

**RESTATED
CERTIFICATE OF INCORPORATION
OF
DATA-DEL, INC.**

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

**The undersigned, being the President of Data-Del, Inc.,
a Delaware corporation (the "Corporation"), for the purpose of
restating the Certificate of Incorporation of the Corporation
DOES HEREBY CERTIFY AS FOLLOWS:**

**FIRST: The name of the corporation is DATA-DEL, INC.
(the "Corporation").**

**SECOND: The Certificate of Incorporation of the
Corporation was filed in the office of the Secretary of State of
Delaware on October 5, 1989.**

THIRD: The Certificate of Incorporation is hereby amended and restated into the single instrument hereinafter set forth:

**RESTATED
CERTIFICATE OF INCORPORATION
OF
DATA-DEL, INC.**

FIRST: The name of the corporation is DATA-DEL, INC. (the "Corporation").

SECOND: The registered office of the Corporation is to be located at 32 Lockerman Square, Suite L-100, in the City of Dover, County of Kent, State of Delaware, 19901. The name of its registered agent at that address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful activity for which corporations may be formed under the General Corporation Law of the State of Delaware, as from time to time amended.

FOURTH: The aggregate number of shares which the Corporation shall have the authority to issue is THIRTEEN MILLION (13,000,000), of which TWELVE MILLION (12,000,000) shares of the par value of ONE CENT (\$.01) per share shall be designated "Common Stock" and ONE MILLION (1,000,000) shares of the par value of ONE DOLLAR (\$1.00) per share shall be designated "Preferred Stock."

Subject to any applicable provisions of this Certificate of Incorporation and any applicable requirements or limitations prescribed by law, the Board of Directors of the Corporation is hereby empowered to authorize the issuance of one or more series of the Preferred Stock, and to fix the number, designation and relative rights, preferences and limitations of shares of each series of the Preferred Stock so authorized, specifying as to each series:

(i) The designation thereof in such a manner as shall distinguish shares thereof from all other series of the Preferred Stock then or theretofore so authorized;

(ii) The number of shares which shall initially constitute such series;

(iii) Whether or not the shares of such series shall have voting rights in addition to the voting rights expressly conferred by statute;

(iv) The rate or rates and the time or times at which dividends and other distributions on the shares of such series shall be paid, and whether or not any such dividends shall be cumulative;

(v) The amount payable on the shares of such series in the event of the voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(vi) Whether or not shares of such series shall be redeemable by the Corporation and, if so, the terms and conditions upon which the Corporation may exercise its right to redeem such shares;

(vii) Whether or not a sinking fund shall be created for the redemption of the shares of such series, and the terms and conditions of any such fund;

(viii) Whether or not the shares of such series shall have conversion privileges and, if so, the prices or rates of conversion and the method, if any, of adjusting the same; and

(ix) Any other relative rights, preferences, or limitations of the shares of such series.

The shares of each series of Preferred Stock shall be preferred over the Common Stock in the payment of dividends by the Corporation or in the distribution of assets of the Corporation in the event of its voluntary or involuntary liquidation, dissolution or winding up of its affairs or in both the payment of dividends and such distribution of assets in the manner and to the extent set forth in the resolution or resolutions of the Board of Directors authorizing the issuance of such series of Preferred Stock.

Except as otherwise provided by statute, or in the resolution or resolutions of the Board of Directors of the Corporation authorizing the issuance of a series of Preferred Stock and fixing and determining the relative rights and preferences of the shares of any such series, the only class of capital stock of the Corporation entitled to voting rights for

any purpose shall be the Common Stock, the holders of which shall have one vote for each share held by them of record.

FIFTH: The name and mailing address of the incorporator is:

Randi B. Jaffe
c/o Shereff, Friedman, Hoffman & Goodman
919 Third Avenue
New York, New York 10022

SIXTH: The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) to adopt, amend or repeal the By-Laws of the Corporation in such manner and subject to such limitations, if any, as shall be set forth in the By-Laws; and

(b) to allot and authorize the issuance of the authorized but unissued shares of the Corporation, including the declaration of dividends payable in shares of any class to stockholders of any class; and

(c) to exercise all of the powers of the Corporation, insofar as the same may lawfully be vested by this Certificate in the Board of Directors.

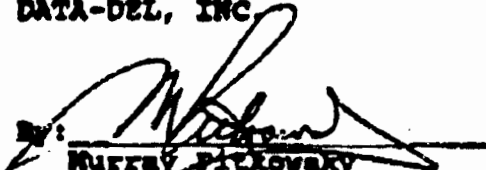
SEVENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that to the extent required by the provisions of Section 102(b)(7) of the General Corporation Law of the State of Delaware or any successor statute, or any other laws of the State of Delaware, this provision shall not eliminate or limit the liability of a director (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 Corporation Law of the State of Delaware or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended General Corporation Law of the State of Delaware. Any repeal or modification of this

paragraph SEVENTH by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

FOURTH: The Restated Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware and has been authorized by the written consent of the sole Director of the Corporation and the unanimous written consent of the holders of all the outstanding shares of the Corporation entitled to vote thereon at a meeting of the stockholders.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed this certificate as of this 30th day of October, 1989.

DATA-DEL, INC.

By: 
Murray Pitkovsky
President

ATTEST:


Michael A. Green
Assistant Secretary