

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
VERMONT PHOTONICS, INC.	12/29/2003
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	VERMONT PHOTONICS TECHNOLOGIES CORP.
<b>Street Address:</b>	33 Bridge Street
<b>Internal Address:</b>	P.O. Box 516
<b>City:</b>	Bellows Falls
<b>State/Country:</b>	VERMONT
<b>Postal Code:</b>	05101
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
Application Number:	09961707
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(617)832-7000
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Email:</b>	skamholz@foleyhoag.com
<b>Correspondent Name:</b>	Scott E. Kamholz
<b>Address Line 1:</b>	155 Seaport Blvd
<b>Address Line 2:</b>	Foley Hoag LLP
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02210-2600
<b>NAME OF SUBMITTER:</b>	Scott E. Kamholz
<b>Total Attachments: 1</b> source=vermont-photonics#page1.tif	

CH \$40.00 09961707

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
VERMONT PHOTONICS INCORPORATED**

Vermont Photonics Incorporated (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the Delaware General Corporation Law, hereby certifies on this 26th day of December, 2003 that:

1. The board of directors of the Corporation duly adopted the following resolution in accordance with the provisions of Section 141 and Section 242 of the Delaware General Corporation Law:

**RESOLVED**, that the board of directors hereby declares it advisable and in the best interests of the Corporation that Article First of the Certificate of Incorporation of the Corporation be amended to read as follows:<sup>1</sup>

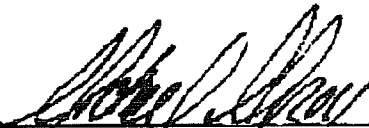
**FIRST.** The name of the Corporation is Vermont Photonics Technologies Corp.

2. This amendment to the Certificate of Incorporation of the Corporation has been duly adopted by all of the directors of the Corporation in accordance with the provisions of Section 241 of the Delaware General Corporation Law.

3. This amendment to the Certificate of Incorporation of the Corporation has been duly adopted by the holders of a majority of the issued and outstanding shares of the Corporation's common stock, \$.01 par value per share, Series A preferred stock, \$.01 par value per share, and Series B preferred stock, \$.01 par value per share, in accordance with the provisions of Section 242 of the Delaware General Corporation Law, such holders being all of the holders of the Corporation's capital stock entitled to vote thereon.

IN WITNESS WHEREOF, this Certificate of Amendment of the Certificate of Incorporation has been executed by Michael Mross, the President of the Corporation as of the date first written above.

VERMONT PHOTONICS INCORPORATED

By: 

Name: Michael Mross  
Title: President