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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party (ies): Expressly Portraits, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State California corporation, Other

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

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

Name: The Picture People Inc. Internal Address: Street Address: 1157 Triton Drive, Suite B City: Foster City State: CA ZIP: 94404

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State California corporation, Other

If assignment 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 addresses attached? Yes No

3. Nature of conveyance:

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

Execution Date: January 11, 1999

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

A. Trademark Application No.(s) 75/157,960 75/604,125 75/533,723 75/546,948 75/597,587

B. Trademark Registration No.(s) 1,546,887 1,798,323 1,843,276

Additional numbers attached? Yes No

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

Name: Wilson Sonsini Goodrich & Rosati Internal Address: Andrew P. Bridges Street Address: 650 Page Mill Road City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of application and registrations involved: 8

7. Total fee (37 CFR 3.41) \$ 215.00

- Enclosed, Authorized to be charged to deposit account

If fee is insufficient, please charge

8. Deposit account number: 23-2415 (Attn: 7699-900)

(Attach duplicate copy of this page if paying by deposit account.)

DO NOT USE THIS SPACE

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.

John L. Slafsky Name of Person Signing

Signature

2-22-99 Date

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

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

TRADEMARK REEL: 1863 FRAME: 0613

03/03/1999 JWR/KINS 00000124 75157960 40.00 175.00

WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION

650 PAGE MILL ROAD
PALO ALTO, CALIFORNIA 94304-1050
TELEPHONE 650-493-9300 FACSIMILE 650-493-6811
WWW.WSGR.COM

JOHN ARNOT WILSON
RETIRED

February 22, 1999

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

Re: REQUEST FOR RECORDATION OF CHANGE OF APPLICANT NAME

Mark: EXPRESSLY PORTRAITS
Registration No.: 1,546,887
Registrant: Expressly Portraits, Inc.
Registration Date: July 4, 1989
Attorney Docket No.: 07699-TM1001

Mark: 1 HR CLUB
Registration No.: 1,843,276
Registrant: Expressly Portraits, Inc.
Registration Date: July 5, 1994
Attorney Docket No.: 07699-TM1002

Mark: 1 HR CLUB AND DESIGN
Registration No.: 1,798,323
Registrant: Expressly Portraits, Inc.
Registration Date: October 12, 1993
Attorney Docket No.: 07699-TM1003

Mark: ZOOM ROOM
Serial No.: 75/157,960
Original Applicant: Expressly Portraits, Inc.
Filing Date: August 29, 1996
Attorney Docket No.: 07699-TM1006

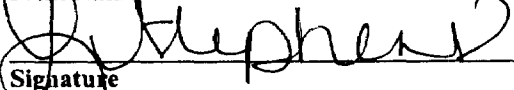
Mark: THE PICTURE PEOPLE
Serial No.: 75/533,723
Original Applicant: Expressly Portraits, Inc.
Filing Date: August 10, 1998
Attorney Docket No.: 07699-TM1012

CERTIFICATE OF MAILING UNDER
37 C.F.R. §1.8(a)

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231, on:

Laureen Stephens
Print Name

2-22-99
Date of Deposit


Signature

2-22-99
Date

TRADEMARK
REEL: 1863 FRAME: 0614

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Mark: THE PICTURE PEOPLE AND DESIGN
(PHOTOGRAPHER)
Serial No.: 75/546,948
Original Applicant: Expressly Portraits, Inc.
Filing Date: September 1, 1998
Attorney Docket No.: 07699-TM1014

Mark: FOCUS POCUS
Serial No.: 75/597,587
Original Applicant: Expressly Portraits, Inc.
Filing Date: December 1, 1998
Attorney Docket No.: 07699-TM1007

Mark: FOCUS POCUS AND DESIGN
Serial No.: 75/546,948
Original Applicant: Expressly Portraits, Inc.
Filing Date: December 1, 1998
Attorney Docket No.: 07699-TM1015

Dear Commissioner:

Enclosed for filing are (i) a copy of the Certificate of Amendment of Articles of Incorporation of Expressly Portraits, Inc. evidencing the company's name change from Expressly Portraits, Inc., a California corporation, to The Picture People Inc., a California corporation, and (ii) a duly executed Recordation Form Cover Sheet to record the change of name of the company from Expressly Portraits, Inc. to The Picture People Inc.

Also enclosed is a check made payable to the "Commissioner of Patents and Trademarks" in the amount of \$215.00 for the recording of the change of name. The Commissioner is authorized to charge any additional fees which may be required, including extension fees, or credit any overpayment to Deposit Account No. 23-2415 ATTN: 7699-900.

Please return the confirmation of the Change of Applicant Name with the stamped reel and frame numbers to the address shown below and please take note that all correspondence regarding the enclosed Change of Applicant Name and the related applications and registrations should be directed to:

Andrew P. Bridges
John L. Slafsky
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

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I would appreciate your acknowledging receipt of the attached Certificate of Amendment of Incorporation, Recordation Form Cover Sheet, and check in the amount of \$215.00 for filing fees by stamping the enclosed postcard with the date received and returning it to me.

Thank you for your attention to this matter.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation



Ty D. Tran
Legal Assistant

Enclosures

cc: Andrew P. Bridges (w/encl.)
John L. Slafsky (w/o encl.)

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
EXPRESSLY PORTRAITS, INC.

ENDORSED FILED
In the office of the Secretary of State
of the State of California

JAN 14 1999

BILL JONES, Secretary of State

The undersigned, Peter Harris and Michael J. O'Donnell, hereby certify that:

1. They are the duly elected and acting President and Assistant Secretary, respectively, of Expressly Portraits, Inc., a California corporation.
2. Article I of the Restated Articles of Incorporation of this corporation is amended in its entirety to read as follows:

"I.

The name of the Corporation is The Picture People Inc."

Article III of the Restated Articles of Incorporation of this corporation is amended in its entirety to read as follows:

"III.

This Corporation is authorized to issue two classes of shares to be designated respectively Common Stock and Preferred Stock. The total number of shares of Common Stock this Corporation shall have authority to issue is 80,000,000 and the total number of shares of Preferred Stock this Corporation shall have authority to issue is 40,000,000. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series of Preferred Stock and the limits and restrictions provided herein, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series. The Preferred Stock shall consist of two series, designated (i) Series A Preferred Stock ("Series A Preferred") consisting of 22,000,000 shares and (ii) Series B Preferred Stock

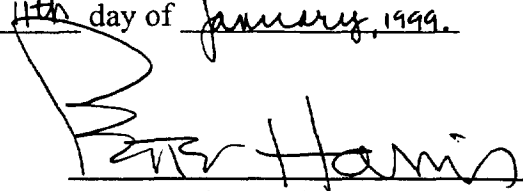
("Series B Preferred") consisting of 6,000,000 shares. Upon the filing of this Certificate of Amendment of Articles of Incorporation, each outstanding share of Common Stock shall be combined and converted into 0.10 shares of Common Stock (the "Reverse Stock Split"), with any fractional shares resulting from the Reverse Stock Split to be rounded to the nearest whole share with one-half (.5) being rounded upward."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The Corporation has two classes of stock outstanding. The total number of shares of Common Stock entitled to vote is 25,534,413. The total number of shares of Series A Preferred entitled to vote is 21,649,010. The total number of shares of Series B Preferred entitled to vote is 5,308,601. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was: (i) more than fifty percent (50%) of the outstanding shares of Common Stock and (ii) more than fifty percent (50%) of the outstanding shares of Preferred Stock voting together as a single class.

The undersigned further declare under penalty of perjury that the matters set forth in the foregoing Certificate of Amendment of Articles of Incorporation are true and correct of our own knowledge.

Executed at Foster City, California this 11th day of January, 1999.



Peter Harris, President



Michael J. O'Donnell, Assistant Secretary

