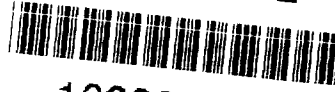


12-03-2002



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

RE 102299712

J.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):

Diving Systems International

11-26-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State (California) 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: 01/14/2002 (filed with Secretary of State)

2. Name and address of receiving party(ies)

Name: Kirby Morgan Dive Systems, Inc. (formerly known as Diving Systems International) Address: 425 Garden Street

Street Address: 425 Garden Street City: Santa Barbara State: CA Zip: 93101

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California 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\071382; 76\071386

B. Trademark Registration No.(s) 1,686,129; 1,687,633; 1,108,441

Additional number(s) attached Yes No

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

Name: Lani Meanley Collins Internal Address: Collins & Associates 120 De la Guerra Street, Ste. 2 Santa Barbara, CA 93101-7251 Street Address: Collins & Associates 120 E. De la Guerra St., Ste. 2 City: Santa Barbara State: CA Zip: 93101-7251

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41) \$ 365.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: N/A

DO NOT USE THIS SPACE

9. Signature.

Connie L. Morgan Name of Person Signing

Connie L. Morgan Signature

11/12/02 Date

Total number of pages including cover sheet, attachments, and document: 5

12/02/2002 6TON11 00000062 76071382

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

01 FC:0521 02 FC:0522

40.00 OP 325.00 OP

TRADEMARK REEL: 002625 FRAME: 0768

ATTACHMENT 4.A
Application Numbers
(Continuation of Item 4.A)

Serial No. 76\071385, design mark: SUPERLITE - 17 3/4 Black & White;
Serial No. 76\071383, design mark: SUPERLITE - 17 Full on Yellow; and,
Serial No. 76\071387, design mark: SUPERLITE - 17 Full on Black & White

ATTACHMENT 4.B
Registration Numbers
(Continuation of Item 4.B)

Registration No. 1,767,264, word mark: KIRBY MORGAN
Registration No. 2,133,575, word mark: SUPERFLOW
Registration No. 1,308,750, word and design mark: DIVING SYSTEMS
INTERNATIONAL, SANTA BARBARA, CALIFORNIA AND DESIGN
Registration No. 1,794,714, word mark: DSI
Registration No. 2,328,591, word mark: DECA
Registration No. 2,511,818, word mark: SUPERLITE

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

OCT 11 2002



Bill Jones

Secretary of State

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A0575502

CERTIFICATE OF AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

DIVING SYSTEMS INTERNATIONAL

STEVE KUSHNER AND WILLIAM B. MORGAN hereby certify that:

1. They are the President and Secretary, respectively, of **DIVING SYSTEMS INTERNATIONAL**, a California corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated to read as follows:

I.

The name of the corporation is **KIRBY MORGAN DIVE SYSTEMS, INC.**

II.

The Corporation elects to be governed by all of the provisions of the California General Corporation Law (Division I of the California Corporations Code) not otherwise applicable to it under Chapter 23 thereof.

III.

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.

IV.

The total number of shares which the Corporation is authorized to issue is two hundred thousand (200,000), consisting of one hundred thousand (100,000) shares of Class A Common Stock and one hundred thousand (100,000) shares of Class B Common Stock. The rights, preferences, privileges and restrictions granted to or imposed upon the shares of Class B Common Stock shall be determined by the Board of Directors prior to the issuance of any shares of such stock.

V.

A. Limitation of Director Liability. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

-1-

FILED *MA*
In the Office of the Secretary of State
of the State of California

JAN 14 2002

Bill Jones
BILL JONES, Secretary of State

B. Indemnification of Agents for Breach of Duty to Corporation and Shareholders. The corporation, may, by bylaw, agreement or otherwise, indemnify its agents (as that term is defined in Section 317 of the California Corporations Code) in excess of that expressly permitted by such Section 317, for breach of duty to the corporation and its shareholders, to the fullest extent permissible under California law; provided, however, that such indemnification shall not extend to any acts or omissions or transactions from which a director may not be relieved of liability as set forth in the exception to Section 204 (a)(10) of the California Corporations Code or as to circumstances in which indemnity is expressly prohibited by Section 317 of the California Corporations Code.

C. Subsequent Amendment. No amendment, termination or repeal of this article or relevant provisions of the California Corporations Code or any other applicable laws shall affect or diminish in any way the rights of any agent (as that term is defined in Section 317 of the California Corporations Code) to indemnification under the provisions hereof in connection with any action or proceeding arising out of, or relating to, any actions, transactions or facts occurring prior to the final adoption of such amendment, termination or repeal.

D. Subsequent Legislation. If the California Corporations Code or any other applicable law is amended after approval by the shareholders of this article to further expand the indemnification permitted to directors or officers of the corporation, then the corporation shall indemnify such persons to the fullest extent permissible under the California Corporations Code or other applicable law, as so amended."

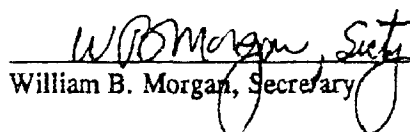
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 800. 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: DECEMBER 31ST 2001



Steve Kushner, President



William B. Morgan, Secretary



120 EAST DE LA GUERRA STREET, SUITE NO. 2
SANTA BARBARA, CALIFORNIA 93101-7251
TELEPHONE (805) 730-1333
FACSIMILE (805) 730-1337

File No. 12899-8
November 18, 2002

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Change of Name from Diving Systems International
 to Kirby Morgan Dive Systems, Inc.

Dear Madam or Sir:

You will find enclosed the following:

1. Recordation Form Cover Sheet, Form PTO 1594;
2. A copy of the Certificate of Amendment of Articles of Incorporation of Diving Systems International, attached to which is the original certification by the California Secretary of State, by which the corporation changed its name to Kirby Morgan Dive Systems, Inc.; and
3. Check in the amount of \$365.00 made payable to the U.S. Patent and Trademark Office.

Please record the Amendment of Articles of Incorporation of Diving Systems International against the following registrations and applications:

Application No.76\071382, design mark: SUPERLITE - 17 Diver;
Application No.76\071386, design mark: SUPERLITE - 17 3/4 Yellow;
Application No.76/071385, design mark: SUPERLITE - 17 3/4 Black & White;
Application No.76/071383, design mark: SUPERLITE - 17 Full on Yellow;
and,
Application No.76\071387, design mark: SUPERLITE - 17 Full on Black & White

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November 18, 2002

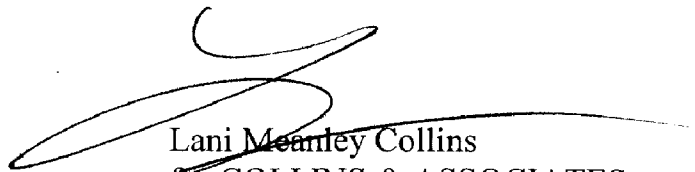
Page 2

Registration No. 1,686,129 word mark: EXO;
Registration No. 1,687,633 word mark: DIVING SYSTEMS INTERNATIONAL;
Registration No. 1,108,441 word mark: KMB-BAND MASK;
Registration No. 1,767,264 word mark: KIRBY MORGAN;
Registration No. 2,133,575 word mark: SUPERFLOW;
Registration No. 1,308,750 word and design mark: DIVING SYSTEMS
INTERNATIONAL, SANTA
BARBARA, CALIFORNIA
AND DESIGN;
Registration No. 1,794,714 word mark: DSI;
Registration No. 2,328,591 word mark: DECA;
Registration No. 2,511,818 word mark: SUPERLITE

and return to us in the envelope provided a photocopy of the recorded document bearing the reel and frame number.

Should you have any questions, please do not hesitate to telephone me. Thank you for your kind assistance.

Sincerely,



Lani Meanley Collins
for COLLINS & ASSOCIATES

LMC/cmt

Enclosures

cc: Connie Morgan, Vice President/Operations & CFO

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