

09-10-2001



To the Honorable Commissioner of Patents and T

ent or copy thereof.

1. Name of conveying party(ies):

ECCS, Inc.

9.401

101836902

2. Name and address of receiving party(ies):

Name: Storage Engine, Inc.

Internal Address: _____

Street Address: One Sheila Drive

City: Tinton Falls State: NJ Zip: 07724

Additional name(s) & address(es) attached? Yes X No

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

3. Nature of conveyance:

Assignment

Merger

Security Agreement

X Change of Name

Other

Execution Date: 7/16/01

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

If this document is being filed together with a new application, the execution date of the application is: _____ (Date of Filing)

A. Patent Application No.(s)

B. Patent No.(s) 5,812,753, Issued 9/22/98
5,687,390, Issued 11/11/97
5,815,648, Issued 9/29/98

Additional numbers attached? Yes X No

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

Name: Thomason, Moser and Patterson LLP

Internal Address: _____

Street Address: 595 Shrewsbury Avenue, Suite 100

City: Shrewsbury State: NJ Zip: 07702

6. Total number of applications and patents involved: 3

7. Total fee (37 C.F.R. 3.41)----- \$ 40.00

XX Enclosed - check in the amount of \$120.00

Authorized to be charged to deposit account

8. Deposit account number: _____

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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.

Raymond R. Moser Jr.

Name of Person Signing

8-29-01

Date

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

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

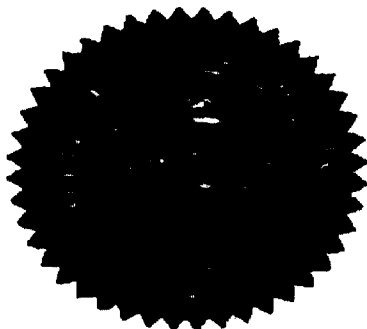
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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

STORAGE ENGINE, INC.
0100107312

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department a
Certificate of Amendment on July 16th, 2001
and that the attached is a true copy of this
document as the same is taken from and compared
with the original(s) filed in this office and now
remaining on file and of record.*

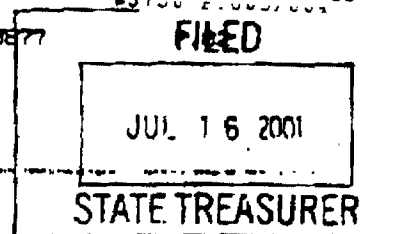
IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
19th day of July, 2001



Peter R. Lawrence
Treasurer

JUL 16 2001 14:34 FR HALE & DORR

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**CERTIFICATE OF AMENDMENT TO THE
RESTATED AND AMENDED CERTIFICATE OF INCORPORATION
OF ECCS, INC.**

Pursuant to Sections 14A:9-2(2), 14A:9-2(4), 14A:7-15.1(3) and 14A:9-4(3) of the New Jersey Business Corporation Act, the undersigned corporation executes this Certificate of Amendment to its Restated and Amended Certificate of Incorporation.

1. The name of the corporation is ECCS, Inc. (the "Corporation").

2. The first paragraph of Article IV of the Corporation's Restated and Amended Certificate of Incorporation is amended to read in its entirety as follows:

"IV. Authorized Capital. The total number of shares of all classes of stock which the Corporation shall have authority to issue is eleven million three hundred thirty three thousand three hundred thirty three (11,333,333) shares. The Corporation is authorized to issue two classes of stock designated "Common Stock" and "Preferred Stock", respectively. The total number of shares of Common Stock authorized to be issued by the Corporation is eight million three hundred thirty three thousand three hundred thirty three (8,333,333), each such share of Common Stock having a par value of \$.01. The total number of shares of Preferred Stock authorized to be issued by the Corporation is three million (3,000,000), each such share of Preferred Stock having a par value of \$.01, two million one hundred twenty five thousand (2,125,000) of which have been designated as 6% Cumulative Convertible Preferred Stock, Series A. Eight hundred seventy five thousand (875,000) shares of Preferred Stock shall be undesignated Preferred Stock."

3. The foregoing amendment reducing the number of authorized shares of Common Stock was made in connection with a one-for-six reverse stock split of the Common Stock whereby 11,562,540 issued and outstanding shares of Common Stock, \$.01 par value, were reclassified, changed and combined into 1,927,090 shares of Common Stock, \$.01 par value.

4. The foregoing amendment reducing the number of authorized shares of Common Stock was duly adopted by the Board of Directors on the 9th day of July, 2001 pursuant to authority vested in it by the Certificate of Incorporation.

5. The foregoing amendment reducing the number of authorized shares of Common Stock will not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and will not result in the percentage of authorized shares that remains unissued after the combination exceeding the percentage of authorized shares that was unissued before the combination.

6. The following amendment to the Restated and Amended Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the Corporation on the 21st day of June, 2001:

RESOLVED, that Article I of the Amended and Restated Certificate of Incorporation be amended to read as follows:

"The name of the Corporation is Storage Engine, Inc."

7. The number of shares of the Corporation entitled to vote on the forgoing amendment to change the Corporation's name was 11,562,540 shares of Common Stock and 2,125,000 shares of 6% Cumulative Convertible Preferred Stock, Series A (the "Series A Preferred Stock"). Each share of Common Stock was entitled to one vote and each share of Series A Preferred Stock was entitled to eight votes when voting with the Common Stock. The aggregate number of votes entitled to be cast by the Common Shareholders and the Series A Preferred Shareholders voting with the Common Stock was 28,562,540. In addition to voting with the Common Stock, the Series A Preferred Stock was also entitled to vote on the proposal as a separate class. The number of shares of Series A Preferred Stock entitled to vote as a separate class on the forgoing amendment to change the Corporation's name was 2,125,000.

8. The number of shares voting for and against the amendment to change the Corporation's name is as follows:

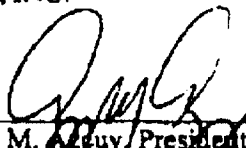
	<u>Votes For</u>	<u>Votes Against</u>
Common Stock (including Series A Preferred voting with the Common Stock)	21,854,373	80,846
Series A Preferred Stock (voting as a separate class)	1,465,000	0

9. This Certificate of Amendment to the Restated and Amended Certificate of Incorporation shall become effective upon the close of the Nasdaq SmallCap Market on July 20, 2001.

* * * * *

IN WITNESS WHEREOF, this Certificate of Amendment is made this 16th day of
July, 2001.

ECCS, INC.

By: 
Gregg M. Aubrey, President and
Chief Executive Officer