

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
Visible Measures, Inc.	02/02/2007
RECEIVING PARTY DATA	
Name:	Visible Measures Corp.
Street Address:	25 Kingston Street, 5th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02111
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11481530
CORRESPONDENCE DATA	
Fax Number:	(253)369-3141
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	972-385-2018
Email:	mail@davidjudson.com
Correspondent Name:	David H. Judson
Address Line 1:	15950 Dallas Parkway, Suite 225
Address Line 4:	Dallas, TEXAS 75248
ATTORNEY DOCKET NUMBER:	VM 001
NAME OF SUBMITTER:	David H. Judson
Total Attachments: 3	
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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 RESTATED CERTIFICATE OF "VISIBLE MEASURES, INC.", CHANGING ITS NAME FROM "VISIBLE MEASURES, INC." TO "VISIBLE MEASURES CORP.", FILED IN THIS OFFICE ON THE SECOND DAY OF FEBRUARY, A.D. 2007, AT 3:32 O'CLOCK P.M.

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

3973450 8100

070120215



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5405465

DATE: 02-02-07

PATENT

REEL: 020434 FRAME: 0757

2-2007 13:40
State of Delaware
Secretary of State
Division of Corporations
1:03:33 PM 02/02/2007
1:32 PM 02/02/2007
0215 - 3973450 FILE

MSBP

781 622 5933 P.02

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
VISIBLE MEASURES, INC.**

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Visible Measures, Inc.) a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law").

DOES HEREBY CERTIFY:

1. That the name of this corporation is "Visible Measures, Inc.", and that this corporation was originally incorporated pursuant to the General Corporation Law on May 30, 2005 under the name Visible Measures, Inc.

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

FIRST: The name of this corporation is "Visible Measures Corp." (the "Corporation")

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street in the City of Wilmington, 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: 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.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 5,000,000 shares of Common Stock, \$0.01 par value per share ("Common Stock"), and (ii) 1,475,797 shares of Preferred Stock, \$0.001 par value per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

PATENT

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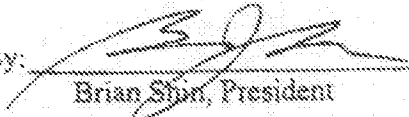
... Preferred Stock or any partner, member, director, stockholder, or any such holder, other than someone who is an employee of the corporation or its subsidiaries (collectively, "Covered Persons"), unless such matter, in whole or in part, is proposed to, or acquired, created or developed by, or otherwise comes from, a Covered Person expressly and solely in such Covered Person's capacity as such Covered Person.

* * *

The foregoing amendment and restatement was approved by the holders of a majority of the shares of this corporation in accordance with Section 228 of the General Corporation Law.

The Amended and Restated Certificate of Incorporation, which restates and amends the provisions of this corporation's Certificate of Incorporation, in accordance with Sections 242 and 245 of the General Corporation Law.

WHEREOF, this Amended and Restated Certificate of Incorporation has been authorized by the board of directors of this corporation on this 2nd day of February.

By: 
Brian Shin, President