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October 23, 2000

Secretary of State,
State of Florida,
Amendment Section,
Division of Corporations,
409 East Gaines Street,
Tallahassee, Florida 32399,
U.S.A.

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****35.00 ****35.00

Dear Sirs,

Re: Psion Teklogix Corporation
Certificate of Authority

We act as general corporate counsel to Teklogix Corporation, holding a Certificate of Authority in the State of Florida. Teklogix Corporation recently changed its name to Psion Teklogix Corporation, and as such we wish to amend the Certificate of Authority to reflect the new name, and we enclose the following:

1. Application for Amended Certificate of Authority, in triplicate;
2. Certificate of Restated Articles changing the name; and
3. our firm cheque payable to Department of State, State of Florida, in the sum of US$35.00, being your requisite filing fee.

We trust you will find the foregoing in proper order, and the change can be effected on your records.

NC
11-2-00
MS

Yours very truly,

Alan James

FILED
00 OCT 24 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AJ:js
enc.

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. TEKLOGIX CORPORATION

Name of corporation as it appears on the records of the Department of State.

2. STATE OF DELAWARE

Incorporated under laws of

3. AUGUST 21, 1997

Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? OCTOBER 2, 2000

5. PSION TEKLOGIX CORPORATION

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

FILED
00 OCT 24 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. If the amendment changes the period of duration, indicate new period of duration.

Not applicable

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Not applicable

New Jurisdiction

Signature

OCTOBER 20, 2000

Date

CONSTANCE L. CROSBY

Typed or printed name

SECRETARY

Title

State of Delaware

Office of the Secretary of State

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 "TEKLOGIX CORPORATION", CHANGING ITS NAME FROM "TEKLOGIX CORPORATION" TO "PSION TEKLOGIX CORPORATION", FILED IN THIS OFFICE ON THE SECOND DAY OF OCTOBER, A.D. 2000, AT 2:45 O'CLOCK P.M.

Edward J. Freel, Secretary of State

0935713 8100

AUTHENTICATION: 0747384

001530840

DATE: 10-20-00

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TEKLOGIX CORPORATION**

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

Teklogix Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

A. The name of the corporation is **TEKLOGIX CORPORATION** (the "Corporation").

B. The Corporation was originally incorporated under the name of **TEKLOGIX CORPORATION** by Certificate of Incorporation filed with the Secretary of State of the State of Delaware on April 16th, 1982.

C. This Certificate amends the Certificate of Incorporation of the Corporation by changing the name of the Corporation from **TEKLOGIX CORPORATION** to **PSION TEKLOGIX CORPORATION**.

D. That the Directors and Shareholders of the Corporation have taken all actions for adoption and approval of the foregoing amendment requisite under the Delaware General Corporation Law and have directed that the text of the Certificate of Incorporation as heretofore and hereby amended be and the same is restated and integrated to read in full as follows:

RESTATED CERTIFICATE OF INCORPORATION
OF
PSION TEKLOGIX CORPORATION

1. The name of the Corporation is **PSION TEKLOGIX CORPORATION**

2. The address of its 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 its registered agent at such address is **THE CORPORATION TRUST COMPANY.**

3. The nature of the business or purposes to be conducted or promoted are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the Corporation shall have authority to issue is One Hundred (100), at no par value.

5. The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

   (1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in the By-Laws. Election of directors need not be by ballot unless the By-Laws so provide.

(2) The Board of Directors shall have power without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the By-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and

things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders, provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

6. The Corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

7. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this

Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

8. 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 law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

9. This Restated Certificate of Incorporation shall take effect on the day of its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this instrument has been signed on behalf of the Corporation this 29th day of September, 2000 by

Constance L. Crosby
Secretary
Teklogix Corporation