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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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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): Nanosoft, LLC 190 Abbott Drive Wheeling, IL 60090 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Broadbus Technologies, Inc. Internal Address: Street Address: 80 Central St. City: Boxborough State: MA Zip: 01719 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 10/30/2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,496,546 (Registered 10/9/01) Additional number(s) attached [] Yes [x] No

B. Trademark Registration No.(s) 2,496,546 (Registered 10/9/01)

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Ian Greenblatt Internal Address: Broadbus Technologies, Inc. Street Address: 80 Central Street City: Boxborough State: MA Zip: 01719

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ [x] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Ian Greenblatt Name of Person Signing

Signature Date 5-28-03 Total number of pages including cover sheet, attachments, and document: 30

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06/12/2003 ECOOPER 00000103 2496546 01 FC:8521 40.00 OP

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

TRADEMARK REEL: 003037 FRAME: 0482

**RESTATED CERTIFICATE OF INCORPORATION
OF
BROADBUS TECHNOLOGIES, INC.**

The name of the corporation is Broadbus Technologies, Inc. The original Certificate of Incorporation was filed on October 4, 1999, which this Restated Certificate of Incorporation restates, integrates and amends to read as follows:

FIRST. The name of the corporation shall be:

BROADBUS TECHNOLOGIES, INC.

SECOND. Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808, and its registered agent at such address is THE COMPANY CORPORATION.

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which the corporation is authorized to issue is:

One Hundred Million (100,000,000) Shares with a par value of \$0.0001, amounting to Ten Thousand Dollars (\$10,000.00)

FIFTH. The Board of Directors of the corporation, without a vote of the shareholders, may by resolution establish and issue preferred shares or any class or series of stock of the corporation, provided that the total number of shares of stock of the corporation does not exceed one hundred million (100,000,000).

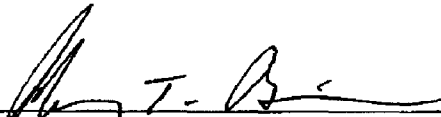
SIXTH. The name and mailing address of the incorporator is as follows:

Kristy Ferguson
The Company Corporation
2711 Centerville Road, Suite 400
Wilmington, DE 19808

CERTIFICATION PURSUANT TO DELAWARE GENERAL CORPORATION LAW §241

JEFFREY T. BINDER, ROBERT SCHEFFLER, AND CHARLES KADISH, being first duly sworn on oath or affirmation, deposes and states the following facts.

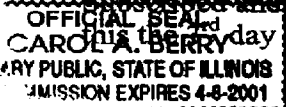
1. We are all of the duly appointed directors of Broadbus Technologies, Inc., a corporation organized and existing pursuant to the laws of the State of Delaware.
2. No shares of stock of Broadbus Technologies, Inc. had been issued or paid for prior to the adoption by the resolution amending and restating the Certificate of Incorporation of Broadbus Technologies, Inc. appended hereto.
3. In accordance with the ACTION BY UNANIMOUS WRITTEN VOTE OF THE DIRECTORS OF BROADBUS TECHNOLOGIES, INC., dated January 3, 2000, we each hereby certify that the Restated Certificate of Incorporation to which this certification is appended is the true and correct Restated Certificate of Incorporation of Broadbus Technologies, Inc.




JEFFREY T. BINDER



ROBERT SCHEFFLER

Subscribed and Sworn to before me
this 3 day of January, 2000


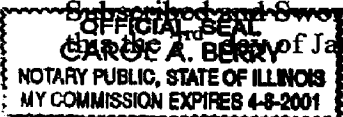
Carol A. Berry
Notary Public
My commission expires on 04-08-2001

Subscribed and Sworn to before me
this 3 day of January, 2000


Carol A. Berry
Notary Public
My commission expires on 04-08-2001



CHARLES KADISH

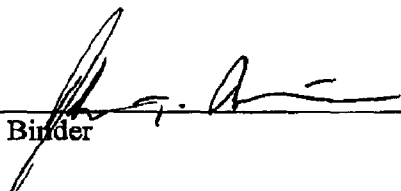
Subscribed and Sworn to before me
this 3 day of January, 2000


Carol A. Berry
Notary Public
My commission expires on 04-08-2001

SEVENTH. The Board of Directors shall have the power to adopt, amend, or repeal the by-laws.

EIGHTH. The corporation reserves the right to amend, change, or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter permitted by the Delaware General Corporation Law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.

IN WITNESS WHEREOF, there being no officers of the corporation, the undersigned, being all the directors of the corporation, hereby certify and acknowledge that this Restated Certificate of Incorporation was duly adopted in accordance with the requirements of §§ 241 and 245 of the Delaware General Corporation Law.



Jeffrey T. Binder
Director

January 3, 2000



Robert Scheffler
Director

January 3, 2000



Charles Kadish
Director

January 3, 2000

**CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION OF
BROADBUS TECHNOLOGIES, INC.**

Broadbus Technologies, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is BROADBUS TECHNOLOGIES, INC.

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is October 4, 1999.

THIRD: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Certificate of Incorporation as follows:

The Article IV shall be amended and restated to read in its entirety as follows:

"FOURTH.

The total number of shares of all classes of stock which the corporation has the authority to issue is One Hundred Thirty Million (130,000,000) shares, of which One Hundred Million (100,000,000) shares shall be designated as Common Stock, \$0.0001 par value per share, and Thirty Million (30,000,000) shares shall be designated as Preferred Stock, \$0.0001 par value per share."

FOURTH: Thereafter pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Broadbus Technologies, Inc. has caused this Certificate of Amendment of the Restated Certificate of Incorporation to be signed by its President this 30th Day of October, 2000.

BROADBUS TECHNOLOGIES, INC.

By: /s/ Jeffrey T. Binder
Jeffrey T. Binder, President and Chief Executive
Officer

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**CERTIFICATE OF DESIGNATIONS, PREFERENCES AND RIGHTS OF
SERIES A CONVERTIBLE PREFERRED STOCK OF
BROADBUS TECHNOLOGIES, INC.**

BROADBUS TECHNOLOGIES, INC., a corporation organized under the laws of the State of Delaware:

DOES HEREBY CERTIFY:

1. That, pursuant to the authority conferred upon the Board of Directors by the Restated Certificate of Incorporation of said corporation, and pursuant to the provisions of Section 151 of Title 8 of the Delaware Code of 1953, said Board of Directors, through an action by unanimous written consent dated August 1, 2000, adopted resolutions providing for the issuance of 6,000,000 shares of Series A Convertible Preferred Stock, which resolutions are attached hereto as Exhibit A.

IN WITNESS WHEREOF, Broadbus Technologies, Inc. has caused this Certificate to be signed by Jeffrey T. Binder, its President and Chief Executive Officer, this 30th day of October 2000.

/s/ Jeffrey T. Binder

**Jeffrey T. Binder, President and Chief Executive Officer
Broadbus Technologies, Inc.**

Exhibit A

Resolutions of the Board of Directors of Broadbus Technologies, Inc.

**ACTION BY WRITTEN VOTE OF THE BOARD OF DIRECTORS
OF
BROADBUS TECHNOLOGIES, INC.
(A DELAWARE CORPORATION)**

**Establishment of Series A Convertible Preferred Stock
and
Determination of Preferences**

The following resolutions of the Board of Directors of Broadbus Technologies, Inc., a Delaware Corporation ("the Corporation"), were adopted as set forth below, by the undersigned, who constitute all the duly elected directors of the Corporation.

WAIVER OF NOTICE OF MEETING OF DIRECTORS

The undersigned, who constitute all the duly elected directors of the Corporation, do hereby severally waive notice of the time and place of a meeting of the directors of the Corporation.

**ESTABLISHMENT OF SIX MILLION SHARES OF SERIES A
PREFERRED STOCK OF BROADBUS TECHNOLOGIES, INC.**

WHEREAS, the Restated Certificate Of Incorporation Of Broadbus Technologies, Inc. empower the directors, without a vote of the shareholders, by resolution to establish and issue preferred shares or any class or series of stock of the Corporation, provided that the total number of shares of stock of the Corporation does not exceed one hundred million (100,000,000); and

WHEREAS, the directors believe it is in the best interests of the Corporation to establish six million (6,000,000) shares of Series A Convertible Preferred Stock of the Corporation, \$0.0001 par value per share ("Series A Stock"); and

WHEREAS, the Corporation has not issued any shares of any series of preferred stock, and the Board of Directors of the Corporation desires, pursuant to its authority as aforesaid, to fix the terms of the initial series of preferred stock and the number of shares constituting and the designation of such series;

NOW, THEREFORE, IT IS RESOLVED, that the Board of Directors hereby fixes and determines the designation of the number of shares constituting, and the rights, preferences, privileges, and restrictions relating to, said initial series preferred stock as follows.

1. **Series A Convertible Preferred Stock.** The initial series of preferred stock shall be designated "Series A Convertible Preferred Stock."

- 5.4. At the time of the conversion of any share of Series A Convertible Preferred Stock, if the Corporation does not have funds legally available to pay to the holder of such share in cash all dividends declared on such share to the date of conversion, if any, then funds to the extent legally available for such purpose shall then be applied to such payment, and additional funds shall be applied to such payment as such funds become legally available therefor, until the corporation's obligation as to such payment shall have been discharged in full.
- 5.5. The conversion of any shares of Series A Convertible Preferred Stock shall be deemed to have been made immediately prior to the close of business on the date that the shares of Series A Convertible Preferred Stock to be converted are surrendered, or are required to be surrendered, to the Corporation, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.
- 5.6. Adjustment of Number of Shares. The number and kind of securities issuable upon conversion of the Series A Convertible Preferred Stock shall be subject to adjustment from time to time upon the happening of certain events, as follows.
- 5.6.1. Consolidation, Merger, Transfer, or Sale. In case of any consolidation or merger of the Corporation with or into another corporation (other than a merger with another corporation in which the Corporation is the surviving corporation and which does not result in any reclassification or change of outstanding securities issuable upon conversion of the Series A Convertible Preferred Stock), or in case of any sale or transfer to another corporation of the property of the Corporation as an entirety or substantially as an entirety, then the Corporation, or such successor or purchasing corporation, as the case may be, shall, without payment of any additional consideration therefor, issue new securities of such successor or purchasing corporation, as the case may be ("Substitute Securities"), to each holder of then outstanding Series A Convertible Preferred Stock on the terms set forth in this clause 5.6.1. Such Substitute Securities shall be convertible, on terms as nearly equivalent as practical to the terms set forth herein for the exercise of the conversion right, into the kind and amount of shares of stock, other securities, money and property which such holder would have received at the time of such consolidation, merger, sale or transfer, if such holder had exercised the conversion right of such holder immediately prior to such consolidation, merger, sale or transfer. Such Substitute Securities shall provide for adjustments as nearly equivalent as practicable to the adjustments provided for in this Section 5. The provisions of this Section 5 shall similarly apply to each subsequent consolidation, merger, transfer, or sale.

7. **Residual Rights.** All rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary herein shall be vested in the Common Stock.


NOW, THEREFORE, BE IT RESOLVED FURTHER, that the officers of the Corporation are authorized to execute all documents necessary to carry out the purposes of the foregoing resolutions, including, but not limited to, the authorization to execute, verify, and file a Certificate of Determination of Preferences as needed.

NOW, THEREFORE, BE IT RESOLVED FURTHER, that once converted into Common Stock, Series A Stock may not be reissued.


NOW, THEREFORE, BE IT RESOLVED FURTHER, except as may be otherwise expressly provided for in this resolution, the holders of the outstanding shares of Series A Stock shall have no preemptive or redemption rights.



Jeffrey T. Binder 8/1, 2000



Robert Scheffler 8/1, 2000



Charles Kadish 8/1, 2000

IN WITNESS WHEREOF, this Certificate is hereby executed on behalf of Broadbus Technologies, Inc. and attested by its duly authorized officer.

DATED: October 30, 2000

BROADBUS TECHNOLOGIES, INC.

By: /s/ Jeffrey T. Binder
Jeffrey T. Binder
President and Chief Executive Officer

**ARTICLES OF MERGER
Between Illinois Corporations
and Limited Liability Companies**

File #

SUBMIT IN DUPLICATE

FILED

DEC 29 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 12/29/00

Filing Fee \$ 100

Approved: HC

1. Names of the corporations and limited liability companies proposing to merge and the state or country of their organization:

Name of Corporation Limited Liability Company	State or Country of Organization	Corporation File Number
<u>NANOSOFT, L.L.C.</u>	<u>ILLINOIS</u>	<u>00012181</u>
<u>MC2 EQUALS THE MAGICAL MUSIC CASSETTE COMPANY</u>	<u>ILLINOIS</u>	<u>54998767</u>

2. The laws of the state or country under which each corporation and Limited Liability Company are organized, permit such merger.

3. (a) Name of the surviving party: MC2 EQUALS THE MAGICAL MUSIC CASSETTE COMPANY
(b) it shall be governed by the laws of: ILLINOIS

If not sufficient space to cover this point, add one or more sheets of this size.

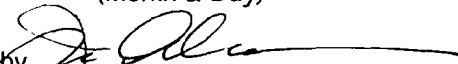
4. Plan of merger is as follows:


A true copy of the Plan of Merger is appended hereto as Exhibit A.

The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated AUGUST 31, 2000
(Month & Day) (Year)

MC2 EQUALS THE MAGICAL MUSIC CASSETTE COMPANY
(Exact Name of Corporation)

attested by 
(Signature of Secretary or Assistant Secretary)

by 
(Signature of President or Vice President)

JAMES A. CALABRESE, SECRETARY
(Type or Print Name and Title)

JAMES A. CALABRESE, PRESIDENT
(Type or Print Name and Title)

Dated _____
(Month & Day) (Year)

(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)

by _____
(Signature of President or Vice President)

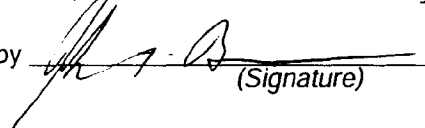
(Type or Print Name and Title)

(Type or Print Name and Title)

7.(b.) The undersigned limited liability companies have caused these articles to be signed by their duly authorized person, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated AUGUST 31 2000
(Month & Day) (Year)

NANOSOFT, L.L.C.
(Exact Name of Limited Liability Company)

by 
(Signature)

JEFFREY T. BINDER, MANAGER
(Type or Print Name and Title)

Dated _____
(Month & Day) (Year)

(Exact Name of Limited Liability Company)

by _____
(Signature)

(Type or Print Name and Title)

Effective Time, there will be no outstanding or unexercised portions of any warrants entitling any person or entity to purchase any membership units or economic interest units in Nanosoft.

8. **EMPLOYEE BENEFIT PLANS.** At the Effective Time, the obligations of Nanosoft under or with respect to every plan, trust, program and benefit then in effect or administered by Nanosoft for the benefit of the directors, officers and employees of Nanosoft or any of its subsidiaries shall become the lawful obligations of Magical and shall be implemented and administered in the same manner and without interruption until the same are amended or otherwise lawfully altered or terminated. Effective at the Effective Time, Magical hereby expressly adopts and assumes all obligations of Nanosoft under such employee benefit plans.

9. **FURTHER ASSURANCES.** From time to time, as and when required by Magical or by its successors or assigns, there shall be executed and delivered on behalf of Nanosoft such deeds, assignments, and other instruments, and there shall be taken or caused to be taken by it all such further action as shall be appropriate, advisable, or necessary in order to vest, perfect or confirm, of record or otherwise, in Magical the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of Nanosoft, and otherwise to carry out the purposes of this Merger Plan. The officers and directors of Magical are hereby fully authorized in the name of and on behalf of Nanosoft, or otherwise, to take any and all such actions and to execute and deliver any and all such deeds and other instruments as may be necessary or appropriate to accomplish the foregoing.

10. **CONDITION.** The consummation of the Merger is subject to the approval of this Merger Plan and the Merger contemplated hereby by the members of Nanosoft and by the shareholders of Magical, prior to or at the Effective Time.

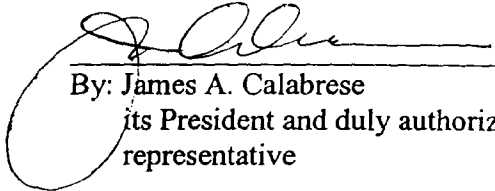
11. **ABANDONMENT.** At any time before the Effective Time, this Merger Plan may be terminated and the Merger abandoned by either the Manager of Nanosoft or the Board of Directors Magical, notwithstanding the prior approval of this Merger Plan by the Manager of Nanosoft and the Board of Directors of Magical.

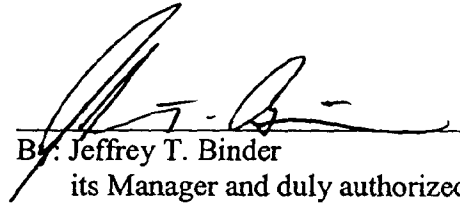
12. **AMENDMENT.** At any time before the Effective Time, this Merger Plan may be mutually amended, modified or supplemented by the Manager of Nanosoft and the Board of Directors of Magical, notwithstanding the prior approval of this Merger Plan by the Members of Nanosoft; provided, however, that any amendment made subsequent to the adoption of this Plan by the Members of Nanosoft shall not: (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or upon conversion of any Nanosoft Units; (ii) alter or change any of the terms of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger; or (iii) alter or change any of the terms or conditions of this Merger Plan if such alteration or change would adversely affect the holders of any of the Nanosoft Units.

their respective duly authorized agent or representative and attested to by their respective duly authorized officers.

**MC² Equals The Magical
Music Cassette Company**
an Illinois Corporation

Nanosoft, L.L.C.
an Illinois Limited Liability
Company


By: James A. Calabrese
its President and duly authorized
representative

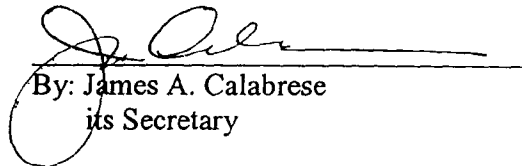

By: Jeffrey T. Binder
its Manager and duly authorized
representative

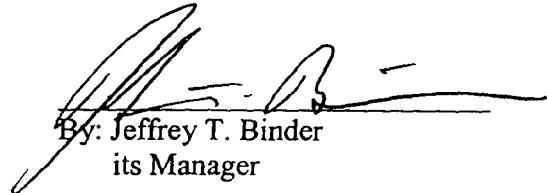
Dated: August 31, 2000

Dated: August 31, 2000

ATTESTED TO:

ATTESTED TO:


By: James A. Calabrese
its Secretary


By: Jeffrey T. Binder
its Manager

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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "BROADBUS TECHNOLOGIES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "BROADBUS TECHNOLOGIES INC." TO "BROADBUS TECHNOLOGIES, INC.", FILED THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF OCTOBER, A.D. 2000, AT 8:55 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRTIETH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1290834

DATE: 08-10-01

RECORDED: 06/09/2003

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