

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
Push Entertainment, Inc.	12/30/2003
RECEIVING PARTY DATA	
Name:	Headplay, Inc.
Street Address:	#310, 6940 Fisher Road S.E.
City:	Calgary, Alberta
State/Country:	CANADA
Postal Code:	T2H 0W3
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12236917
CORRESPONDENCE DATA	
Fax Number:	(214)855-8200
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	214-855-8171
Email:	jperigo@fulbright.com
Correspondent Name:	Michael A. Papalas
Address Line 1:	2200 Ross Avenue
Address Line 2:	Suite 2800
Address Line 4:	Dallas, TEXAS 75201
ATTORNEY DOCKET NUMBER:	54729-P005D1C1-10812005
NAME OF SUBMITTER:	Joy Perigo
<p>Total Attachments: 6 source=12236917p#page1.tif source=12236917p#page2.tif source=12236917p#page3.tif</p>	

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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 "PUSH ENTERTAINMENT INC.", CHANGING ITS NAME FROM "PUSH ENTERTAINMENT INC." TO "HEADPLAY, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2003, AT 5:37 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

2843038 8100

AUTHENTICATION: 2844249

030844626

DATE: 12-31-03
PATENT

REEL: 022640 FRAME: 0560

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PUSH ENTERTAINMENT INC.
A DELAWARE CORPORATION**

The undersigned, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

1. The name of the corporation (herein called the "Corporation") is Push Entertainment Inc.
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on January 7, 1998. A Certificate of Correction to the Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on January 23, 1998. A Certificate of Amendment to the Certificate of Incorporation was filed with the Secretary of State of Delaware on February 24, 1998. A Certificate of Renewal and Revival of Charter was filed on August 13, 2002; and, a further Certificate of Amendment to the Certificate of Incorporation was filed on May 13, 2003.
3. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation has been duly adopted by the Corporation's Board of Directors and stockholders of record owning in excess of 55% of the Corporation's issued and outstanding shares.
4. The text of the Certificate of Incorporation as heretofore amended, corrected, supplemented and renewed is hereby restated and further amended to read in its entirety as follows:

"ARTICLE I

The name of the corporation (herein called the "Corporation") is Headplay, Inc.

ARTICLE II

The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Corporation.

ARTICLE III

The purpose of the Corporation is to engage in, promote, conduct, and carry on any lawful acts or activities for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

(A) **Classes of Stock.** The Corporation is authorized to issue two classes of stock, denominated Common Stock and Preferred Stock. The Common Stock shall have a par value of \$.001 per share and the Preferred Stock shall have a par value of \$.01 per share. The total number of shares of Common Stock which the Corporation is authorized to issue is one hundred fifty million (150,000,000), and the total number of shares of Preferred Stock which the Corporation is authorized to issue is fifty million (50,000,000), which shares of Preferred Stock shall be undesignated as to series.

(B) **Cumulative Voting.** Cumulative voting as provided for in Section 214 of the Delaware General Corporate Law shall not apply to this Corporation.

(C) **Issuance of Preferred Stock.** The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing one or more certificates pursuant to the Delaware General Corporation Law (each, a "Preferred Stock Designation"), to fix or alter from time to time the designations, powers, preferences and rights of each such series of Preferred Stock and the qualifications, limitations or restrictions thereof, including without limitation the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly-unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

(D) **Preemptive Rights.** No holder of shares of any class of stock of the Corporation shall have any preemptive or other right, except as such rights are expressly provided by contract, to purchase or subscribe for or receive any shares of any class, or series thereof, of stock of the Corporation, whether now or hereafter authorized, or any warrants, options, bonds, debentures or other securities convertible into, exchangeable for or carrying any right to purchase any share of any class, or series thereof, of stock; but such additional shares of stock and such warrants, options, bonds, debentures or other securities convertible into, exchangeable for or carrying any right to purchase any shares of any class, or series thereof, of stock may be issued or disposed of by the Board of Directors to such persons, and on such terms and for such lawful consideration as in its discretion it shall deem advisable or as the Corporation shall have by contract agreed.

(E) **Restrictions.** The Corporation shall have the right to impose restrictions on the sale or other disposition of its shares provided that all such restrictions are placed upon the certificates evidencing the Corporation's shares to which such restrictions apply.

ARTICLE V

(A) **Exculpation.** To the fullest extent permitted by the General Corporate Law of the State of Delaware, 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 liability (i) for any breach of the 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 law, (iii) under Section 174 of the General Corporate Law of the State of Delaware or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is hereafter amended to further reduce or to authorize, with the approval of the Corporation's stockholders, further reductions in the liability of the Corporation's directors for breach of fiduciary duty, then a director of the Corporation shall not be liable for any such breach to the fullest extent permitted by the General Corporate Law of the State of Delaware as so amended.

(B) Indemnification. To the extent permitted by applicable law, this Corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which the General Corporate Law of the State of Delaware permits this Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporate Law of the State of Delaware, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders and others.

(C) Effect of Repeal or Modification. Any repeal or modification of any of the foregoing provisions of this Article V shall be prospective and shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE VI

(A) Management by the Board. The management of the business and conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. None of the directors need be a stockholder of the Corporation or a resident of the State of Delaware. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

(B) Amendment of Bylaws. The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws by the requisite affirmative vote of Directors as set forth in the Bylaws; provided, however, that the stockholders may change or repeal any bylaw adopted by the Board of Directors by the requisite affirmative vote of stockholders as set forth in the Bylaws; and, provided further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

ARTICLE VII

The Corporation is to have a perpetual existence.

ARTICLE VIII

Any action which may be taken by the stockholders of the Corporation at an annual or special meeting of stockholders called in accordance with the By-laws, may be taken by the stockholders by written consent.

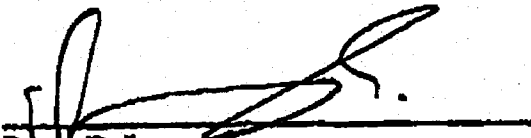
ARTICLE IX

Section 203 of the General Corporate Law of the State of Delaware shall not apply to the Corporation.

ARTICLE X

From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article X."

IN WITNESS WHEREOF, Push Entertainment Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by Danny D. Lowe, this 30th day of December, 2003.



Danny D. Lowe
Chairman and CEO

