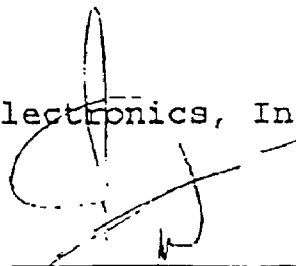
"FIRST: The name of the Corporation is PNY Technologies, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and written notice of the adoption of the amendment has been given as provided in Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

THIRD: That said amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this  
certificate to be signed by Gadi Cohen, its President, this 27<sup>th</sup>  
day of JANUARY, 1998.

P.N.Y. Electronics, Inc.

By:   
\_\_\_\_\_

Name: Gadi Cohen  
Title: President

Office of the Secretary of State

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 "P.N.Y. ELECTRONICS, INC.", CHANGING ITS NAME FROM "P.N.Y. ELECTRONICS, INC." TO "PNY TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF FEBRUARY, A.D. 1997, AT 4:30 O'CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8319214

971039742

DATE:

02-06-97

RECORDED: 05/08/2003

TRADEMARK

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