

09-08-1998



Form PTO-1534 (Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE

OMB No. 0651-0011 (exp. 4/94)

100823975

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof

88-2-6 DM

1. Name of conveying party(ies):

ThemeMedia Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Cartia, Inc.
8383 158th Ave. N.E., Suite 220
Redmond, Washington 98052

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Delaware
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 20, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or trademark number(s):

A. Trademark Application No(s).	B. Trademark Registration No(s).
75/116,942 75/243,056 75/249,760	
75/249,761 75/249,762 75/491,241	

5. Name and address of party to whom correspondence concerning document should be mailed:

Gary S. Weinstein, #42,217
FAEGRE & BENSON LLP
2200 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-3901
612/336-3492

6. Total number of applications and registrations involved: 6


7. Total fee (37 CFR 3.41)\$165.00

Enclosed
 Authorized to be charged to deposit account for underpayment

8. Deposit Account number: 06-0029

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and believe, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Gary S. Weinstein, #42,217  August 31, 1998
Name of person signing Signature Date

09/04/1998 SSMITH 00000022 060029 75116942 Total number of pages including cover sheet, attachments, and document: 3

01 FC:461 40.00 DP
02 FC:462 25.00 CH 100.00 DP

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

State of Delaware
Office of the Secretary of State PAGE 1

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 CERTIFICATE OF AMENDMENT OF "THEMEMEDIA INC.", CHANGING ITS NAME FROM "THEMEMEDIA INC." TO "CARTIA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 1998, AT 3 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2660503 8100

981291952

AUTHENTICATION: 9219634

DATE: 07-27-98
TRADEMARK

REEL: 1778 FRAME: 0809

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

ThemeMedia Inc. (the "Company"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of the Company resolutions were duly adopted setting forth a proposed amendment of the Company's Certificate of Incorporation, declaring the amendment to be advisable, and calling a meeting of the stockholders of the Company for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing Article FIRST thereof so that, as amended, the Article shall read as follows:

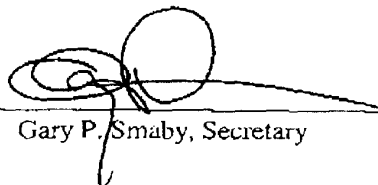
"FIRST: The name of the Corporation is Cartia, Inc."

SECOND: That thereafter, pursuant to the resolution of the Board of Directors, an annual meeting of the Company's stockholders was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law, at which the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That the amendment was duly adopted in accordance with Section 242 of the General Corporation Law.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to be signed by its duly authorized officer this 20th day of July, 1998.

THEMEMEDIA INC.

By  _____
Gary P. Smaby, Secretary

M1:398771.01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 07/27/1998
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