

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bentley 3 Technologies, Inc.		07/25/2011	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	BLAST MOTION, INC.		
Street Address:	345 Lorton Avenue, Suite 401		
City:	Burlingame		
State/Country:	CALIFORNIA		
Postal Code:	94010		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85136276	BLAST	
CORRESPONDENCE DATA			
Fax Number:	(858)777-5425		
Phone:	858-729-0800		
Email:	docketing@arciplaw.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	ARC IP LAW, PC		
Address Line 1:	7910 Ivanhoe Ave., #325		
Address Line 4:	La Jolla, CALIFORNIA 92037		
ATTORNEY DOCKET NUMBER:	19007-T002		
NAME OF SUBMITTER:	Danna J. Cotman, Esq.		
Signature:	/Danna J. Cotman/		
Date:	09/29/2011		
Total Attachments: 2 source=20110725_Pages_From_Amended_Articles_Incorporation_Bentley3_19007-G001#page1.tif source=20110725_Pages_From_Amended_Articles_Incorporation_Bentley3_19007-G001#page2.tif			

OP \$40.00 85136276

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BENTLEY 3 TECHNOLOGIES INC.**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

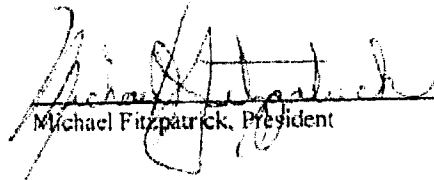
JUL 25 2011

Michael Fitzpatrick and Michael Bentley hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Bentley 3 Technologies Inc., a California corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation, as amended to the date of the filing of this certificate, including amendments set forth herein but not separately filed (and with the omissions required by Section 910 of the Corporations Code), are amended and restated as in Exhibit A attached hereto and incorporated by reference as if fully set forth herein.
3. The Third Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors.
4. The Third Amended and Restated Articles of Incorporation of the Company have been duly approved by the required vote of the shareholders of the Company in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares entitled to vote with respect to this amendment was 2,000,000 shares of Common Stock of the Company and 2,137,931 shares of Series A Preferred Stock of the Company. The number of shares voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was: (i) more than fifty percent (50%) of the outstanding Common Stock of the Company, voting as a separate class and (ii) more than fifty percent (50%) of the outstanding shares of the Preferred Stock of the Company, voting as a separate class.

The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of their own knowledge.

Date: July 25, 2011



Michael Fitzpatrick, President



Michael Bentley, Secretary

EXHIBIT A

ARTICLE I

The name of the Corporation is Blast Motion Inc.

ARTICLE II

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the California General Corporation Law (the "CGCL") other than the banking business, the trust company business or the practice of a profession permitted to be incorporated under the California Corporations Code.

ARTICLE III

The total number of shares of stock that the Corporation shall have authority to issue is Twenty-Three Million Nine Hundred Sixty Thousand Four Hundred Twelve (23,960,412), consisting of Twenty-One Million (21,000,000) shares of Common Stock, \$0.001 par value per share ("**Common Stock**"), and Two Million Nine Hundred Sixty Thousand Four Hundred Twelve (2,960,412) shares of Preferred Stock, \$0.001 par value per share. The first series of Preferred Stock shall be designated "**Series A Preferred Stock**" and shall consist of Two Million One Hundred Thirty-Seven Thousand Nine Hundred Thirty-One (2,137,931) shares. The second series of Preferred Stock shall be designated "**Series B Preferred Stock**" and shall consist of Eight Hundred Twenty-Two Thousand Four Hundred Eighty-One (822,481) shares.

The terms and provisions of the Common Stock and Preferred Stock are as follows:

1. Definitions. For purposes of this ARTICLE III, the following definitions shall apply:

(a) "**Conversion Price**" shall mean \$0.29 per share for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein) and \$0.5836 per share for the Series B Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein).

(b) "**Convertible Securities**" shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common Stock.

(c) "**Corporation**" shall mean Blast Motion Inc.

(d) "**Distribution**" shall mean the transfer of cash or other property without consideration whether by way of dividend or otherwise, other than dividends on Common Stock payable in Common Stock, or the purchase or redemption of shares of the Corporation for cash or property other than: (i) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements providing for the right of said repurchase, (ii) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries pursuant to rights of first refusal contained in agreements providing for such right, (iii) repurchases of capital stock of the Corporation in connection with the settlement of disputes with any shareholder, and (iv) any other repurchase or redemption of capital stock of the Corporation approved by the holders of the Common and Preferred Stock of the Corporation voting as separate classes.