

12-07-1998

Client Code: LEEHANK.001T

HEET

D



TO THE HONORABLE COMMISSIONER  
thereof

100913741

record the attached original documents or copy

*MLO 11-13-98*

1. Name of conveying party(ies): (If multiple assignors, list numerically)

GO2 SOFTWARE, INC.



- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Delaware
- Other:

11-13-1998

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #33

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

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

Name: GO2 SYSTEMS, INC.

Internal Address:

Street Address: 4 Hampshire Court

City: Newport Beach, CA State: CA ZIP: 92660

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation - State: Delaware
- Other:

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)  
Additional name(s) and address(es) attached?  
 Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above)  
October 12, 1998

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

- a. Trademark Application No(s):  
74/724,352
- b. Trademark Registration No(s):

Additional numbers attached?  Yes  No

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

Name: Diane M. Reed  
KNOBBE, MARTENS, OLSON & BEAR, LLP  
Internal Address: Sixteenth Floor  
Street Address: 620 Newport Center Drive  
City: Newport Beach State: CA ZIP: 92660

7. Total fee (37 CFR 3.41): \$40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 1

9. 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.

Diane M. Reed  
Name of Person Signing

*Diane M. Reed*  
Signature

11/10/98  
Date

Total number of pages, including cover sheet, attachments and document: 5

Mail documents to be recorded with required cover sheet information to:

12/04/1998 INGVYEN 00000136 74724352

01 FC:481

40.00 OP

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

DMR-9708.nf/111098

KNOBBE, MARTENS, OLSON & BEAR, LLP  
620 NEWPORT CENTER DR 16TH FLOOR NEWPORT BEACH, CA 92660  
(949) 760-0404 FAX (949) 760-9502

TRADEMARK  
REEL: 1822 FRAME: 0399

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 CERTIFICATE OF AMENDMENT OF "GO2 SOFTWARE, INC.", CHANGING ITS NAME FROM "GO2 SOFTWARE, INC." TO "GO2 SYSTEMS, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

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



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

---

Edward J. Freel, Secretary of State

2538387 8100

981394153

AUTHENTICATION: 9352424

DATE: 10-14-98

TRADEMARK  
REEL: 1822 FRAME: 0400

CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
Go2 SOFTWARE, INC.  
a Delaware corporation

Go2 Software, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL") (hereinafter, the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That pursuant to an Action by Written Consent of the Sole Director of the Corporation, resolutions were duly adopted setting forth proposed amendments to the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), declaring said amendments to be advisable and authorizing the officers of the Corporation to present the proposed amendments to the sole stockholder of the Corporation for his consideration. The resolution setting forth the proposed amendments is set forth below:

"RESOLVED, that Articles FIRST and FOURTH of the Certificate of Incorporation are amended and restated in their entirety to read as follows:

FIRST. The name of the Corporation is Go2 SYSTEMS, INC.'

FOURTH.

(A) Authorized Shares. The total number of shares which the Corporation shall have authority to issue is Two Million (2,000,000) shares of capital stock, of which One Million Eight Hundred Thousand (1,800,000) shares shall be designated "Common Stock," with a par value of \$.0001 per share, and Two Hundred Thousand (200,000) shares shall be designated "Preferred Stock," with a par value of \$.0001 per share.

(B) Automatic Conversion. Upon the amendment of this Article FOURTH, each outstanding share of Common Stock is automatically converted into One Hundred (100) shares of fully paid and nonassessable Common Stock, par value of \$.0001 per share, without any further action on the part of the holder thereof or the Corporation. On and after the effective date of this Amendment to the Certificate of Incorporation, notwithstanding that any certificates representing shares of Common Stock shall not have been surrendered for conversion, the person or persons holding certificates representing Common Stock shall be regarded for all corporate purposes as the holder or holders of the number of shares of Common Stock to which such holder or holders are entitled upon the conversion of the Common Stock described above."

SECOND: That, thereafter, the proposed amendment was approved by an action by written consent of the sole stockholder of the Corporation entitled to vote thereon in accordance with the provisions of Section 228 of the DGCL.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 228 and 242 of the DGCL.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 10/13/1998  
981394153 - 2538387

OC982850.096/SK/H3407-004/10-12-98/sk

TRADEMARK  
REEL: 1822 FRAME: 0401

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by S. Lee Hancock, its President, and attested by S. Lee Hancock, its Secretary, this 12<sup>th</sup> day of October, 1998.

Go2 Software, Inc., a Delaware corporation



S. Lee Hancock, President

ATTEST:



S. Lee Hancock, Secretary