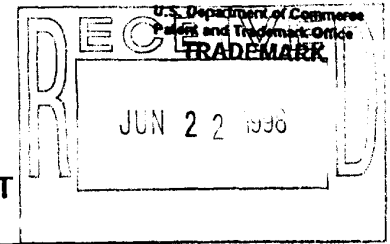


06-30-1998



100750020



Corr
6/22/98

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # 1708 Frame # 0034

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Allconnect, LLC Execution Date
Month Day Year _____

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other Limited Liability Company
- Citizenship/State of Incorporation/Organization Georgia

Receiving Party

Mark if additional names of receiving parties attached

Name Intelligent Consumer Holdings, L.L.C.

DBA/AK/A/T/A _____

Composed of _____

Address (line 1) 5195 Lake Forrest Drive

Address (line 2) _____

Address (line 3) Atlanta Georgia 30342
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other Limited Liability Company
- Citizenship/State of Incorporation/Organization Georgia

06/29/1998 DC0ATES 00000220 75159393

FOR OFFICE USE ONLY

01 FC:481

40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 1745 FRAME: 0932

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

404-881-7000

Name

Ginabeth B. Hutchison, Esq.

Address (line 1)

Alston & Bird

Address (line 2)

One Atlantic Center

Address (line 3)

1201 West Peachtree Street

Address (line 4)

Atlanta, Georgia 30309

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

7

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/159393		

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Ginabeth B. Hutchison

Name of Person Signing

Ginabeth B. Hutchison

Signature

6/17/98

Date Signed



04-07-1998



100678008

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

MED 3-2-98

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached **40E**

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package #651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) Information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="74/159393"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Ginabeth B. Hutchison
Name of Person Signing

Ginabeth B. Hutchison
Signature

2/26/98
Date Signed

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 980500306
CONTROL NUMBER : 9616039
DATE INC/AUTH/FILED: 05/10/1996
JURISDICTION : GEORGIA
PRINT DATE : 02/19/1998
FORM NUMBER : 215



ALSTON & BIRD
LORNA SNOW
1201 WEST PEACHTREE ST.
ATLANTA GA 30309-3424

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**INTELLIGENT CONSUMER HOLDINGS, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY**

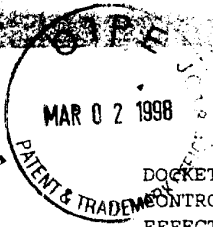
Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530



DOCKET NUMBER : 973560202
CONTROL NUMBER: 9616039
EFFECTIVE DATE: 12/22/1997
REFERENCE : 0045
PRINT DATE : 12/22/1997
FORM NUMBER : 663

B. LAMONT ROOKER
ALSTON & BIRD LLP
1201 W. PEACHTREE ST.
ATLANTA, GA 30309

CERTIFICATE OF RESTATED ARTICLES WITH NAME CHANGE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the articles of organization of

**ALLCONNECT, LLC
A GEORGIA LIMITED LIABILITY COMPANY**

have been duly restated and amended and the limited liability company name changed to

INTELLIGENT CONSUMER HOLDINGS, L.L.C.

by the filing of articles of restatement in the office of the Secretary of State and by paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

TRADEMARK
REEL: 1745 FRAME: 0937

973560302

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ALLCONNECT, LLC

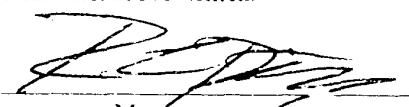
9616039
973560196

THESE AMENDED AND RESTATED ARTICLES OF ORGANIZATION of ALLCONNECT, LLC (the "LLC") dated December 11, 1997 are hereby filed to amend and restate the Articles of Organization of the LLC, which were dated May 9, 1996 and filed May 10, 1996 to form a limited liability company under Georgia Limited Liability Company Act (O.C.G.A. §14-11-100 et seq.), which Articles of Organization are hereby amended and restated in their entirety.


FIRST. The name of the limited liability company formed hereby is "INTELLIGENT CONSUMER HOLDINGS, L.L.C."

SECOND. The Management of the LLC shall be vested in one or more managers, selected in accordance with such operating agreement agreed to by the members of the LLC or the Georgia Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization as of the date first above written.



Manager



Name printed

10 01 97
16 11 01

AD973450 175

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530



CONTROL NUMBER : 9616039
EFFECTIVE DATE : 05/10/1996
COUNTY : FULTON
REFERENCE : 0107
PRINT DATE : 05/17/1996
FORM NUMBER : 356

REID H. HARBIN
285 PEACHTREE CENTER AVENUE
SUITE 2500, MARQUIS TWO TOWER
ATLANTA GA 30303

CERTIFICATE OF ORGANIZATION

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

ALLCONNECT, LLC
A GEORGIA LIMITED LIABILITY COMPANY

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of articles of organization in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the city of Atlanta and the State of Georgia on the date set forth above.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



**ARTICLES OF ORGANIZATION OF
ALLCONNECT, LLC**

**ARTICLE I
Name**

The name of this Limited Liability Company is "ALLCONNECT, LLC". It is referred to in these Articles of Organization as the "Company." It is organized under the Georgia Limited Liability Company Act, O.C.G.A. § 14-11-100 et seq.

**ARTICLE II
Duration**

The latest date on which the Company is to dissolve is June 1, 2050, unless sooner dissolved in accordance with these Articles, or such operating agreement agreed to by the members of the Company, or the Georgia Limited Liability Company Act.

**ARTICLE III
Registered Agent for Service of Process**

The registered agent is J. Rutherford Seydel, 285 Peachtree Center Avenue, Suite 2500, Marquis Two Tower, Atlanta, Georgia 30303.


**ARTICLE IV
Registered Office**

The registered office is located at 285 Peachtree Center Avenue, Suite 2500, Marquis Two Tower, Atlanta, Georgia 30303.

**ARTICLE V
Management**

Management of the Company is vested in one or more managers, selected in accordance with these Articles, or such operating agreement agreed to by the members of the Company, or the Georgia Limited Liability Company Act.

IN WITNESS WHEREOF, the Organizer of the Company has executed these Articles of Organization on May 9, 1996 at Atlanta, Georgia:



J. RUTHERFORD SEYDEL II, Organizer

LAWSON, DAVIS & PICKREN
2500 Marquis Two Tower
285 Peachtree Center Avenue, N.E.
Atlanta, Georgia 30303

SECRETARY OF STATE
MAY 10 10 39 AM '96
BSR (4)

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

RESERVATION NUMBER: 961140916
EFFECTIVE DATE : 04/23/1996
EXPIRATION DATE : 07/22/1996
LICENSE NUMBER : N/A
CONSENT ON FILE : N/A
PRINT DATE : 04/29/1996
FORM NUMBER : 506

RUTHERFORD SEYDEL
285 PEACHTREE CNTR
SUITE 2500
ATLANTA GA 30303

NAME RESERVATION CERTIFICATE

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the records of the Secretary of State have been reviewed and the name

ALLCONNECT, ~~INC.~~

is not identical to, and appears to be distinguishable from, the name of any other existing entity on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate. Please submit this original certificate with any subsequent formation filing.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

[Georgia state seal appears here on official form.]

BUSINESS INFORMATION AND SERVICES
Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

TRANSMIT ALL INFORMATION FOR GEORGIA
LIMITED LIABILITY COMPANIES

DO NOT WRITE IN SHADED AREA - SDS USE ONLY

DOCKET # 901360147 PENDING CONTROL # P141370 CONTROL # _____

Docket Code 350 LLC Type CL

Date Filed 5-10-96 Amount Received \$ 75 Check/Receipt # 9438

Jurisdiction (County) Code 011 F. 110

Examiner OK Date Completed _____

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. 961140910
LLC Name Reservation Number
ALLCONNECT, LLC
LLC Name (exactly as appears on name reservation)

2. Reid H. Harbin
Applicant/Attorney
285 Peachtree Center Avenue
Address City State Zip Code

3. Name and Address of each organizer (attach out of state addresses if the organizer is out of state)
J. Rutherford Seydel, III
Organizer Address City State Zip Code
2500 Peachtree Dunwoody Ave, N.E.
Organizer Address City State Zip Code

4. J. Rutherford Seydel, III
Name of Registered Agent in Georgia
285 Peachtree center Avenue, Suite 315, West Tower
Registered Office Street Address in Georgia
Atlanta Fulton GA 30340
City County State Zip Code

5. 5195 Lake Front Drive Atlanta GA 30342
Principal Place of Business Mailing Address City State Zip Code

6. NOTICE: This form does not replace the articles of organization. Mail or deliver to the Secretary of State at the above address the following: (1) an original and one copy of this form; (2) an original and one copy of the articles of organization; and (3) a filing fee of \$75.00 (make check payable to "Secretary of State").

[Signature]
Authorized Signature
(Member, Manager, or Organizer)

May 9, 1996
Date



ALSTON & BIRD LLP

DF

One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

404-881-7000
Fax: 404-881-7777

Ginabeth B. Hutchison

Direct Dial: 404-881-7145

Internet: ghutchison@alston.com

February 26, 1998

Attn: Assignment Branch
Commissioner of Patents and Trademarks
Washington, D.C. 20231

Re: Recording of Certificate of Amendment with Name Change of
Allconnect, LLC to Intelligent Consumer Holdings, L.L.C.

Dear Sir:

In connection with the subject change of corporate name, please record the enclosed Certificate of Amendment with respect to the following trademark application:

<u>Mark</u>	<u>Serial Number</u>
ALLCONNECT	74/159,393

The recordation fee in the amount of \$40.00 is included herewith. Please return the recorded Certificate of Amendment to my attention.

Sincerely yours,

Ginabeth B. Hutchison

GBH:lls
Enclosure
[AC980560.192]

03/24/1998 BSTEWART 00000082 74159393
01 FC:481 40.00 DP

1211 East Morehead Street
P. O. Drawer 34009
Charlotte, NC 28234-4009
704-331-6000
Fax: 704-334-2014

3605 Glenwood Avenue
P. O. Drawer 31107
Raleigh, NC 27622-1107
919-420-2200
Fax: 919-881-3175

601 Pennsylvania Avenue, N.W.
North Building, Suite 250
Washington, DC 20004-2601
202-508-3300

TRADE MARK

RECORDED: 06/22/1998

REEL: 1745 FRAME: 0943