

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
USARSYS ACQUISITION CORP.	12/16/1999
RECEIVING PARTY DATA	
Name:	USAR SYSTEMS INCORPORATED
Street Address:	568 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10012
PROPERTY NUMBERS Total: 3	
Property Type	Number
Application Number:	08708048
Application Number:	09764222
Application Number:	09157739
CORRESPONDENCE DATA	
Fax Number:	(970)692-2203
Email:	docket-oppedahl@oppedahl.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	Oppedahl Patent Law Firm LLC
Address Line 1:	P.O. Box 5940
Address Line 4:	Dillon, COLORADO 80435
ATTORNEY DOCKET NUMBER:	SEMT.G
NAME OF SUBMITTER:	Robert Sykes
Total Attachments: 11 source=2194_USAC-USI#page1.tif source=2194_USAC-USI#page2.tif	

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CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
USARSYS ACQUISITION CORP.

FILED DECEMBER 16, 1999

(TO CHANGE NAME TO USAR SYSTEMS INCORPORATED)

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/16/1999
981543017 - 3133362

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

USARSYS ACQUISITION CORP.

It is hereby certified that:

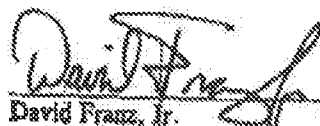
1. The name of the corporation (hereinafter called the "corporation") is USARSYS Acquisition Corp.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article the following new Article:

"I. The name of this Corporation is USAR Systems Incorporated."

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on December 3, 1999


David Franz, Jr.
Vice President, Chief Financial Officer
and Secretary

LAW87478.1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:00 AM 11/30/1999
991509860 - 3133362

CERTIFICATE OF INCORPORATION

OF

USARSYS ACQUISITION CORP.

I.

The name of this Corporation is USARSYS Acquisition Corp.

II.

The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle, and the name of its registered agent at that address is Corporation Service Company.

III.

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.

IV.

The total number of shares of stock which the corporation shall have authority to issue is Ten Thousand (10,000), all of which are without par value. All such shares are of one class and are shares of Common Stock.

V.

The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation.

VI.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeat, alter, amend and rescind the Bylaws of the Corporation.

VII.

Election of directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall so provide.

VIII.

No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article VIII shall not eliminate or limit the liability of a director (i) for any breach of such 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 the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which such director derives an improper personal benefit. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended.

IX.

The corporation shall, to the fullest extent permitted by the provisions of § 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

X.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

XI.

The name and mailing address of the incorporator of the Corporation are:

Name	Mailing Address
Nobuko Christy	c/o Paul, Hastings, Janofsky & Walker LLP 555 South Flower Street, 23rd Floor Los Angeles, California 90071

IN WITNESS WHEREOF, this Certificate has been signed on the 30th day of November, 1999.

Nobuko Christy
Nobuko Christy, Incorporator

ENCLOSURE

CERTIFICATE OF INCORPORATION

OF

USAR SYSTEMS INCORPORATED

UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW

I, the undersigned natural person of the age of eighteen (18) years or more, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") under and pursuant to the provisions of the New York Business Corporation Law, adopt the following Certificate of Incorporation.

ARTICLE I. The NAME of the Corporation is USAR Systems Incorporated

ARTICLE II. This corporation is organized under the laws of the State of New York.

ARTICLE III. The PERIOD OF DURATION of the Corporation shall be perpetual.

ARTICLE IV. The NATURE of the business of the corporation, the PURPOSES for which it is organized and its POWERS are as follows:

A. To engage in, conduct and transact any and all lawful business within and without the State of New York or pursue any other lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York; and

B. To have, enjoy and exercise all the rights, powers and privileges conferred upon corporations organized under the laws of the State of New York, whether now or hereafter in effect, and whether or not herein specifically mentioned;

C. Provided, however, that this Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department,

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board, agency or other body without such consent or approval first being obtained. The foregoing enumeration of purposes and powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law

ARTICLE V. STOCK - VOTING RIGHTS

A. Authorized Shares. The total number of shares which the corporation shall have authority to issue is SIXTY THOUSAND (60,000) shares, which shall consist of one class only, designated "common stock". Each of such shares shall have a par value of one cent (\$.01).

B. The corporation shall have the right to impose restrictions of the transfer of all, or any part of, its shares and may become party to agreements entered into by any of its shareholders restricting transfer or encumbrance of any of its shares, or subjecting any of its shares to repurchase or resale obligations.

ARTICLE VI. Shareholders shall have preemptive rights to acquire additional or treasury shares of the corporation or securities convertible into shares or carrying stock purchase warrants or privileges, or stock rights or options.

ARTICLE VII. A vote or concurrence of a majority of the outstanding shares of the corporation, or any class or series thereof, entitled to vote on the subject matter, shall be required to take any actions which, except for this Article, would require two-thirds of the votes cast under the New York Business Corporation Law.

ARTICLE VIII. The business and affairs of the corporation shall be managed by a board of directors which shall be elected at the annual meeting of the shareholders or at a special meeting called for that purpose. The initial board of directors of the corporation shall consist of two (2) members who need not be shareholders of the corporation, residents of the State of New York, or residents of the United States of America, and who shall serve until the first annual meeting of the shareholders and until their successors be elected and qualified. These individuals are:

TOM RECHT
69-39 Yellow Stone Boulevard
Forest Hills, New York 11375

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YANNIS MILIOS
521 West 112th Street
New York, New York 10025

The number of directors may be increased or decreased from time to time, subject to the provisions herein and pursuant to the By-Laws of the corporation, but no decrease shall have the effect of shortening the term of any incumbent director.

ARTICLE IX. There shall be no cumulative voting in the election of directors or for any other purpose.

ARTICLE X. No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI. The initial REGISTERED OFFICE of the corporation shall be 121 West 112 Street, #72, New York, New York, 10025 and the initial REGISTERED AGENT at such address is YANNIS MILIOS.

The OFFICE of the Corporation shall be located in the County of NEW YORK.

The Secretary of State of New York is designated as an agent upon which process may be served upon the Corporation and the Secretary of State shall mail a copy of such process to the Corporation at 121 West 112 Street, #72, New York, New York, 10025.

ARTICLE XII. - INDEMNIFICATION

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation), by reason of the fact that he 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, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, and reasonable cause to believe that his conduct was unlawful.

B. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he 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, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought determined upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

C. This Article shall not eliminate or limit the liability of any director if a judgment or other final adjudication adverse to him establishes that his acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled or that his acts violated section 719, or the liability of any director for any act or omission prior to the adoption of a provision authorized by this paragraph.

D. To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits in defense of any action, suit, or proceeding referred to in Paragraph A or B of this Article XII or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

E. Any indemnification under Paragraph A or B of this Article XII (unless ordered by a Court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in said Paragraph A or B. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

F. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in Paragraph D of this Article XII upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it ultimately determined that he is entitled to be indemnified by the corporation as authorized in this Article XII.

G. The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Certificate of Incorporation, and By-Laws, agreement, vote of shareholders or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person

who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of heirs, executors, and administrators of such person.

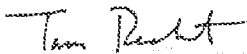
H. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article XII.

ARTICLE XIII. The corporation reserves the right to amend, alter, change or repeal any provision contained in, or to add any provision to its Certificate of Incorporation from time to time, in any manner now or hereafter prescribed or permitted by the New York Business Corporation Law, and all rights and powers conferred upon directors and shareholders hereby are granted subject to this reservation.

ARTICLE XIV. The name and address of the INCORPORATOR of the corporation is as follows:

TOM RECHT
6939 Yellow Stone Boulevard
Forest Hills, New York 11375

EXECUTED this 10th day of August, 1990.


TOM RECHT, Incorporator
6939 Yellow Stone Boulevard
Forest Hills, New York 11375

STATE OF NEW YORK

COUNTY OF Albany

ss. N

S. Robert Adams, a Notary Public, hereby
certify that on the 10 day of August, 1990, personally
appeared before me Tom Recht, who, being by me first duly sworn,
acknowledged and declared that he is the person who signed the
foregoing document as incorporator, and that the statements
contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 10 day of August, 1990.

Notary Public for the State of New York
My Commission Expires 02/01/91

Notary Public

My commission expires:

2/01/91