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FORM PTO-1595 (Rev. 10/02) OMD No. 0651-0011 (exp. 6/30/2005)

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 (see FINANCE SECTION)
JackBe S. de R.L. de C.V., a Mexico Corporation

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

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Certificates of Domestication & Incorporation in the State of Delaware

Execution Date: 5/2/2003

2. Name and address of receiving party(ies):
 Name: **JackBe Corporation, a Delaware corporation**

Internal Address: _____

Street Address: **c/o Corporation Trust Center
 1209 Orange Street**

City: **Wilmington** State: **DE** ZIP: **19801**

Country: **USA**

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

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) 10/299,260	B. Patent No.(s) _____ _____ _____ _____
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Additional numbers attached? No Yes

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

Name: Blakely, Sokoloff, Taylor & Zafman LLP

Internal Address: _____

Street Address: 12400 Wilshire Boulevard
 7th Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and patents involved: **1**

7. Total Fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number:
02-2666
 (Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.
To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

06/24/2003 BYRNE 0000070 10299260
 01 FC:0021 40.00 OP
Tom Van Zandt
 Name of Person Signing

Tom Van Zandt
 Signature

6/19/03
 Date

Total number of pages including cover sheet, attachments, and document: **19**

Mail documents to be recorded with required cover sheet information to:
 Mail Stop Assignment Recordation Services
 Director of the US Patent and Trademark Office
 P.O. Box 1450
 Alexandria, VA 22313-1450

Docket No. 6271P001

PATENT
REEL: 014198 FRAME: 0105

CERTIFICATE OF INCORPORATION
OF
JACKBE CORPORATION

ARTICLE I

The name of this Corporation is JackBe Corporation.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801. The name of its registered agent at such address is Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the Corporation 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.

ARTICLE IV

A. The Corporation is authorized to issue two classes of stock to be designated, respectively, "*Common Stock*" and "*Preferred Stock*." The total number of shares of Common Stock that the Corporation is authorized to issue is Fifteen Million (15,000,000), with par value of \$0.001 per share. The total number of shares of Preferred Stock that the Corporation is authorized to issue is Two Million Five Hundred Thousand (2,500,000), with a par value of \$0.001 per share, all of which are designated "*Series A Preferred Stock*."

B. A statement of the powers, rights, preferences, privileges and restrictions granted to or imposed upon the respective classes and series of the shares of capital stock or the holders thereof is as follows:

(1) *Dividends.*

(a) The holders of the Series A Preferred Stock shall be entitled to receive, out of any funds legally available therefor, dividends at the rate of 10% per share per annum of the Original Issue Price per share of Series A Preferred Stock (as defined below) (as adjusted for any stock splits, stock dividends, recapitalizations or the like), payable in preference and priority to any

payment of any dividend on the Common Stock when, as and if declared by the Board of Directors. The right to such dividends on the Preferred Stock shall be cumulative but will not compound.

(b) In the event that the Board of Directors declares, or the Corporation pays, any dividends with respect to the Common Stock, the Corporation shall be deemed to have declared with respect to all shares of Series A Preferred Stock outstanding, and the Corporation shall pay to each holder of shares of Series A Preferred Stock, in addition to the amounts paid in subsection (a) above, dividends in an amount equal to the product of (x) the amount of dividends so declared or paid with respect to one share of Common Stock and (y) the number of shares of Common Stock (including fractions thereof) issuable upon conversion of the shares of Series A Preferred Stock held by such holder on the record date for such dividend with respect to the Common Stock.

(c) In no event shall any dividends be declared by the Board of Directors without the consent of each member of the Board of Directors in office at the time of such declaration.

(d) Whenever a dividend or distribution provided for in this Section 1 shall be payable in property other than cash, the value of such dividend or distribution shall be deemed to be the fair market value of such property as determined in good faith and by unanimous consent of the Board of Directors.

(2) *Liquidation Preference.*

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, prior and in preference to any distribution of any of the assets or funds of the Corporation to the holders of the Common Stock by reason of their ownership of such stock, (i) the holders of Series A Preferred Stock shall be entitled to receive for each outstanding share of Series A Preferred Stock then held by them an amount equal to Original Issue Price per share of Series A Preferred Stock (as defined below) (as adjusted for any recapitalizations, stock combinations, stock dividends, stock splits and the like) plus declared but unpaid dividends on such share. If, upon the occurrence of a liquidation, dissolution or winding up, the assets and funds of the Corporation legally available for distribution to stockholders by reason of their ownership of stock of the Corporation shall be insufficient to permit the payment to such holders of the Series A Preferred Stock of the full aforementioned preferential amount, then the entire assets and funds of the Corporation legally available for distribution to stockholders by reason of their ownership of stock of the Corporation shall be distributed ratably among the holders of the Series A Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

(b) After payment has been made to the holders of the Series A Preferred Stock of the full amounts to which they shall be entitled as provided in subsection (a) above, all remaining assets of the Corporation shall be distributed among all holders of the Series A Preferred Stock and all holders of Common Stock pro rata based on the number of shares of Common Stock outstanding and the number of shares of Common Stock which would be held by each such holder if all shares of the Series A Preferred Stock were converted into Common Stock at the then effective Conversion Price (as defined in Section 3(a) below) until such time as each holder of then

outstanding Series A Preferred Stock shall have received, in distributions made under this Section 2, an aggregate amount equal to Five Dollars (\$5.00) per share (as adjusted for any recapitalizations, stock combinations, stock dividends, stock splits and the like). After such distribution has been paid to all holders of Series A Preferred Stock, then the holders of then outstanding Common Stock shall be entitled to receive all remaining assets (if any) pro rata according to the number of outstanding shares of Common Stock then held by each of them.

(c) For purposes of this Section 2, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, and to include, the Corporation's sale, lease or exclusive license of all or substantially all of its assets or the acquisition of this Corporation by another entity in a transaction or series of related transactions including, without limitation, any reorganization, stock sale (including a sale of a majority of the outstanding stock by stockholders) or by means of a merger or consolidation unless this Corporation's stockholders of record as constituted immediately prior to such transaction(s) will, immediately after such transaction(s) (by virtue of securities issued as consideration for this Corporation's acquisition or sale or otherwise) hold at least 50% of the voting power of the surviving or acquiring entity, excluding any consolidation or merger effected exclusively to change the domicile of this Corporation.

(d) In the event the terms of any transaction do not comply with the requirements of this Section 2, the Corporation shall forthwith either (i) cause the closing of such transaction to be postponed until such requirements have been complied with, or (ii) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series A Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in Section 3(g) hercof. Notwithstanding any provisions to the contrary herein, performance under, enforcement of, or any amendments to, this Section 2 shall be in good faith.

(e) If any assets of the Corporation distributed to stockholders in connection with any liquidation, dissolution, or winding up of the Corporation or any Deemed Liquidation are other than cash, then the value of such assets shall be their fair market value as determined by the Board of Directors in good faith, except that any securities to be distributed to stockholders in a liquidation, dissolution, or winding up of the Corporation shall be valued as follows:

(i) The method of valuation of securities not subject to investment letter or other similar restrictions on free marketability shall be as follows:

(A) unless otherwise specified in a definitive agreement for the acquisition of the Corporation, if the securities are then traded on a national securities exchange or the Nasdaq National Market (or a similar national quotation system), then the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the thirty (30) day period ending three (3) days prior to the distribution; and

(B) if (A) above does not apply but the securities are actively traded over-the-counter, then, unless otherwise specified in a definitive agreement for the

acquisition of the Corporation, the value shall be deemed to be the average of the closing bid prices over the thirty (30) day period ending three (3) days prior to the distribution; and

(C) if there is no active public market, then the value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an appropriate discount from the market value determined as above in subparagraphs (i)(A),(B) or (C) of this subsection to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors.

(3) **Conversion.** The holders of Series A Preferred Stock shall have conversion rights as follows (the "*Conversion Rights*"):

(a) **Right to Convert.** Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such Series A Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Issue Price of the Series A Preferred Stock by the Conversion Price at the time in effect for such share of Series A Preferred Stock. The Original Issue Price per share of Series A Preferred Stock is \$1.00. The Conversion Price per share of Series A Preferred Stock, as of the date of filing hereof, shall be \$1.00, subject to adjustment from time to time as provided below.

(b) **Automatic Conversion.** Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Price immediately upon the effectiveness of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public at a price per share of at least \$3.00 and at an aggregate offering price of not less than Thirty Million Dollars (\$30,000,000) on an internationally recognized exchange and lead managed by an underwriter of international standing. In the event of an offering described above, the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock into Common Stock until immediately prior to the closing of such underwritten public offering.

(c) **Mechanics of Conversion.** No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. In lieu of any fractional share to which a holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of the Common Stock as determined by the Board of Directors. Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at such office that he elects to convert the same. Such notice shall also state whether the holder elects, pursuant to Section 1 hereof, to receive declared but unpaid dividends on the Series A Preferred Stock proposed to be converted in cash, or to convert such dividends into

shares of Common Stock at their fair market value as determined by the Board of Directors. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into a fractional share of Common Stock, and any declared but unpaid dividends on the converted Series A Preferred Stock which the holder elected to receive in cash. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date. If the conversion is in connection with an underwritten public offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion shall be conditioned upon the closing of such public offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall be deemed to have converted such Series A Preferred Stock immediately prior to such closing without regard to whether certificates representing and converted shares of Series A Preferred Stock have been surrendered.

(d) *Adjustments to Conversion Price for Diluting Issues.*

(i) Special Definitions. For purposes of this Section 3, the following definitions shall apply:

(1) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities.

(2) "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Common Stock or Series A Preferred Stock) or other securities convertible into or exchangeable for Common Stock.

(3) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to Section 3(d)(iii), deemed to be issued) by the Corporation after the Original Issue Date, other than shares of Common Stock issued or issuable:

(A) upon conversion of shares of Series A Preferred Stock;

(B) up to 101,500 shares to officers, directors or employees of, or consultants to, the Corporation pursuant to a stock grant, option plan or purchase plan or other employee stock incentive program (collectively, the "Plans");

(C) to financial institutions or lessors in connection with real estate leases, commercial credit arrangements, equipment financings or similar transactions approved by the Board of Directors;

(D) pursuant to a strategic partnership, joint venture or other arrangement unanimously approved by the Board where the primary purpose of the arrangement is not to raise capital;

(E) by way of dividend or other distribution on shares of Common Stock excluded from the definition of Additional Shares of Common Stock by the foregoing clauses (A), (B), (C), and (D) or on shares of Common Stock so excluded;

(F) as a dividend or distribution on Preferred Stock or any event for which adjustment is made pursuant to subsection (d) (iv) hereof;

(G) for consideration other than cash pursuant to a merger, consolidation, acquisition, or similar business combination unanimously approved by the Board.

(4) "Original Issue Date" shall mean the date on which the first share of Series A Preferred Stock is issued.

(ii) No Adjustment of Conversion Price. No adjustment in the Conversion Price of a particular share of Preferred Stock shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Conversion Price in effect on the date of, and immediately prior to such issue, for such share of Preferred Stock.

(iii) Deemed Issue of Additional Shares of Common Stock.

(1) Options and Convertible Securities. Except as provided in Section 3(d)(i)(3) above, in the event the Corporation at any time or from time to time after the date of filing hereof shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to Section 3(d)(v) hereof) of such Additional Shares of Common Stock would be less than the Conversion Price in effect on the date of and immediately prior to such issue, or such record date, as the case may be, and provided further that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(A) no further adjustment in the Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(B) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase in the consideration payable to the Corporation, or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue

thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities;

(C) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Conversion Price computed upon the date of filing hereof, and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(i) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities, and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged, and

(ii) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised; and

(D) no readjustment pursuant to clause (B) or (C) above shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (i) the Conversion Price on the original adjustment date, or (ii) the Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date.

(2) Stock Dividends. In the event the Corporation, at any time or from time to time after the date of filing hereof, shall declare or pay any dividend on the Common Stock payable in Common Stock, then Additional Shares of Common Stock shall be deemed to have been issued immediately after the close of business on the record date for the determination of holders of any class of securities entitled to receive such dividend.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event this Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 3(d)(iii)) without consideration or for a consideration per share less than the Conversion Price of a particular series of Preferred Stock in effect on the date of and immediately prior to such issue, then and in such event, such Conversion Price of such series shall be reduced, concurrently with such issue, to a price equal to the price per share at which the Additional Shares of Common Stock were issued.

(v) Determination of Consideration. For purposes of this Section 3(d), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash and Property: Such consideration shall:

(A) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(B) insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issuance, as determined by the Board of Directors in the good faith exercise of its reasonable business judgment; and

(C) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as determined in good faith by the Board of Directors.

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 3(d)(iii)(1), relating to Options and Convertible Securities, shall be determined by dividing

(x) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by

(y) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(3) Stock Dividends. Any Additional Shares of Common Stock deemed to have been issued relating to stock dividends shall be deemed to have been issued for no consideration.

(vi) Adjustments for Subdivisions, Combinations, or Consolidations of Common Stock. In the event the number of shares of Common Stock outstanding at any time after the filing of this Certificate shall be subdivided or combined, by reclassification or otherwise, into a greater or lesser number of shares of Common Stock, the Conversion Price in effect immediately prior to such subdivision or combination shall, concurrently with the effectiveness of such subdivision, combination or consolidation, be proportionately adjusted.

(e) *No Impairment.* The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation.

(f) *Certificate as to Adjustments.* Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 3, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Preferred Stock.

(g) *Notices of Record Date.* In the event that this Corporation shall propose at any time:

(i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus;

(ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights;

(iii) to effect any reclassification or recapitalization of its Common Stock shares outstanding involving a change in the Common Stock shares; or

(iv) to merge with or into any other corporation, or sell, lease, exclusively license or otherwise convey all or substantially all its property or business, or to liquidate, dissolve or wind up;

then, in connection with each such event, this Corporation shall send to the holders of the Preferred Stock:

(1) at least twenty (20) days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) in respect of the matters referred to in (i) and (ii) above or for determining rights to vote in respect of the matters referred to in (iii) and (iv) above; and

(2) in the case of the matters referred to in (iii) and (iv) above, at least twenty (20) days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

Each such written notice shall be delivered personally, given by facsimile or given by first class mail, postage prepaid, addressed to the holders of Preferred Stock shares at the address for each such holder as shown on the books of this Corporation.

(4) *Voting Rights and Directors.* The holder of each share of Preferred Stock shall have the right to one vote for each share of Common Stock into which such share could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Notwithstanding the foregoing, holders of Series A Preferred Stock shall also vote as a separate voting group, as provided by applicable law. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(5) *Protective Provisions.*

(a) In addition to any other rights provided by law, this Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of not less than two-thirds (2/3) of such outstanding shares of Series A Preferred Stock, voting together as a single class:

(i) alter or change the rights, preferences or privileges of Series A Preferred Stock;

(ii) increase or decrease the authorized number of shares of Series A Preferred Stock or Common Stock;

(iii) authorize or issue shares of any class or series of stock having any preference superior to or in parity with any such preference or priority of the Series A Preferred Stock;

(iv) authorize the redemption or repurchase of any shares of Common Stock (other than pursuant to agreements entered into pursuant to the Plans);

(v) authorize any liquidation, dissolution or winding up of the Corporation, including the sale, lease or exclusive license of all or substantially all of its assets or the acquisition of the Corporation by another entity in a transaction or series of related transactions including, without limitation, any reorganization, stock sale (including a sale of a majority of the outstanding stock by stockholders) or by means of a merger or consolidation unless this Corporation's stockholders of record as constituted immediately prior to such transaction(s) will, immediately after such transaction(s) (by virtue of securities issued as consideration for this Corporation's acquisition or sale or otherwise) hold at least 50% of the voting power of the surviving or acquiring entity, excluding any consolidation or merger effected exclusively to change the domicile of the Corporation;

- Certificate of Incorporation;
- (vi) amend or waive any provision of the Corporation's Bylaws or
 - (vii) change the authorized size of the Board of Directors.
 - (viii) authorize the payment or declaration of any dividend on any share of Common Stock or Preferred Stock;
 - (ix) permit any subsidiary of the Corporation to authorize or issue shares or other ownership interests in such subsidiary to any person, corporation, or entity other than the Corporation; or
 - (x) enter into any agreements or proposed transactions between the Corporation and any of its officers, directors, principal shareholders, or any affiliate thereof, which holds a financial interest in such agreement or transaction.

(b) Series A Director. In addition to any other rights provided by law, this Corporation shall not, without first obtaining the affirmative vote or written consent of a majority of the Board of Directors including the directors nominated by the holders of Series A Preferred Stock in accordance with the Investors Rights Agreement between the Corporation, certain holders of Common Stock and the holders of Series A Preferred Stock:

- (i) appoint the Chief Financial Officer of the Corporation;
- (ii) remove any member of the Corporation's management team, including the Chief Executive Officer, President, Chief Technical Officer, Chief Financial Officer, Treasurer or any Vice President;
- (iii) approve the annual budget and any changes, modifications or amendments thereto;
- (iv) approve the budget and strategic plan for the expansion of the Corporation's business into the United States of America, including the timing, amount and other details relating to disbursements made in connection with such expansion and any changes, modifications or amendments thereto.

(6) Redemption.

(a) At any time after four years from the Original Issue Date, upon the written request of holders of a majority of the then outstanding Series A Preferred Stock ("Redemption Request"), this Corporation shall redeem the Series A Preferred Stock, from any source of funds legally available therefor. This Corporation shall effect such redemption by paying in cash in exchange for each share of Series A Preferred Stock an amount equal to the Original Issue Price per share of Series A Preferred Stock, plus a 25% rate of return, compounded annually,

calculated from the Original Issue Date (as defined in Section 3(d)(i)(4)) to the date of the Redemption Date (as defined below) (the "Redemption Price"). The Corporation may elect to pay the Redemption Price in three equal annual installments. Any redemption effected pursuant to this Section 6(a) shall be made on a pro rata basis among the holders of the Series A Preferred Stock in proportion to the shares of the Series A Preferred Stock then held by them.

(b) At least twenty (20) but no more than sixty (60) days prior to the date fixed for redemption of the Series A Preferred Stock (the "Redemption Date"), written notice shall be mailed, first class postage prepaid, to each holder of record (at the close of business on the business day next preceding the day on which notice is given) of the Series A Preferred Stock, at the address last shown on the records of this Corporation for such holder or given by the holder to this Corporation for the purpose of notice or if no such address appears or is given at the place where the principal executive office of this Corporation is located, notifying such holder of the redemption to be effected, specifying the number of shares to be redeemed from such holder, the Redemption Date, the Redemption Price, and the place at which payment may be obtained and calling upon such holder to surrender to this Corporation, in the manner and at the place designated, his certificate or certificates representing the shares to be redeemed (the "Redemption Notice"). Except as provided in Section 6(c) and except as prohibited by applicable corporate law, on or after the Redemption Date, each holder of the Series A Preferred Stock to be redeemed shall surrender to this Corporation the certificate or certificates representing such shares, in the manner and at the place designed in the Redemption Notice, and thereupon the Redemption Price of such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. In the event less than all the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

(c) From and after the Redemption Date, unless there shall have been a default in payment of the Redemption Price, all rights of the holders of shares of the Series A Preferred Stock designated for redemption in the Redemption Notice as holders of the Series A Preferred Stock (except the right to receive the Redemption Price upon surrender of their certificate or certificates) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of this Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of this Corporation legally available for redemption of shares of the Series A Preferred Stock on the Redemption Date are insufficient to redeem the total number of shares of the Series A Preferred Stock to be redeemed on such date, those funds which are legally available will be used to redeem the maximum possible number of such shares ratably among the holders of such shares to be redeemed based upon their holdings of the Series A Preferred Stock. The shares of the Series A Preferred Stock not redeemed shall remain outstanding and entitled to all the rights and preferences provided herein. At any time thereafter when additional funds of this Corporation are legally available for the redemption of shares of the Series A Preferred Stock, such funds will immediately be used to redeem the balance of the shares which this Corporation has become obliged to redeem on the Redemption Date, but which it has not been redeemed.

(7) *Status of Converted Stock.* In the event any shares of Series A Preferred Stock shall be converted pursuant to Section 3 hereof, the shares so converted shall automatically be canceled and shall not be issuable by the Corporation, and the Certificate of Incorporation of this

Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

(8) **No Reissuance of Series A Preferred.** No share or shares of Series A Preferred acquired by the Corporation by reason of purchase, conversion or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

(9) **Residual Rights.** All rights accruing to the outstanding shares of this Corporation not expressly provided for to the contrary herein shall be vested in the Common Stock.

ARTICLE V

Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, alter, amend or repeal the bylaws of the Corporation, subject to the provisions set forth herein.

ARTICLE VII

A. **Limitation of Liability.** To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability is not permitted under the General Corporation Law of the State of Delaware.

B. **Indemnification.** The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person or his or her testator or intestate is or was a director, officer or employee of the Corporation, or any predecessor of the Corporation, or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation.

C. **Amendments.** Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate, reduce or adversely affect any right or protection existing under this Article VII in respect of any act or omission occurring, or any cause of action, proceeding or claim accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) 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.

ARTICLE IX

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 on the stockholders herein are granted subject to this right.

ARTICLE X

The name and mailing address of the incorporator are as follows: Luis Derechin, c/o Preston Gates & Ellis LLP, 55 Second Street, Suite 1700, San Francisco, California 94105.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation this
2nd day of May, 2003.

Luis Derechin /s/
Luis Derechin, Incorporator

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:24 PM 05/02/2003
FILED 07:47 PM 05/02/2003
SRV 030287684 - 3654354 FILE

CERTIFICATE OF DOMESTICATION

The undersigned, Luis Derechin, President of JackBe SA de CV, in accordance with the provisions of Section 388 of Title 8 of the Delaware Code does hereby certify:

FIRST: The corporation was first formed on March 26, 2003 under the laws of Mexico.

SECOND: The name of the corporation immediately prior to the filing of this Certificate of Domestication was JackBe SA de CV

THIRD: The name of the corporation as set forth in this certificate of incorporation is JackBe Corporation.

FOURTH: The jurisdiction that constituted the seat, siege social, principal place of business or central administration of the corporation immediately prior to the filing of this Certificate of Domestication was Mexico.

IN WITNESS WHEREOF, I, being the President of JackBe SA de CV and being duly authorized to sign this Certificate of Domestication on behalf of the corporation have made, signed and sealed this Certificate of Domestication on this 2nd day of May, 2003.

By: Luis Derechin /s/
Luis Derechin, President

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FEE TRANSMITTAL for FY 2003

Effective 01/01/2003. Patent fees are subject to annual revision.

Applicant claims small entity status. See 37 CFR 1.27.

TOTAL AMOUNT OF PAYMENT (\$) 40.00

Complete if Known

Application Number	10/299,260
Filing Date	November 18, 2002
First Named Inventor	Jacob Derechin
Examiner Name	Unassigned
Group/Art Unit	Unassigned
Attorney Docket No.	6271P001

METHOD OF PAYMENT (check one)

Check Credit card Money Order Other None

Deposit Account

Deposit Account Number: 02-2666

Deposit Account Name: Blakely, Sokoloff, Taylor & Zafman LLP

The Commissioner is authorized to: (check all that apply)

- Charge fee(s) indicated below Credit any overpayments
- Charge any additional fee(s) required under 37 CFR §§ 1.16, 1.17, 1.18 and 1.20.
- Charge fee(s) indicated below, except for the filing fee to the above-identified deposit account

FEE CALCULATION

1. BASIC FILING FEE

Large Entity		Small Entity		Fee Description	Fee Paid
Fee Code	Fee (\$)	Fee Code	Fee (\$)		
1001	750	2001	375	Utility filing fee	
1002	330	2002	165	Design filing fee	
1003	520	2003	260	Plant filing fee	
1004	750	2004	375	Reissue filing fee	
1005	160	2005	80	Provisional filing fee	
SUBTOTAL (1)					

2. EXTRA CLAIM FEES

Total Claims: - 20** = X =

Independent Claims: - 3 = X =

Multiple Dependent: X =

Large Entity		Small Entity		Fee Description	Fee Paid
Fee Code	Fee (\$)	Fee Code	Fee (\$)		
1202	18	2202	9	Claims in excess of 20	
1201	84	2201	42	Independent claims in excess of 3	
1203	280	2203	140	Multiple Dependent claim, if not paid	
1204	84	2204	42	**Reissue independent claims over original patent	
1205	18	2205	9	**Reissue claims in excess of 20 and over original patent	
SUBTOTAL (2)					

**or number previously paid, if greater, For Reissues, see below

FEE CALCULATION (continued)

3. ADDITIONAL FEES

Large Entity		Small Entity		Fee Description	Fee Paid
Fee Code	Fee (\$)	Fee Code	Fee (\$)		
1051	130	2051	65	Surcharge - late filing fee or oath	
1052	50	2052	25	Surcharge - late provisional filing fee or cover sheet.	
2053	130	2053	130	Non-English specification	
1812	2,520	1812	2,520	For filing a request for <i>ex parte</i> reexamination	
1804	920*	1804	920*	Requesting publication of SIR prior to Examiner action	
1805	1,840*	1805	1,840*	Requesting publication of SIR after Examiner action	
1251	110	2251	55	Extension for reply within first month	
1252	410	2252	205	Extension for reply within second month	
1253	930	2253	465	Extension for reply within third month	
1254	1,450	2254	725	Extension for reply within fourth month	
1255	1,970	2255	985	Extension for reply within fifth month	
1404	320	2401	160	Notice of Appeal	
1402	320	2402	160	Filing a brief in support of an appeal	
1403	280	2403	140	Request for oral hearing	
1451	1,510	2451	1,510	Petition to institute a public use proceeding	
1452	110	2452	55	Petition to revive - unavoidable	
1453	1,300	2453	650	Petition to revive - unintentional	
1501	1,300	2501	650	Utility issue fee (or reissue)	
1502	470	2502	235	Design issue fee	
1503	630	2503	315	Plant issue fee	
1460	130	2460	130	Petitions to the Commissioner	
1807	50	1807	50	Processing fee under 37 CFR 1.17(q)	
1806	180	1806	180	Submission of Information Disclosure Stmt	
8021	40	8021	40	Recording each patent assignment per property (times number of properties)	40.00
1809	750	1809	375	Filing a submission after final rejection (37 CFR § 1.129(a))	
1810	750	2810	375	For each additional invention to be examined (37 CFR § 1.129(b))	
1801	750	2801	375	Request for Continued Examination (RCE)	
1802	900	1802	900	Request for expedited examination of a design application	
Other fee (specify)					
SUBTOTAL (3)					40.00

* Reduced by Basic Filing Fee Paid

SUBMITTED BY

Name (Print/Type)	Tom Van Zandt	Registration No. (Attorney/Agent)	43,219	Telephone	(408) 720-8300
Signature		Date	6/19/03		

Based on PTO/SB/17 (01-03) as modified by Blakely, Sokoloff, Taylor & Zafman (wlr) 05/02/2003.
SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450

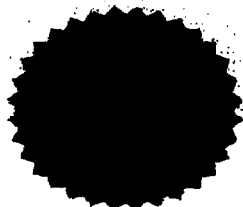
Delaware

PAGE 1

The First State

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 INCORPORATION OF "JACKEE CORPORATION" FILED IN THIS OFFICE ON THE SECOND DAY OF MAY, A.D. 2003, AT 7:47 O'CLOCK P.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

3654354 8100D

AUTHENTICATION: 2398462

030287684

DATE: 05-05-03

PATENT
REEL: 014198 FRAME: 0123

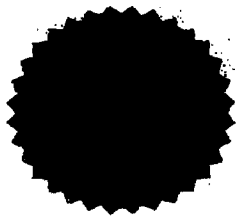
Delaware

PAGE 1

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