

FORM PTO-1619A Expires 06/30/99 OMB 0651-0027

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U.S. Department of Commerce Patent and Trademark Office PATENT

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Conveying Party(ies)  Mark if additional names of conveying parties attached  Execution Date										
Name (line 1) Mac-Gray Co., Inc.  Name (line 2)				Month Day Year 05 02 1997						
Second Party Name (line 1)				Execution Date Month Day Year						
Name (line 2)	(a 4) Walling - 44 (4									
Receiving Party  Mark if additional names of receiving parties attached										
Name (line 1) Mac-Gray Services, Inc.										
Name (line 2)				If document to be recorded is an assignment and the receiving party is not domiciled in the						
Address (line 1) 22 Water Street				United States, an appointment of a domestic representative is						
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FORM PTO-1619B Expires 06/30/99 OMB 0651-0027	3		Page 2		•	U.S. Department Patent and Ti	nt of Commerce rademark Office <b>PATENT</b>
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If this document is be signed by the first name	ing filed together with a ned executing inventor.	a <u>new</u> Patent Applicat	ion, enter the	date the patent applic	4,880,954 ation was	Month Da	ıy Year
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Enter PCT application number only if a U.S. Application Num has not been assigned.		РСТ		PCT		PCT	
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		Authorization to cha	arge additior	nal fees:	Yes	□ No	
Statement and S	Signature					-	
copy herein	e best of my knowle is a true copy of th n. 1. O'Connell, Jr. Person Signing	edge and belief, the original docume	he foregoing ent. Chargo Hul Signa	es to deposit acco	tue and corre unt are author	ect and any orized, as in 2/00 Date	attached ıdicated

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### State of Delaware

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## 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, Secretary of State

2402111 8100

**AUTHENTICATION:** 

0326982

001140905

DATE:

03-21-00

#### 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:

FMST: 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:

Name

Mailing Address

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.
- Mhenever 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

**RECORDED: 07/10/2000** 

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.

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