

02-14-2003

Form PTO-1595
(Rev. 10/02)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

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

1. Name of conveying party(ies):
Distortion Graphics, Inc. **2.17.03**
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Elastic Image, Incorporated
Internal Address: _____
Street Address: 6650 Telecom Drive, Suite 100
City: Indianapolis State: IN Zip: 46278
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 1/24/03

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: _____
A. Patent Application No.(s) 10/236,269
B. Patent No.(s) _____
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Thomas A. Walsh
Internal Address: ICE MILLER
One American Square, Box 82001
Street Address: _____
City: Indianapolis State: IN Zip: 46282-0002

6. Total number of applications and patents involved:
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
FINANCE SECTION
FEB 12 AM 7:46

DO NOT USE THIS SPACE

9. Signature.
Thomas A. Walsh Name of Person Signing
[Signature] Signature
2-6-03 Date

Total number of pages including cover sheet, attachments, and documents: 9

02/13/2003 LMUeller 00000093 10236269
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

PATENT
REEL: 013743 FRAME: 0549

State of Indiana
Office of the Secretary of State

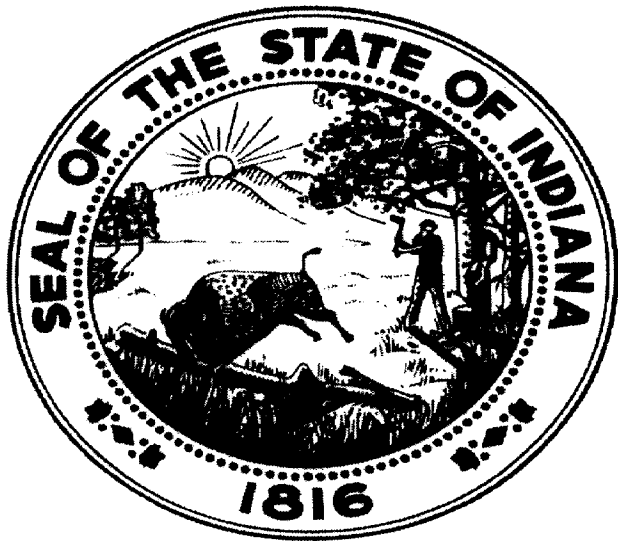
CERTIFICATE OF AMENDMENT
of
DISTORTION GRAPHICS, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

ELASTIC IMAGE, INCORPORATED

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, January 28, 2003.



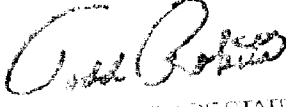
In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, January 28, 2003.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

2000120100003 / 2003013002290

PATENT
REEL: 013743 FRAME: 0550

APPROVED
AND
FILED

IND. SECRETARY OF STATE

ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
DISTORTION GRAPHICS, INC.

RECEIVED
CORPORATIONS DIV.
03 JAN 28 PM 3:31

The above corporation (hereinafter referred to as the "Corporation") existing pursuant to the Indiana Business Corporation Law (the "Act"), desiring to give notice of corporate action effectuating amendment and restatement of its Articles of Incorporation, sets forth the following facts:

ARTICLE I

Name of Corporation

The name of the Corporation is Distortion Graphics, Inc.

ARTICLE II

Restatements

Section 1. The date of incorporation of the Corporation is November 30, 2000.

Section 2. The name of the Corporation following this restatement is Elastic Image, Incorporated.

Section 3. The exact text of the Amended and Restated Articles of Incorporation of the Corporation is attached hereto and made a part hereof as Exhibit A (the "Restated Articles").

Section 4. The date of the adoption of the Restated Articles is January 24, 2003.

ARTICLE III

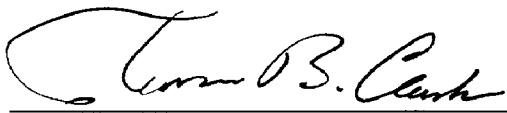
Manner of Adoption

The Board of Directors and the shareholders of the Corporation entitled to vote with respect to the Articles of Amendment have adopted the proposed Restated Articles. The Restated Articles were adopted by Unanimous Written Consent of the Board of Directors, dated August 16, 2002, and by the shareholders at a special shareholders meeting of the Corporation on January 23, 2003.

The manner of the adoption of the Articles of Amendment constitutes full legal compliance with the provisions of the Act, the Articles of Incorporation, and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned officer executes this Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation, and verifies subject to the penalties of perjury that the facts contained herein are true, this 24th day of January, 2003.

DISTORTION GRAPHICS, INC.

By: 
Thomas B. Clark, President and CEO

This instrument was prepared by Joseph E. DeGross, Attorney at Law, ICE MILLER, One American Square, Box 82001, Indianapolis, Indiana 46282-0002.

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ELASTIC IMAGE, INCORPORATED (f/k/a DISTORTION GRAPHICS, INC.)

The Corporation, Elastic Image, Incorporated (f/k/a Distortion Graphics, Inc.) (hereinafter referred to as the "Corporation") hereby adopts, pursuant to the provisions of the Indiana Business Corporation Law, as amended (hereinafter referred to as the "Act"), the following Amended and Restated Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Elastic Image, Incorporated.

ARTICLE II

Registered Office and Agent

The street address of the Corporation's registered office is 6650 Telecom Drive, Suite 100, Indianapolis, Indiana 46278, and the name of the initial registered agent at such office is Thomas B. Clark.

ARTICLE III

Incorporator

The name of the incorporator is Dan Melymuk and the address of the incorporator is 12010 Allisonville Road, Indianapolis, Indiana 46038.

ARTICLE IV

Number and Classification of Authorized Shares

Section 4.1 Number. The total number of shares which the Corporation is authorized to issue is Twenty-Five Million (25,000,000) shares.

Section 4.2 Classes. There shall be two (2) classes of shares of the Corporation. One class shall be designated as "Common Shares" and shall consist of Fifteen Million (15,000,000) of the authorized shares, and the other class shall be designated as "Preferred Shares" and shall consist of Ten Million (10,000,000) of the authorized shares.

Section 4.3 Relative Rights, Preferences, Limitations and Restrictions of Shares.

(a) Common Shares. Except to the extent granted to the Preferred Shares, the Common Shares shall have all of the rights accorded to shares under the Act, including but not limited to voting rights and all rights to distribution of the net assets of the Corporation upon dissolution.

(b) Preferred Shares. The Board of Directors may create one or more series of Preferred Stock and may determine, in whole or in part, the preferences, limitations, restrictions and relative voting and other rights of each series of Preferred Stock before the issuance of shares of that series.

Section 4.4 Voting Rights of Common Shares. Each holder of Common Shares shall be entitled to one (1) vote for each share owned of record on the books of the Corporation on each matter submitted to a vote of the holders of Common Shares.

ARTICLE V

Terms of Shares

Section 5.1 No Par Value. The Common Shares shall have no par value, except that, solely for the purpose of any statute or regulation imposing any tax or fee based upon the capitalization of the Corporation, all of the Common Shares shall be deemed to have a par value of \$.01 per share.

Section 5.2 Power of Corporation to Deal in Shares. The Board of Directors of the Corporation may dispose of, issue, and sell Shares in accordance with and in such amounts as may be permitted by the Corporation Law, and for such consideration, at such price or prices, at such time or times and upon such terms and conditions as the Board of Directors of the Corporation shall determine, without the authorization or approval by any shareholders of the Corporation unless such authorization or approval is required by the Corporation Law. Shares may be disposed of, issued, and sold to such persons, firms, or corporations as the Board of Directors may determine, without any preemptive or other right on the part of the owners or holders of other Shares to acquire such Shares by reason of their ownership of such other Shares. The Corporation shall have the power to acquire (by purchase, redemption or otherwise), hold, own, pledge, sell, transfer, assign, reissue, cancel, or otherwise dispose of the Shares of the Corporation in the manner and to the extent permitted by the Corporation Law. The power of purchase, redeem, or otherwise acquire the Shares, directly or indirectly, may be exercised selectively without pro rata or equal treatment of the owners or holders of Shares.

Section 5.3 Rights to Dividends and Distributions. The holders of Shares shall be entitled to share ratably, according to the number of Shares held by them, in such dividends or other distributions (other than purchases, redemptions, or other acquisitions of Shares of the

Corporation), if any, as are declared and paid from time to time on the Shares at the discretion of the Board of Directors. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of Shares shall be entitled to share, ratably according to the number of Shares held by them, in all assets of the Corporation available for distribution to its shareholders.

Section 5.4 Voting Rights. Except as otherwise provided by the Corporation Law and subject to such shareholder disclosure and recognition procedures as the Corporation may by action of the Board of Directors establish (which may include sanctions for noncompliance therewith to the fullest extent permitted by the Corporation Law), the Shares have unlimited voting rights.

ARTICLE VI

Directors

Section 6.1 Number. The numbers of Directors shall be fixed by, or fixed in accordance with, the Bylaws. The Bylaws may also provide for staggering the terms of the members of the Board of Directors to the extent permitted by the Corporation Law. The initial number of Directors, until otherwise fixed by or in accordance with the Bylaws, shall be three (3).

Section 6.2 Vacancies. Any vacancy in the Board of Directors, from whatever cause arising, including any increase in the size of the Board of Directors, shall be filled by selection of a new Director by a majority vote of the remaining members of the Board of Directors (even if less than a quorum); provided, however, that, if such vacancy or vacancies leave the Board of Directors with no members or if the remaining members of the Board of Directors are unable to agree upon a new Director or determine not to select a new Director, such vacancy may be filled by a vote of the shareholders at a special meeting called for that purpose or at the next annual meeting of shareholders. The term of a Director elected or selected to fill a vacancy shall expire at the end of the term for which such Director's predecessor was elected, or, in the case of a vacancy created by an increase in the size of the Board of Directors, the term of the new Director shall expire as of the next annual meeting of the shareholders, or, if later, when a successor is elected and qualified.

Section 6.3 Limited Liability of Directors. Directors shall be immune from personal liability for any action taken as a Director, or any failure to take any action, to the fullest extent permitted by the Corporation Law and by general principles of corporate law.

Section 6.4 Removal of Directors. Any or all of the members of the Board of Directors may be removed, with or without cause, by the affirmative vote of the holders of a majority of the outstanding Shares then entitled to vote at an election of Directors. Directors may not be removed by the Board of Directors.

ARTICLE VII

Miscellaneous

Section 7.1 **Bylaws.** The Board of Directors shall have the exclusive power to make, alter, amend, or repeal, or to waive provisions of, the Bylaws of the Corporation by the affirmative vote of a majority of the number of Directors then in office, except as otherwise provided by the Corporation Law.

Section 7.2 **Amendment or Repeal.** The Corporation shall be deemed, for all purposes, to have reserved the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation to the extent and in the manner permitted or prescribed by the Corporation Law, and all rights herein conferred upon the shareholders are granted subject to such reservation.

Section 7.3 **Corporation Law.** All references in these Amended and Restated Articles of Incorporation to the Corporation Law shall mean the Indiana Business Corporation Law as it may hereafter from time to time be amended and any statute which may in the future supersede or replace, in whole or in part, the Corporation Law.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being an officer of the Corporation has executed these Amended and Restated Articles of Incorporation and verifies subject to penalties of perjury that the facts contained herein are true this 24th day of January, 2003.

Elastic Image, Incorporated

By:  _____

Thomas B. Clark, President and CEO

INDY 1028379v1

February 6, 2003

WRITER'S DIRECT NUMBER: (317) 236-5946
INTERNET:walsh@icemiller.com

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20231 on Feb. 6 2003.
(Date of Deposit)

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

Julianne Jenkins
Printed or Typed Name of Person Signing the Certificate
Julianne Jenkins
Signature
February 6 2003
Date of Signature

Re: Name Change from Distortion Graphics, Inc. to Elastic Image, Incorporated

Title: SYSTEM AND METHOD FOR TRANSFORMING GRAPHICAL IMAGES
Serial. No.: 10/236,269
Filed: September 6, 2002
Our File No.: P00716-US-01 (19468.0004)

To Whom It May Concern:

Enclosed is a copy of the Name Change documents (accompanied by a Cover Sheet) submitted for recordation regarding the above-referenced patent. Please record this name change at your earliest convenience and return the Notice of Recordation to my attention.

Please feel free to call the undersigned if you have any questions regarding this filing.

Respectfully submitted,

ICE MILLER



Thomas A. Walsh

TAW/ckm

Enclosures: Recordation Form Cover Sheet With Attachments
Check for \$40.00
Return postcard

cc: John Davidson