

02-12-2002

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

RE



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

Tab settings

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

1. Name of conveying party(ies):

Digital Convergence, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State (CA), Other

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date:

2. Name and address of receiving party(ies)

Name: Ceira Technologies, Inc.

Internal Address: Suite 150

Street Address: 3200 Park Center Drive

City: Costa Mesa State: CA Zip: 92626

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State CA, 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

76/185,229; 76/185,236; 76/185,337; 76/185,235; 76/185,233; 76/221,819; and 76/221,821

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

JAN 24 2002

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: William W. Schaal

Internal Address:

Street Address: Blakely Sokoloff Taylor & Zafman

3200 Park Center Drive, Suite 700

City: Costa Mesa State: CA Zip: 92626

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$ 280.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

02-2666

(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.

William W. Schaal, Reg. No. 39,018 Name of Person Signing

Signature

12/28/01 Date

Total number of pages including cover sheet, attachments, and document: 4

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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TRADEMARK REEL: 002443 FRAME: 0668

RECEIVED JAN 24 2002

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 28 2001



Bill Jones

Secretary of State

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

MAY 22 2001

Bill Jones
BILL JONES, Secretary of State

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the **President** and the **Secretary**, respectively, of Digital Convergence Corporation, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated as follows:

Article I.

The name of the corporation is Ceira Technologies, 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 General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Article III.

This corporation is authorized to issue only one class of shares which shall be designated "Common Stock." The total number of shares of Common Stock authorized to be issued is 30,000,000.

Article IV.

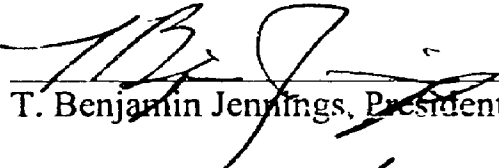
The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. This Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporation's Code) for breach of duty to this corporation and its shareholders through by-law provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the California Corporation's Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporation's Code. No amendment or repeal of this Article V shall apply to liability for or indemnification with respect to acts or omissions by a director or other agent occurring prior to the effective date of such amendment or repeal.

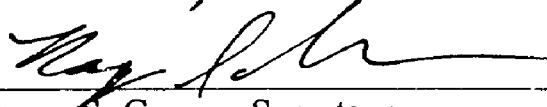
3. The foregoing amendment and restatement Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement Articles of Incorporation has been duly approved by the required vote of the shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 11,465,658. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 5/15/01


T. Benjamin Jennings, President


Roger S. Greene, Secretary

