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U.S. Department of Commerce  
Patent and Trademark Office

Our Ref.: 2540-13, 14, 15, 17, 18  
and 24

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

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

<p>1. Name of conveying party(ies): Cybex Corporation</p> <p>8/15/02</p>		<p>2. Name and address of receiving party(ies):</p> <p>Name: Cybex Computer Products Corporation Internal Address: Street Address: 4991 Corporate Drive</p> <p>City: Huntsville State/Country: Alabama Zip: 35805-6201</p>										
<p>Additional name/s of conveying party/ies attached? <input type="checkbox"/></p> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Assignment <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: July 11, 1995</p>		<p>Additional name/s &amp; address/es attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>										
<p>4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is:</p> <table border="0"><tr><td>A. Patent Application No(s).</td><td>B. Patent No(s).</td></tr><tr><td>(1)</td><td>(1) 4,885,718</td></tr><tr><td>(2)</td><td>(2) 5,193,200</td></tr><tr><td>(3)</td><td>(3) 5,268,676</td></tr></table> <p>Additional numbers attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>				A. Patent Application No(s).	B. Patent No(s).	(1)	(1) 4,885,718	(2)	(2) 5,193,200	(3)	(3) 5,268,676	
A. Patent Application No(s).	B. Patent No(s).											
(1)	(1) 4,885,718											
(2)	(2) 5,193,200											
(3)	(3) 5,268,676											
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: J. Scott Davidson</p> <p>Internal Address:</p> <p>Street Address: Nixon &amp; Vanderhye P.C. 1100 North Glebe Road 8<sup>th</sup> Floor</p> <p>City: Arlington State: VA Zip: 22201</p>		<p>6. Total number of applications &amp; patents involved: 6</p> <p>7. Total fee (37 CFR 3.41) \$ 240.00</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account #14-1140</p> <p>8. The Commissioner is hereby authorized to charge any deficiency, or credit any overpayment, in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.</p>										
<p>DO NOT USE THIS SPACE</p>												
<p>9. Statements 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.</p> <table border="0"><tr><td>J. Scott Davidson</td><td></td><td>August 15, 2002</td></tr><tr><td>Name of Person Signing</td><td>Signature</td><td>Date</td></tr><tr><td>Reg. No. 33,489</td><td></td><td></td></tr></table> <p>Total number of pages including original cover sheet, attachments, and document: [20]</p>				J. Scott Davidson		August 15, 2002	Name of Person Signing	Signature	Date	Reg. No. 33,489		
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Name of Person Signing	Signature	Date										
Reg. No. 33,489												

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RECORDATION FORM COVER SHEET

**PATENTS ONLY**

Our Ref: 2540-13, 14, 15, 17, 18 and  
24

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

1. Name of conveying party(ies):	
2. Name: Street Address: City: State: Zip:	
4. Application number(s) or patent number(s):	
A. Patent Application No(s).	B. Patent No(s).
(4)	(4) 5,353,409
(5)	(5) 5,299,306
(6)	(6) 5,276,404
(7)	(7)
(8)	(8)
(9)	(9)

STATE OF ALABAMA     )

MADISON COUNTY     )

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF CYBEX COMPUTER PRODUCTS CORPORATION**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, as President and Secretary of **CYBEX COMPUTER PRODUCTS CORPORATION**, formerly known as Cybex Corporation, a corporation organized and existing under the laws of the State of Alabama, (the "Corporation") hereby certify that, in accordance with Sections 234 and 237 of the Constitution of Alabama and Sections 10-2B-10.01, -10.03 and -10.07 of the Alabama Business Corporation Act ("ABCA"), the Articles of Incorporation of the Corporation were amended and restated by the affirmative vote of the holders of a majority of the issued and outstanding common stock of the Corporation at a special shareholder's meeting duly held pursuant to written notice thereof on the 10th day of July, 1995, and state as follows:

That the present name of the Corporation is Cybex Corporation.

That the date of filing of the original Articles with the Judge of Probate of Madison County, Alabama, was December 28, 1993, under the name of Cybex Corporation-AL;

That Articles of Merger (the "Articles of Merger") pursuant to which Cybex Corporation, a Nevada corporation, was merged into the Corporation, and the name of the Corporation was changed from Cybex Corporation-AL to Cybex Corporation were duly filed with the Secretary of State of the State of Alabama on December 31, 1993, and with the Secretary of State of the State of Nevada on December 30, 1993, and that a Certificate of Merger merging Cybex Corporation into Cybex Corporation-AL was issued by the Secretary of State of the State of Alabama on December 31, 1993; and

That on August 26, 1994, there was filed with the Judge of Probate of Madison County, Alabama certain "Articles of Amendment to Articles of Incorporation of Cybex Corporation" (the "First Amendment"); and

That on March 31, 1995, there was filed with the Judge of Probate of Madison County, Alabama certain "Articles of Amendment to Certificate of Incorporation of Cybex Corporation" (the "Second Amendment"); and

That the Articles of Incorporation, as amended by the Articles of Merger, the

First Amendment and the Second Amendment, are hereby further amended and are restated as follows: Articles I through XI are deleted and incorporated into new Articles 1 through 12, and are restated in full to read as hereinafter set forth (said Articles of Incorporation, as amended and restated herein, are hereinafter referred to as the "Articles of Incorporation"):

## ARTICLE 1

### Name

The name of the Corporation shall be CYBEX COMPUTER PRODUCTS CORPORATION.

## ARTICLE 2

### Duration

The duration of the Corporation shall be perpetual.

## ARTICLE 3

### Purposes

The purposes for which the Corporation is organized are:

(a) To design, manufacture and sell computer peripheral devices for domestic and international use.

(b) To manufacture, purchase, acquire, hold, maintain, improve, construct, pledge, hypothecate, exchange, sell, invest and deal in and otherwise dispose of, alone or in syndicate or otherwise in conjunction with others; commodities, merchandise and other personal property of every kind, character, and description whatsoever and wheresoever situated, and any interest therein.

(c) To purchase, acquire, lease, own, hold, sell, convey or mortgage and otherwise deal in real estate, property, tenements, and hereditaments, as well as any interest therein, and directly or through the ownership of stock in any corporation, to maintain and improve the same by erecting, constructing, rebuilding, repairing, equipping, any and all kinds of buildings and other structures and erections, and to install therein such furniture and appliances which at any time may be necessary to the conduct thereof.

(d) To acquire bonds or stocks of this Corporation or otherwise, the good will, rights, assets and property; to undertake, guarantee or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to pay for the same in

cash, the stock or other securities of the Corporation or otherwise; to hold, or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(e) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

(f) To acquire by purchase, subscription, contract, underwriting or otherwise, to hold for investment or otherwise, to pledge, hypothecate, exchange, sell, deal in and with and or in syndicate or otherwise in conjunction with others, stocks, securities and investments of every kind and description, including, but not by way of limitation, shares, stocks, scrip, notes, bonds, debentures, rights, participating certificates, certificates of interest, mortgages, acceptances, commercial paper and choses in action, evidence of indebtedness and other obligations of every kind and description (all of which is hereinafter sometimes called "securities") of any private, public or quasi-public corporation, association, partnership, common law trust, syndications or entities whatsoever, irrespective of their form or the names by which they may be described, and, while the owner or holder of any such securities, to exercise all the rights, powers and privileges of ownership in respect thereto; and, to the extent now or hereafter permitted by law, to aid by loan, guarantee or otherwise those issuing, creating or responsible for any such securities.

(g) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property, of every nature and description.

(h) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory, government or governmental subdivision.

(i) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(j) To issue bonds, debentures or obligations of this Corporation from time to time, for any of the purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(k) To have one or more offices to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, assign and transfer, convey or otherwise dispose of, invest, trade,

deal in and deal with goods, wares and merchandise, and real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony and country.

(l) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, script or other securities, or evidence of indebtedness, and to hold, sell, transfer, or reissue the same.

(m) To enter into any plan or project for the assistance and welfare of its employees.

(n) To enter into any legal arrangements for sharing of profits, union of interests, reciprocal concessions or cooperation with any person, partnership, corporation, association, combination, organization, entity or body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this Corporation.

(o) To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of another or others, and to guarantee the payment of dividends upon any security or securities.

(p) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the Corporation, and in general, to carry on any lawful business necessary or incidental to the protection and benefit of the Corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise

(q) To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of Alabama.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

#### ARTICLE 4

##### LOCATION AND STREET ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT THEREAT

The location and street address of the initial registered office of the Corporation shall be:

4912 Research Drive  
Huntsville, Alabama 35805

The name of the Corporation's registered agent at said address shall be Remigius G. Shatas.

#### ARTICLE 5

##### AUTHORIZED CAPITAL SHARES

**Section 5.1 Authorization.** The aggregate number of shares which the Corporation shall have authority to issue is 30,000,000, comprised of (a) 25,000,000 shares of common stock with a par value of \$.001 per share (the "Common Stock"), and (b) 5,000,000 shares of preferred stock, with a par value of \$.001 per share (the "Preferred Stock"), constituting a total authorized capital of all classes of capital stock of \$30,000.00.

**Section 5.2 Common Stock.** Except to the extent otherwise provided below, the holders of Common Stock shall have the specific powers, designations, preferences and relative participating rights and privileges as provided in this Section 5.2.

(a) **Voting Rights.** Each share of Common Stock outstanding shall be entitle to one (1) vote per share with respect to each matter submitted to the shareholders for a vote.

(b) **Dividends.** Subject to the rights of the holders of any shares of Preferred Stock then outstanding, holders of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor.

(c) **Liquidation Rights.** In the event of a liquidation or dissolution of the Corporation, or a winding up of its affairs, whether voluntary or involuntary, or a merger or consolidation of the Corporation, and after payment or provision for payment of the debts or liabilities of the Corporation, the holders of Common Stock shall, subject to the rights of the holders of any shares of Preferred Stock then outstanding, be entitled to share ratably (i.e., an

equal amount of assets for each share of Common Stock) in the remaining assets of the Corporation.

Section 5.3 Preferred Stock. The Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and the provisions of this Section 5.3, to adopt one or more resolutions to provide for the issuance from time to time in one or more series of any number of shares of preferred stock, and to establish the number of shares to be included in each such series, and to fix the designation, relative rights, preferences, qualifications and limitations of shares of the each such series. The authority of the Board of Directors with respect to each such series shall include, but not be limited to, a determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate on the shares of that series, whether dividends shall be cumulative and, if so, from which date or dates, and whether they should be payable in preference to, or in another relation to, the dividends payable on any other class or classes or series of stock;

(c) Whether that series shall have voting rights in addition to the voting rights provided by law and, if so, the terms of such voting rights;

(d) Whether that series shall have conversion or exchange privileges and, if so, the terms and conditions of such conversion or exchange, including provision for adjustments for the conversion or exchange rate in such events as the Board of Directors shall determine;

(e) Whether or not the shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including the manner of selecting shares for redemption if less than all shares are to be redeemed, the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) Whether that series shall be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of that series and, if so, the terms and amounts of such sinking funds;

(g) The right of the shares of that series to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issuance of any additional stock (including additional shares of such series or of any other series), and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of, any outstanding stock of the Corporation;



(h) The right of the shares of that series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation and whether such rights shall be in preference to, or in other relation to, the comparable rights of any other class or classes or series of stock; and

(i) Any other relative, participating, optional or other special rights, qualifications, limitations or restrictions of that series.

## ARTICLE 6

### BOARD OF DIRECTORS

Section 6.1 Board of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The exact number of directors shall be fixed from time to time by, or in the manner provided in, the By-Laws of the Corporation and may be increased or decreased as therein provided, except that the board may not increase or decrease by more than 30 percent the number of directors last approved by the shareholders. The initial board of directors shall consist of four directors. The names and mailing addresses of the persons who are to serve as directors until their successors are elected and qualified are as follows:

#### NAME

#### MAILING ADDRESS

Stephen F. Thornton

4912 Research Drive  
Huntsville, Alabama 35805

Remigius G. Shatas

4912 Research Drive  
Huntsville, Alabama 35805

David S. Butler

4912 Research Drive  
Huntsville, Alabama 35805

O. Leon Pierce

4912 Research Drive  
Huntsville, Alabama 35805

Section 6.2 Removal of Directors. Notwithstanding any other provision of these Articles of Incorporation or the Amended and restated Bylaws of the Corporation (the "Bylaws"), (and notwithstanding the fact that a lesser percentage may be specified by law, these Articles of Incorporation, or the Bylaws), any director or the entire Board of Directors of the Corporation may be removed at any time, with or without cause, by the affirmative vote of the holders of a majority of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors.

Section 6.3 Nominations. Advance notice of nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws.

Section 6.4 Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the Board of Directors and any vacancies on the Board of Directors resulting from death, resignation, removal or other cause shall only be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining director. Any director elected in accordance with the preceding sentence of this Section 6.4 shall hold office for the remainder of the full term of the directors and until such director's successor shall have been elected and qualified.

## ARTICLE 7

### INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and the shareholders are hereby adopted:

Section 7.1 The Bylaws of the Corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors, which power may be exercised in the manner and to the extent provided in the Bylaws; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not permitted by applicable law to be altered, amended or repealed solely by action of the Board of Directors. The Bylaws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and shareholders not inconsistent with the AECA or these Articles of Incorporation.

Section 7.2 Except as provided in this Section 7.2, any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of the shareholders of the Corporation and may not be effected by any consent in writing by such shareholders. Advance notice of items of business to be considered at any meeting of the shareholders shall be given in the manner and to the extent provided in the Bylaws of the Corporation. Notwithstanding the foregoing, this Section 7.2 does not apply to the Corporation if it does not have a class of voting stock that is either (i) listed on a national securities exchange, (ii) authorized for quotation on an inter dealer quotation system of a registered national securities association, or (iii) held of record by more than 500 shareholders.

Section 7.3 At any time and from time to time when authorized by resolution of the Board of Directors and, except as otherwise provided in these Articles of Incorporation and the ABCA or the Alabama Constitution, without any action by its shareholders the

Corporation may:

(a) issue or sell for such consideration as may be fixed from time to time by the Board of Directors, any number of its capital shares, and whether out of the unissued shares thereof authorized by these Articles of Incorporation, as from time to time amended, or out of shares of its capital shares acquired by it after the issuance thereof;

(b) issue and sell its obligations, secured or unsecured, and in bearer, registered or such other form, and including such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine, and mortgage or pledge as security therefor, any property of the Corporation, real or personal, including after-acquired property; and

(c) issue or grant, for such consideration as may from time to time be fixed by the Board of Directors, warrants or options, in bearer, registered or such other form as the Board of Directors may determine, for the purchase of its capital shares with or without par value of any class, within such period of time, or without limit as to time, to such aggregate number of shares, and at such price per share as the Board of Directors may determine. Such warrants or options may be issued or granted separately or in connection with the issuance of any bonds, debentures, notes or other evidences of indebtedness or capital shares of any class of the Corporation and for such consideration and on such terms and conditions as the Board of Directors in its sole discretion may determine.

Section 7.4 The Corporation shall have a lien upon all shares subscribed for or issued for less than the full subscription price thereof or any debt or liability incurred to it by the subscriber or shareholder, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such subscription, which remedies are cumulative to an action to enforce payment or other remedies provided by law. At the election of the Corporation, a subscriber shall not be considered as a shareholder until said subscription shall have been paid in full.

Section 7.5 The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, and transfer or otherwise dispose of its own shares, subject to any restrictions and limitations set forth in the ABCA as presently in effect or as it may hereafter be amended, or as set forth in the Articles of Incorporation, as amended from time to time.

Section 7.6 The Corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties restricting the transfer of any or all shares of its capital stock represented by certificates therefor.

Section 7.7 All persons who shall acquire stock in this Corporation shall acquire it subject to the provisions of these Articles of Incorporation as the same from time to time may

hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the Corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the Corporation shall have notice thereof.

## ARTICLE 8

### INCORPORATOR

The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Stephen F. Thornton	4912 Research Drive Huntsville, Alabama 35801

## ARTICLE 9

### RIGHT TO AMEND PROVISIONS IN ARTICLES

Section 9.1 The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the ABCA, and all rights conferred upon shareholders at any time are granted subject to this reservation. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation, each as amended from time to time, (and in addition to any other vote that may be required by law, these Articles of Incorporation, or the Bylaws of the Corporation), the affirmative vote of the holders of at least 80% of the outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) shall be required to amend, alter or repeal any provision of Articles 9, 10, or 12 of these Articles of Incorporation.

Section 9.2 Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the shareholders of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part less than all of the shareholders of any such corporation, shall apply to the Corporation and shall be binding upon not only the Corporation but upon every shareholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

## ARTICLE 10

### DENIAL OF PREEMPTIVE RIGHTS

No holder of shares of any class of this Corporation shall, as such holder, have any preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements as shall be expressly granted by the Board of Directors or shareholders and at such prices and upon such other terms and conditions as the Board of Directors, in its discretion, or the shareholders may fix or designate.

## ARTICLE 11

### LIMITATION OF LIABILITY INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 11.1 Limitation of Liability. A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the ABCA or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the ABCA or any successor statute thereto is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the ABCA, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this Section 11.1. Any repeal or modification of this Section 11.1 by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

(a) Indemnification in Actions Arising Out of Capacity as Officer, Director, Employee or Agent. The Corporation shall indemnify any person (and the heirs, executors and administrators of any person) who is or was an officer, director, employee or agent of the Corporation (or who served at the request of the Corporation as an officer, director, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise in which the Corporation directly or indirectly holds any interest or of which the Corporation

is a creditor, or in the stocks, bonds, securities or other obligations of which, it is in any way interested) (any such corporation, partnership, joint venture, trust or other entity being hereinafter referred to as a "Corporate Entity") against any and all liability and reasonable expense that may be incurred by such person in connection with or resulting from any threatened, pending or completed claim, action, suit or proceeding (whether brought by or in the right of the Corporation or such other company or otherwise), whether civil, criminal, administrative or investigative, formal or informal, or in connection with an appeal relating thereto, in which such person may become involved, as a party or otherwise, by reason of his being or having been an officer, director, shareholder or employee of the Corporation or an officer, director, employee or agent of a Corporate Entity, or by reason of any action taken or not taken by him in such capacity, whether or not he continues to be such officer, director, employee or agent at the time such liability or expense shall have been incurred, provided such person acted in good faith and, if acting in his official capacity, in what he reasonably believed to be the best interests of the Corporation or such Corporate Entity or, if acting in a non-official capacity, he reasonably believed that his conduct was not opposed to the best interests of the Corporation or such Corporate Entity or, in any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful. As used herein the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines (including without limitation excise taxes assessed with respect to employee benefit plans) or penalties against, and amounts paid and settlements by or for such person. The termination of any claim, action, suit or proceeding, civil, criminal, administrative or investigative, by judgment, settlement (whether with or without court approval) or conviction shall not create a presumption that such person does not meet the standards of conduct set forth herein.

Notwithstanding the foregoing, the Corporation shall not indemnify any such person in connection with any such claim, action, suit or proceeding asserted or brought by or in the right of the Corporation in which such person is adjudged liable to the Corporation, or in connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which such person is adjudged liable on the basis that personal benefit was improperly received by such person, unless (and only to the extent that) the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(b) Indemnification When Successful on Merits or Otherwise. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any claim, action, suit or proceeding referred to in Section 11.2 of this Article 11, or in defense of any claim, issue or matter therein, such person shall be indemnified against reasonable expenses (including without limitation attorneys' fees) actually and reasonably incurred by such person in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

(c) Determination of Meeting Applicable Standard. Any indemnification under Section 11.2(a) of this Article 11 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in Section 11.2(a) of this Article 11. Such determination shall be made (w) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (x) if a quorum cannot be obtained under (w) above, by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding; (x) by special legal counsel (i) selected by the Board of Directors or its committee in the manner prescribed in (w) or (x) above, or (ii) if a quorum of the Board of Directors cannot be obtained under (w) above and a committee cannot be designated under (y) above, selected by a majority vote of the full Board of Directors (in which selection directors who are parties may participate); or (z) by the shareholders of the Corporation, provided that shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination. A majority of the shares that are entitled to vote on the transaction by virtue of not being owned by or under the control of such directors constitutes a quorum for the purpose of taking action hereunder.

(d) Payment of Expenses in Advance of Disposition of Action. Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding referred to in Section 11.2(a) of this Article 11 may be paid by the Corporation in advance of the final disposition thereof upon receipt of a written affirmation by the indemnitee of his good faith belief that the standards of conduct set forth in Section 11.2(a) have been met, and an undertaking by or on behalf of the indemnitee to repay such amount unless it shall ultimately be determined that he is entitled to indemnification hereunder.

(e) Nonexclusivity of Article. The indemnification authorized in and provided by this Article 11 shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of articles of incorporation, bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(f) Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of any Corporate Entity against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation is required or permitted to indemnify him against such liability under the provisions of this Article 11 or any statute.

## ARTICLE 12

### BUSINESS COMBINATIONS

Section 12.1 Supermajority Vote for Business Combinations. Except as provided in Section 12.2 hereof, the Corporation shall not become a party to any Business Combination without the prior affirmative vote at a meeting of the Corporation's shareholders of at least 80% of the outstanding shares of all classes of Voting Stock of the Corporation considered for purposes of this Article 12 as a single class. Such favorable vote shall be in addition to any shareholder vote which would be otherwise required notwithstanding the fact that no vote may be required, or that some lesser percentage may be specified by law or elsewhere in these Articles of Incorporation or the Bylaws of the Corporation or otherwise.

Section 12.2 Director Approval Exception. The provisions of Section 12.1 shall not apply to a Business Combination if:

(a) The Board of Directors of the Corporation, by an affirmative vote of not less than two-thirds (2/3) of the Directors, have (1) expressly approved a letter of intent, memorandum of understanding, agreement or similar document with respect to the Business Combination and the Business Combination is effected on substantially the same terms and conditions as are provided in the letter of intent, memorandum of understanding, agreement or similar document or (2) otherwise approved the Business Combination, or

(b) The Business Combination is solely between the Corporation and another corporation, eighty percent (80%) of the Voting Stock of which is owned directly or indirectly by the Corporation.

Section 12.3 Definitions. For purposes of this Article 12:

(a) A "Business Combination" means:

(i) The sale, exchange, lease, transfer, or other disposition by the Corporation (in a single transaction or in a Series of Related Transactions) of all or substantially all, or any Substantial Part, of its assets or business; or

(ii) Any merger or consolidation of the Corporation into or with another Person irrespective of which Person is the surviving entity in such merger or consolidation;

(b) A "Series of Related Transactions" shall be deemed to include not only a series of related transactions with the same Person, but also a series of separate transactions with a Person or any Affiliate or Associate of such Person.



(c) A "Person" shall mean any individual, firm, corporation, or other entity and any partnership, syndicate, or other group.

(d) An "Affiliate" of, or a person Affiliated with, a specific Person means a Person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the Person specified.

(e) The term "Associate" used to indicate a relationship with any Person, means (1) any corporation or organization (other than this Corporation or a majority-owned Subsidiary of this Corporation) of which such Person is an officer or partner or is, directly or indirectly, the beneficial owner of five percent (5%) or more of any class of equity securities, (2) any trust or other estate in which such Person has a substantial beneficial interest or as to which such Person serves as trustee or in a similar fiduciary capacity, (3) any relative or spouse of such Person, or any relative of such spouse, who has the same home as such Person, or (4) any investment company registered under the Investment Company Act of 1940, as amended, for which such Person or any Affiliates of such Person serves as investment advisor.

(f) "Voting Stock" shall mean all outstanding shares of capital stock of the Corporation or another corporation entitled to vote generally on the election of Directors, and each reference to a proportion of shares of Voting Stock shall refer to such proportion of the votes entitled to be cast by such shares.

(g) "Substantial Part" means properties and assets involved in any single transaction or a Series of Related Transactions having an aggregate fair market value of more than ten percent (10%) of the total consolidated assets of the Person in question as determined immediately prior to such transaction or Series of Related Transactions.

Section 12.4 Board of Director Determinations. A majority of the Board of Directors shall have the power to determine for the purposes of this Article 12, on the basis of information known to them: (a) the number of shares of Voting Stock of which any Person is the beneficial owner, (b) whether a Person is an Affiliate or Associate of another, (c) whether a Person has an agreement, arrangement, or understanding with another as to be deemed a "beneficial owner," (d) whether the assets subject to any Business Combination constitute a Substantial Part, (e) whether two or more transactions constitute a Series of Related Transactions, and (f) such other matters with respect to which a determination is required under this Article 12.

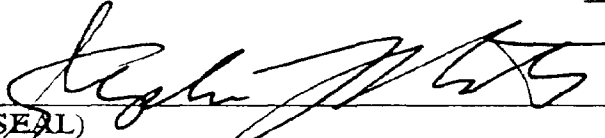
Section 12.5 Article 12 Nonexclusive. The provisions of this Article 12 are nonexclusive and are in addition to any other provisions of law or these Articles of Incorporation or the Bylaws of the Corporation relating to Business Combinations or similar matters.

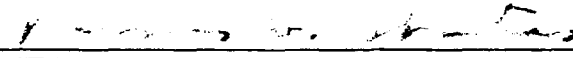
The above Amended and Restated Articles of Incorporation have been adopted in connection with a plan of recapitalization providing for the exchange of issued and outstanding

shares of common stock of the Corporation and a change in the amount of stated capital. The manner in which this change is effected is as follows: The plan of recapitalization plan provides for an increase in the authorized shares to 30,000,000 shares, of which 25,000,000 shares will be Common Stock with a par value of \$.001 per share, and 5,000,000 shares will be preferred stock with a par value of \$.001 per share. The shareholders holding all of the shares of Common Stock shall receive 2.25 shares of Common Stock in exchange for each share of Common Stock they currently own. The stated capital is currently \$100,000. These Amended and Restated Articles of Incorporation will decrease the stated capital to \$30,000.


We further certify that the within Amended and Restated Articles of Incorporation are being filed in the Office of the Judge of Probate of Madison County, Alabama, for the purpose of effecting such amendment in accordance with the requirements of Section 10-2B-10.07(d) of the ABCA, and that the requisite number of shareholders under Section 10-2B-10.06 of the ABCA approved these Amended and Restated Articles of Incorporation at a meeting duly called and held for such purpose on July 10, 1995. The total number of shares of common stock, being the only class of stock outstanding on such date, outstanding and entitled to vote thereon on such date was 1,536,015 and the number of shares voting in favor of these Amended and Restated Articles of Incorporation was 1,456,765.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 10th day of July, 1995.

  
(SEAL) (S)  
Stephen F. Thornton, President

  
(SEAL) (S)  
Remigius G. Shatas, Secretary

Sworn to and subscribed before me on this 10th day of July, 1995.

  
Notary Public

My Commission  
Expires: MY COMMISSION EXPIRES 10/6/98

# STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

**Cybox Computer Products Corporation**

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Cathy H Hornbuckle, PO Box 55727, Birmingham, AL 35255 for a period of one hundred twenty days beginning July 10, 1995 and expiring November 8, 1995.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

July 10, 1995

Date

A handwritten signature in dark ink, appearing to read "Jim Bennett", is written over a horizontal line.

Jim Bennett

Secretary of State

STATE OF ALABAMA  
MADISON COUNTY

I, Frank H. Riddick, Judge of Probate in and for the County and State aforesaid, hereby certify that the within and foregoing is a true, correct and complete copy of Amendment to Articles of Incorporation

*Cyber Computer Products Corporation*  
as same appears of record in my office.

Given under my hand and seal of office this the 11 day of  
July, 1995.

*Frank H. Riddick*  
JUDGE OF PROBATE