

CERTIFICATE OF FACSIMILE TRANSMISSION

I hereby certify that this correspondence or, if this paper is a transmittal letter, every other paper or fee referred to therein, is being deposited electronically, via facsimile at (703) 306-5995 to: Commissioner for Patents, Washington, D.C. 20231, on

Date: November 25, 2002
Name: Melissa Scanzillo
Signature: Melissa Scanzillo
Clifford Chance US LLP

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

Docket No. 9476-003 & 005

Please record the attached original document(s) or copy(ies) thereof:

Conveying party(ies):	
(name)	(Exec. date)
Deneb Robotics, Inc.	6/7/00

Receiving parties:
Delmia Corp.
3285 Lapeer Road West
Auburn Hills, MI 48321-4687

Conveyance Type:	
<input type="checkbox"/> Assignment	<input type="checkbox"/> Security Agreement
<input type="checkbox"/> License	<input checked="" type="checkbox"/> Change of Name
<input type="checkbox"/> Merger	<input type="checkbox"/> Other _____

Submission Type:	
<input checked="" type="checkbox"/> New	
<input type="checkbox"/> Resubmission: Doc. ID# _____	
<input type="checkbox"/> Correction of PTO error	Reel
<input type="checkbox"/> Corrective Document	Frame

Application or Patent Number(s):

Enter either Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for same property)

Patent Application Number(s)

Patent Number(s)

5,844,562
5,179,653

Correspondence Address:

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Number of Properties:

Total number of properties involved: 2

Fee:

Total fee under 37 CFR 1.21(h) (\$40/per) **\$80.00**

- Authorized to charge to Deposit Account Number: 50-0521. A duplicate copy of this cover sheet is attached.
- Please apply any additional fee or any credits to Deposit Account 50-0521.

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.

Melissa Scanzillo

Melissa Scanzillo
Signature

November 25, 2002
Date

**CERTIFICATE OF AMENDMENT
AMENDING THE
CERTIFICATE OF INCORPORATION
OF
DENEBOBOTICS, INC.**

(Originally incorporated on November 24, 1998)

Deneb Robotics, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY AS FOLLOWS:

1. That the Board of Directors of the Corporation, by unanimous written consent thereof (which has been duly filed with the minutes of the Corporation), has approved resolutions declaring the advisability of, and recommending that the sole stockholder of the Corporation authorize the amendment of the Corporation's Certificate of Incorporation in order that Article I thereof read in its entirety as follows:

"Name

The Name of the Corporation is Delmia Corp."

2. That in lieu of a meeting and vote of the stockholders, the sole stockholder of the Corporation has given its written consent to such amendment
3. That the Certificate of Incorporation, as amended, is hereby amended and restated in its entirety to be read as set forth in Exhibit A hereto.
4. That said Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of Title 8 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment to the Corporation's Certificate of Incorporation has been executed as of this 7th day of June, 2000.

DENEBOBOTICS, INC.

By: 

Name: Thibault de Tersant
Title: Secretary

**WRITTEN CONSENT
OF THE SOLE STOCKHOLDER OF
DENEBOBOTICS, INC.**

The undersigned, being the sole stockholder of Deneb Robotics, Inc., a Delaware corporation (the "Corporation"), in accordance with Section 228 of the General Corporation Law of the State of Delaware, hereby consents to the adoption of the following resolutions as if such resolutions had been adopted at a duly convened meeting of the stockholders of the Corporation:

Amendment and Restatement of the Certificate of Incorporation and the By-Laws

Amended and Restated Certificate of Incorporation

RESOLVED, that the sole stockholder of the Corporation hereby authorizes and approves the amendment of the Certificate of Incorporation of the Corporation in order that Article I thereof shall read in its entirety as follows:

"Name

The Name of the Corporation is Delmia Corp."

RESOLVED, that such amendment is to take effect upon the filing with the Secretary of the State of Delaware of the Amended and Restated Certificate of Incorporation.

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