

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
Vidius Inc.	06/16/2005
RECEIVING PARTY DATA	
Name:	PortAuthority Technologies Inc.
Street Address:	10240 Sorrento Valley Road
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12000876
CORRESPONDENCE DATA	
Fax Number:	(703)415-4864
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	7035987851
Email:	prtsi@msn.com
Correspondent Name:	Martin D. Moynihan
Address Line 1:	P.O. Box 16446
Address Line 2:	PRTSI, Inc.
Address Line 4:	Arlington, VIRGINIA 22215
ATTORNEY DOCKET NUMBER:	34075
NAME OF SUBMITTER:	Martin D. Moynihan
Total Attachments: 9 source=34075 Name Change from Vidius Inc to PortAuthority Technologies Inc#page1.tif source=34075 Name Change from Vidius Inc to PortAuthority Technologies Inc#page2.tif source=34075 Name Change from Vidius Inc to PortAuthority Technologies Inc#page3.tif source=34075 Name Change from Vidius Inc to PortAuthority Technologies Inc#page4.tif	

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State of California
Secretary of State

NAME CHANGE
CERTIFICATE OF QUALIFICATION

C2228355

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify that on the 16th day of June, 2005, there was filed in this office an Amended Statement and Designation by Foreign Corporation whereby the corporate name of **VIDIUS, INC.**, a corporation organized and existing under the laws of **Delaware**, was changed to **PORTAUTHORITY TECHNOLOGIES, INC.** This corporation complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California and as of said date has been and is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of June 22, 2005.

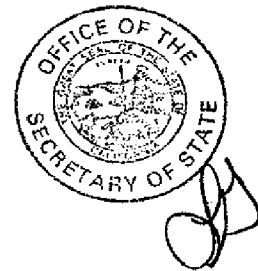


BRUCE McPHERSON
Secretary of State

ms

80629980

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 7 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 23 2005

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

20529980

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JUN 16 2005

**AMENDED STATEMENT
BY
FOREIGN CORPORATION**

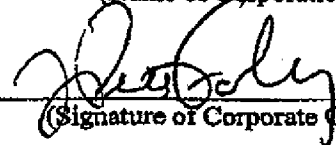
PortAuthority Technologies, Inc.
(Name of Corporation)

a corporation organized and existing under the laws of Delaware, and
(State or Place of Incorporation)

which is presently qualified for the transaction of intrastate business in the State of California,
makes the following statement:

That the name of the corporation has been changed to that hereinabove set forth and that the name
relinquished at the time of such change was Vidius, Inc.

PortAuthority Technologies, Inc.
(Name of Corporation)


(Signature of Corporate Officer)

Pete Foley, Chief Executive Officer
(Typed Name and Title of Officer Signing)

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Delaware

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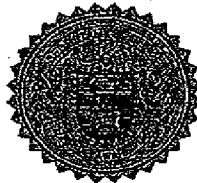
The First State

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 AMENDMENT OF "VIDIUS, INC.", CHANGING ITS NAME FROM "VIDIUS, INC." TO "PORTAUTHORITY TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JUNE, A.D. 2005, AT 4:23 O'CLOCK P.M.

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

3186438 8100

050480150



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3939715

DATE: 06-09-05

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CERTIFICATE OF AMENDMENT

OF THE

RESTATED CERTIFICATE OF INCORPORATION

OF

**VIDIUS, INC.
a Delaware Corporation**

The undersigned does hereby certify on behalf of Vidius, Inc. (the "*Corporation*"), a corporation organized and existing under the Delaware General Corporation Law, as follows:

FIRST: That he is the duly elected and acting Chief Executive Officer of the Corporation.

SECOND: That the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware on March 2, 2000 under the name "Vidius Inc." and was subsequently amended on May 23, 2000 and June 21, 2000, and amended and restated on August 21, 2000, March 21, 2001 and November 26, 2001.

THIRD: That a Certificate of Renewal was filed on May 20, 2004, and the Certificate of Incorporation was further amended and restated on October 27, 2004 and May 2, 2005.

FOURTH: That pursuant to Section 242 of the General Corporation Law of the State of Delaware, Article I of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"ARTICLE I

The name of the corporation is PortAuthority Technologies, Inc. (the "*Corporation*")."

FIFTH: That pursuant to Section 242 of the General Corporation Law of the State of Delaware, the preamble to Article IV of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"ARTICLE IV.

The Corporation is authorized to issue two classes of stock designated, respectively, "*Common Stock*" and "*Preferred Stock*."

Effective immediately as of the time this Certificate of Amendment of the Restated Certificate of Incorporation (this "*Certificate of Amendment*") is filed with the Secretary of State of the State of Delaware (the "*Effective Time*") each of the following shall occur concurrently, without any action on the part of the holder of a share subject to the following or on the part of the Corporation:

(1) every two and one half (2.5) shares of the Corporation's Common Stock either issued and outstanding or held by the Corporation as treasury stock shall convert into one (1) share of Common Stock; provided, however, that no fractional shares shall be issued, and that instead of issuing such fractional shares, the Corporation shall pay in cash the fair value of such fractions of a share as of the time when this Certificate of Amendment becomes effective;

(2) every two and one half (2.5) shares of each series of the Corporation's Preferred Stock either issued and outstanding or held by the Corporation as treasury stock shall convert into one (1) share of such series of Preferred Stock of the Corporation, without increasing or decreasing the amount of stated capital or paid-in surplus of the Corporation.

The actions described in the foregoing paragraphs (1) and (2) shall be referred to herein as the "*Reverse Split*."

All numbers of shares and all dollar amounts expressed on a per share basis in this Certificate of Amendment are intended to fully reflect any adjustments required by the Reverse Split, and no further adjustment shall be made as a consequence thereof pursuant to Section C3(e), or any other provision of the Certificate of Incorporation.

As of the Effective Time, the total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 72,716,538 shares: (a) 44,000,000 shares of Common Stock, \$0.01 par value per share ("*Common Stock*"), and (b) 28,716,538 shares of Preferred Stock, \$0.01 par value per share ("*Preferred Stock*")."

SIXTH: That pursuant to Section 242 of the General Corporation Law of the State of Delaware, the preamble to Section C of Article IV of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"C SERIES C-1 PREFERRED STOCK AND SERIES C-2 PREFERRED STOCK

20,767,323 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated as a series known as "*Series C-1 Preferred Stock*." 7,949,215 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated as a series known as "*Series C-2 Preferred Stock*." The Series C-1 Preferred Stock and Series C-2 Preferred Stock are collectively referred to herein as the "*Series C Preferred Stock*." The term "*Applicable Series C Preferred Stock*" shall mean (i) in the case of Series C-1 Preferred Stock, the Series C-1 Preferred Stock, and (ii) in the case of Series C-2 Preferred Stock, the Series C-2 Preferred Stock. The Series C-1 Preferred Stock and Series C-2

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Preferred Stock shall have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations:"

SEVENTH: That pursuant to Section 242 of the General Corporation Law of the State of Delaware, Section C.1 of Article IV of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"1 Dividend Provisions.

The Corporation shall not declare, pay or set aside any dividends on shares of Common Stock (other than dividends on shares of Common Stock payable in shares of Common Stock) in any year unless (a) the holders of the Series C-1 Preferred Stock then outstanding shall first receive, or simultaneously receive for such year, a dividend on each outstanding share of Series C-1 Preferred Stock in an amount at least equal to \$0.0322 per share of Series C-1 Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares), and (b) the holders of the Series C-2 Preferred Stock then outstanding shall first receive, or simultaneously receive for such year, a dividend on each outstanding share of Series C-2 Preferred Stock in an amount at least equal to \$0.052575 per share of Series C-2 Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares). The foregoing dividends shall not be cumulative and no rights shall accrue to holders of the Series C Preferred Stock by reason of the fact that dividends on said shares are not declared or paid in any prior year. The Corporation shall not declare, pay or set aside any dividends on shares of any class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless the holders of the Series C Preferred Stock then outstanding shall first receive, or simultaneously receive, in addition to any dividend payable pursuant to the foregoing provisions of this Section C.1, a dividend on each outstanding share of Series C Preferred Stock in an amount at least equal to (i) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, an amount per share of Series C Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all such shares of such class or series had been converted into Common Stock, and (B) the number of shares of Common Stock issuable upon conversion of a share of Series C Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend, or (ii) in the case of a dividend on any class or series that is not convertible into Common Stock, an amount per share of Applicable Series C Preferred Stock determined by multiplying (A) the fraction obtained from dividing (I) the amount of the dividend payable on each share of such class or series of capital stock by (II) the original issuance price of such class or series of capital stock and (B) an amount equal to (I) \$0.4025554925 per share of Series C-1 Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) (such amount, as so adjusted from time to time, being hereinafter referred to as the "Series C-1 Original Issue Price"), or (II) \$0.657297645 per share of Series C-2 Preferred

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Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) (such amount, as so adjusted from time to time, being hereinafter referred to as the "*Series C-2 Original Issue Price*"). For purposes of this Certificate of Incorporation, the term "*Applicable Original Issue Price*" shall mean, in the case of the Series C-1 Preferred Stock, the Series C-1 Original Issue Price and, in the case of the Series C-2 Preferred Stock, the Series C-2 Original Issue Price. In the event that the Board of Directors shall have declared dividends which remain unpaid immediately prior to, and in the event of, conversion of the Series C Preferred Stock, the Corporation shall, at its option (but with the approval of a majority of the Corporation's directors, including, both Series C-1 Directors (as defined below) and the Series C-2 Directors (as defined below)), pay in cash to the holders of the Series C Preferred Stock, subject to conversion, the full amount of any such dividends or convert such dividends into Common Stock at the then effective applicable Conversion Price referred to in Section C.3(a) or a combination thereof, together with cash in lieu of any fractional share of Common Stock. The holders of outstanding shares of Series C Preferred Stock may waive any dividend that such holders may be entitled to receive under this Section C.1 upon the affirmative vote or written consent of the holders of at least a majority of the Series C Preferred then outstanding (voting together as a single class on an as converted basis (a "*Majority Interest*")."

EIGHTH: That pursuant to Section 242 of the General Corporation Law of the State of Delaware, Section C.3 of Article IV of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

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

(a) Right to Convert. Each share of the Series C-1 Preferred Stock shall be convertible, without payment of additional consideration by the holder thereof, 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 stock, into such number of fully paid and nonassessable shares of the Common Stock as is determined by dividing (i) the Series C-1 Original Issue Price, by (ii) the Series C-1 Conversion Price (as defined below) in effect on the date the certificate for such share of Series C-1 Preferred Stock is surrendered to the Corporation for conversion. Each share of the Series C-2 Preferred Stock shall be convertible, without payment of additional consideration by the holder thereof, 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 stock, into such number of fully paid and nonassessable shares of the Common Stock as is determined by dividing (i) the Series C-2 Original Issue Price, by (ii) the Series C-2 Conversion Price (as defined below) in effect on the date the certificate for such share of Series C-2 Preferred Stock is surrendered to the Corporation for conversion. The "*Series C-1 Conversion Price*" per share for shares of the Series C-1 Preferred Stock, and the "*Series C-2 Conversion Price*" per share for shares of the Series C-2 Preferred Stock, shall initially be equal to \$0.4025554925 and \$0.657297645, respectively. Each of the Series C-1 Conversion Price and Series C-2 Conversion Price shall

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be referred to herein as a "*Conversion Price*," and the term "*Applicable Conversion Price*" means, with respect to the Series C-1 Preferred Stock, the Series C-1 Conversion Price and, with respect to the Series C-2 Preferred Stock, the Series C-2 Conversion Price. Each such initial Conversion Price, and the rate at which shares of Series C Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below; provided, however, that the Conversion Price shall be subject to adjustment as set forth in this Certificate of Incorporation."

NINTH: That the foregoing Certificate of Amendment of the Restated Certificate of Incorporation of the Corporation has been duly adopted and approved by the Board of Directors and stockholders of the Corporation in accordance with the applicable provisions of Sections 141, 228 and 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned hereby further declares and certifies under penalty of perjury that the facts set forth in the foregoing certificate are true and correct to his own knowledge, and that this certificate is his own act and deed.

Executed on June 8, 2005.

/s/ Pete Foley

Pete Foley,
Chief Executive Officer

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