

02-27-2003



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FLH Ref. No.: 730305-2012, 2013, 2014, 2016, 2017

FORM COVER SHEET  
TS ONLYU.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

1. Name of conveying party(ies)

ClickThings Acquisition Corporation

Additional name(s) of conveying party(ies) attached?

☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment  
☐ Security Agreement  
☒ Merger  
☐ Change of Name  
☐ Other

Execution Date(s): 10/30/2001

2. Name and address of receiving party(ies)

Name: Decentrix Acquisition Corporation

Denver, Colorado

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

4. Application number(s) or patent number(s): 09/651,906, 09/651,907, 09/652,612, 09/651,875, 09/651,796

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s) \_\_\_\_\_ filed

Additional numbers attached? ☐ Yes ☒ No

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

Name: GORDON KESSLER

Internal Address: FROMMER LAWRENCE &amp; HAUG LLP

Street Address: 745 FIFTH AVENUE

City: NEW YORK State: N.Y. Zip: 10151

6. Total number of applications and patents involved

5

7. Total fee (37 CFR 3.41)

\$ 200.00

☒ Enclosed  
☐ Authorized to be charged to deposit account 50-0320

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

Do not use this space

9. 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.

DEXTER CHANG, REG. NO. 44,071

Name of Person Signing

Signature

February 14, 2003

Total number of pages including cover sheet, attachments, and document 7

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

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

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PATENT  
 REEL: 013778 FRAME: 0438

State of Delaware  
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DECENTRIX ACQUISITION CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "CLICKTHINGS ACQUISITION CORPORATION" UNDER  
THE NAME OF "DECENTRIX ACQUISITION CORPORATION", A CORPORATION  
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,  
AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF  
OCTOBER, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3410770 8100M

AUTHENTICATION: 1418202

010544352

DATE: 10-30-01

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be duly executed  
by its authorized officer as of this 12th day of October, 2001.

ClickThings Acquisition Corporation

By:   
David Eichler, Secretary

**CERTIFICATE OF MERGER**  
**OF**  
**DECENTRIX ACQUISITION CORPORATION**  
**INTO**

**CLICKTHINGS ACQUISITION CORPORATION**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"),

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Decentrix Acquisition Corporation	Delaware
ClickThings Acquisition Corporation	Delaware

**SECOND:** That an Agreement and Plan of Merger by and among Decentrix, Inc., a Delaware corporation, Decentrix Acquisition Corporation, ClickThings Acquisition Corporation, Psilos Group Partners, L.P., Serendipity II, Inc., Darren Slaney, PaineWebber Capital, Inc., LPS Investments Pty, Ltd., and Toronto Dominion Investments, Inc. (collectively, the "Parties") has been approved, adopted, certified, executed and acknowledged by Decentrix Acquisition Corporation and ClickThings Acquisition Corporation in accordance with the requirements of Section 251 of the DGCL.

**THIRD:** That the surviving corporation of the merger is ClickThings Acquisition Corporation.

**FOURTH:** That the Certificate of Incorporation of ClickThings Acquisition Corporation shall be amended and returned in the form attached hereto as Exhibit A and, as amended, shall be the Certificate of Incorporation of the surviving corporation.

**FIFTH:** That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, a copy of which will be furnished, on request and without charge, to any stockholder of any constituent corporation. The address of the principal place of business of the surviving corporation is 1400 16th Street, Suite 400, Denver, Colorado 80202.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 10/30/2001  
010564332 - 3410770

**EXHIBIT A**

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
CLICKTHINGS ACQUISITION CORPORATION**

**IT IS HEREBY CERTIFIED THAT,**

A. The present name of the corporation (hereinafter called the "Corporation") is ClickThings Acquisition Corporation. The date of filing of the original certificate of incorporation of the Corporation with the Delaware Secretary of State is July 3, 2001 under the name of ClickThings Acquisition Corporation.

B. The certificate of incorporation of the Corporation, as amended, is hereby amended and restated in its entirety by deleting all of the original Articles and substituting in lieu thereof the new Articles set forth in the Restated Certificate of Incorporation hereinafter provided for.

C. The provisions of the certificate of incorporation of the Corporation as heretofore amended, and as herein amended and restated, are hereby resumed and integrated into the single instrument which is hereinafter set forth, and which is entitled Restated Certificate of Incorporation of ClickThings Acquisition Corporation, without any further amendments other than the amendments herein certified.

D. The amendments and the restatement of the certificate of incorporation herein certified have been duly adopted by the stockholders in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

E. The certificate of incorporation of the Corporation, as amended and restated herein, shall at the effective time of this restated certificate of incorporation, read as follows:

11/20/2001 11:11:11 AM

# RESTATED CERTIFICATE OF INCORPORATION

OF

## DECENTRIX ACQUISITION CORPORATION

1. The name of the Corporation is Decentrix Acquisition Corporation.
2. The address of the registered office of the Corporation in the State of Delaware is 3711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "GCL").
4. The total number of shares of stock which the Corporation shall have authority to issue is ten million (10,000,000) shares of common stock, and the par value of each share shall be one cent (\$0.01).
5. The name and mailing address of the incorporator is as follows:

Eric A. Smith  
Katten Muchin & Zavis  
525 West Monroe Street, Suite 1600  
Chicago, Illinois 60661
6. The corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, adopt, alter, amend, or repeal the Bylaws of the Corporation.
8. (a) A director of the Corporation shall have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except (i) for any breach of a 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 the law; (iii) under Section 174 of the GCL as it may from time to time be amended or supplemented or any successor provision thereto; or (iv) for any transaction from which a director derived an improper personal benefit.


(b) Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of any person thereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

9. Meetings of the stockholders may be held within or without the State of Delaware, as may be designated by or in the manner provided in the Bylaws of the Corporation. The books of the Corporation may be kept (subject to the provisions of any law or regulation) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

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.

IN WITNESS WHEREOF, the undersigned has caused this document to be duly executed by its authorized officer as of this 12<sup>th</sup> day of October, 2001.

ClickThings Acquisition Corporation

By:   
David Eichler, Secretary