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Pages Enter the total number of pages of the attached conveyance document including any attachments.

5

Application Number(s) or Patent Number(s)

Mark if additional numbers attached
Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

4,880,954

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned.

PCT

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Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:
Deposit Account

Enclosed

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

07-1700

Authorization to charge additional fees:

Yes

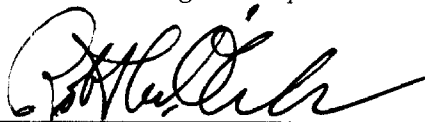
No

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. Charges to deposit account are authorized, as indicated herein.

Robert M. O'Connell, Jr.

Name and Person Signing



Signature

7/7/00

Date



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 RESTATED CERTIFICATE OF "INTIRION CORPORATION", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MARCH, A.D. 1998, AT 3:05 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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001140905

AUTHENTICATION: 0326982

DATE: 03-21-00

PATENT
REEL: 010968 FRAME: 0054

3-12-98

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
INTIRION CORPORATION

INTIRION CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is Intirion Corporation. The date of the filing of its original Certificate of Incorporation with the secretary of State of the State of Delaware was May 17, 1994, under the name of Microfridge, Inc.

SECOND: This Amended and Restated Certificate of Incorporation amends and restates the provisions of the Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on May 17, 1994, as amended (the "Certificate of Incorporation"), and the Board of Directors has duly adopted a resolution setting forth the proposed amendment and restatement to the Certificate of Incorporation of the Corporation, recommending said amendment and restatement to the sole stockholder of the Corporation as being advisable and in the best interests of the Corporation and directing that such amendment be submitted to and be considered by the sole stockholder of the Corporation for approval by written consent, all in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

THIRD: The text of the Certificate of Incorporation is hereby amended and restated in its entirety to provide as herein set forth in full.

1. The name of the corporation is Intirion Corporation.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is 3,000 shares of Common Stock. The par value of each share is \$.01.

5. The name and mailing address of each person who is to serve as a director until the next annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>Name</u>	<u>Mailing Address</u>
Stewart G. MacDonald, Jr.	22 Water Street Cambridge, MA 02141

6. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the corporation.

7. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

8. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. No amendment or repeal of this Section shall adversely affect the rights and protection afforded to a director of the corporation under this Section for acts or omissions occurring prior to such amendment or repeal.

9. No action on a matter to be taken by stockholders without a meeting under Section 228 of the Delaware General Corporation Law may be taken without the written consent of the holders of all of the outstanding stock entitled to vote on the matter.

10. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

11. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions

of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.