

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Restated Certificate of Incorporation
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
Golden Retirement Resources, LLC	07/17/2005
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Golden Retirement Resources, Inc.
<b>Street Address:</b>	15 Broad Street, 19th Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10005
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
Application Number:	09541197
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(617)542-2241
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	617-542-6000
<b>Email:</b>	cpeters@mintz.com
<b>Correspondent Name:</b>	Carol H. Peters
<b>Address Line 1:</b>	MINTZ LEVIN COHN FERRIS GLOVSKY & POPEO
<b>Address Line 2:</b>	One Financial Center
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02111
<b>ATTORNEY DOCKET NUMBER:</b>	25491-025
<b>NAME OF SUBMITTER:</b>	Carol H. Peters

Total Attachments: 7  
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State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "GOLDEN RETIREMENT RESOURCES, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 2000, AT 1 O'CLOCK P.M.

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



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0562470

DATE: 07-17-00

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 07/17/2000  
001359943 - 3239565

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
GOLDEN RETIREMENT RESOURCES, INC.**

Golden Retirement Resources, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the corporation is Golden Retirement Resources, Inc. and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 16, 2000.
2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation amends and restates the Certificate of Incorporation of the Corporation in its entirety. This Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation and approved by its sole stockholder.
3. The text of the Amended and Restated Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

**ARTICLE I**

**NAME**

The name of the corporation (the "Corporation") is Golden Retirement Resources, Inc.

**ARTICLE II**

**REGISTERED AGENT**

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

**PURPOSE**

The purpose of 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 (the "DGCL").

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**ARTICLE IV**  
**CAPITAL STOCK**

Section 1. The Corporation is authorized to issue 30,000,000 shares of capital stock, of which (a) 20,000,000 shares shall be Common Stock, \$0.01 par value per share ("Common Stock"), and (b) 10,000,000 shares shall be Preferred Stock, \$0.01 par value per share ("Preferred Stock").

Section 2. Except as otherwise provided by law, the shares of stock of the Corporation, regardless of class, may be issued by the Corporation from time to time in such amounts, for such consideration and for such corporate purposes as the Board of Directors (the "Board") may from time to time determine.

Shares of Preferred Stock may be issued from time to time in one or more series of any number of shares; provided that the aggregate number of shares issued and not cancelled of any and all such series shall not exceed the total number of shares of Preferred Stock authorized by this Amended and Restated Certificate of Incorporation. The Board is hereby authorized to provide by resolution from time to time and, by filing a certificate pursuant to the DGCL (either in the form of a certificate of designation or by further amending and restating this Amended and Restated Certificate of Incorporation), to establish from time to time the number of shares to be included in each such series, and to fix the designations, powers, privileges, preferences and rights of each such series and the qualifications, limitations and restrictions thereof to the full extent now or hereafter permitted by this Amended and Restated Certificate of Incorporation and the laws of the State of Delaware.

Subject to the provisions of applicable law or of the By-laws of the Corporation with respect to the closing of the transfer books or the fixing of a record date for the determination of stockholders entitled to vote, and except as otherwise provided in any stockholders' agreement that may be entered into by the Corporation, by law or by the resolution or resolutions providing for the issue of a particular series of Preferred Stock, the holders of outstanding shares of Common Stock exclusively shall possess the voting power for the election of directors and for all other purposes, each holder of record of shares of Common Stock being entitled to one vote for each share of Common Stock standing in his name on the books of the Corporation.

**ARTICLE V**

**BY-LAWS**

The Board is expressly authorized to make, alter or repeal By-laws of the Corporation, but the stockholders may make additional By-laws and may alter or repeal any By-law whether adopted by them or otherwise.

## ARTICLE VI

## DIRECTORS

Elections of directors need not be by written ballot except and to the extent provided by the By-laws of the Corporation.

## ARTICLE VII

## LIMITED LIABILITY; INDEMNIFICATION

Section 1. Right to Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to, or testifies in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permitted by law, and the Corporation may adopt By-laws or enter into agreements with any such person for the purpose of providing for such indemnification.

Section 2. Advance of Expenses. The Corporation, to the fullest extent permitted by the DGCL, shall advance to any person who is or was a director or officer of the Corporation (or to the legal representative thereof) any and all expenses (including, without limitation, attorneys' fees and disbursements and court costs) reasonably incurred by such person in respect of any proceeding to which such person (or a person of whom such person is a legal representative) is made a party or threatened to be made a party by reason of the fact that such person is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, trustee, partner, member, employee, other fiduciary or agent of another corporation or a partnership, joint venture, limited liability company, trust or other enterprise, including service with respect to employee benefit plans or public service or charitable organizations; provided, however, that, to the extent the DGCL requires, the payment of such expenses in advance of the final disposition of such proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified against such expense under this Section (2) or otherwise. The Corporation by provisions in its By-laws or by agreement may accord any current or former director, officer, employee or agent of the Corporation the right to, or regulate the manner of providing to any such person, such advancement of expenses to the fullest extent permitted by law.

**Section 3. Right of Claimant to Bring Suit.** If a claim under section (1) or (2) of this Article Seventh is not paid in full by the Corporation within 60 calendar days after a written claim therefor has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct which makes it permissible under the DGCL for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the claimant has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its Board, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

**Section 4. Non-Exclusivity of Rights.** Any right to indemnification and advancement of expenses conferred as permitted by this Article Seventh shall not be exclusive of any other right which any person may have or hereafter acquire under any statute (including the DGCL), any other provision of this Amended and Restated Certificate of Incorporation, the Corporation's By-laws, any agreement, any vote of stockholders or the Board or otherwise.

**Section 5. Insurance.** The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or of another corporation or a partnership, joint venture, limited liability company, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

**Section 6. Severability.** If any provision of this Article shall be held to be invalid, illegal or unenforceable as applied to any circumstance for any reason whatsoever: (1) the validity, legality and enforceability of such provision in any other circumstance and of the remaining provisions of this Article (including, without limitation, each portion of any paragraph of this Article containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby and (2) to the fullest extent possible, the provisions of this Article (including, without limitation, each such portion of any paragraph of this Article containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to permit the Corporation to protect its directors, officers, employees and agents from personal liability in respect of their good faith service to or for the benefit of the Corporation to the fullest extent permitted by law.

Section 7. Limited Liability. 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 for any liability imposed by law (as in effect from time to time) (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for any act or omission not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. Neither the amendment nor the repeal of this Article Seventh shall eliminate or reduce the effect thereof in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article Seventh would accrue or arise, prior to such amendment or repeal.

10/6/2005 3:18 PM FROM: MASSMUTUAL LAW DEPT.

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