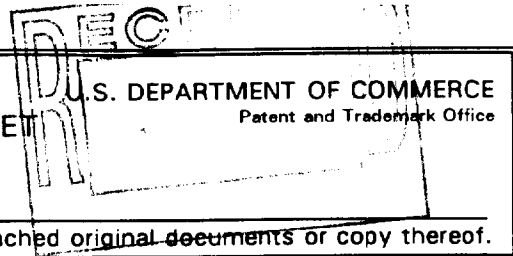


06-25-1999



101045683

FORM COVER SHEET
MARKS ONLY



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

1. Name of conveying party(ies):
MODERN INTERACTIVE TECHNOLOGY, INC.

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

Additional name(s) of conveying party(ies) attached? Yes No
4-5-99

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **1-7-98**

2. Name and address of receiving party(ies):
 Name: LENICE, INC.
 Internal Address: _____
 Street Address: 1119 Colorado Ave., Suite 104
 City Santa Monica State CA ZIP 90401

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration numbers(s):
 A. Trademark Application No.(s)
75/363,200

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: FULWIDER PATTON LEE & UTECHT, LLP
 Internal Address: ELLSWORTH R. ROSTON, ESQ.
 Street Address: 10877 WILSHIRE BOULEVARD
10th FLOOR
 City: LOS ANGELES State: CA ZIP 90024

6. Total No. of applications and registrations involved

7. Total fee (37 CFR 3.41):.....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
 Any deficiencies in enclosed fees

8. Deposit account number: 06-2425

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

04/14/1999 VBRONN 00000171 75363200

FC:481 40.00 DP

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.

**402
NO SPEC
FOR**

ELLSWORTH R. ROSTON
Name of Person Signing

Ellsworth R. Roston
Signature

MARCH 31, 1999
Date

03-20-1998

RECEIVED



1 SHEET
.Y

2-17-98

100667776

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

1. Name of conveying party(ies):
MODERN MEDIA

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

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

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 7, 1998

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

A. Trademark Application No.(s)
75/363,200

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

Name: LENICE, INC.
Internal Address: _____
Street Address: 1119 Colorado Avenue, Suite 104
City Santa Monica State CA ZIP 90401

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State CALIFORNIA
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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Name: FULWIDER PATTON LEE & UTECHT, LLP
Internal Address: ELLSWORTH R. ROSTON, ESQ.
Street Address: 10877 WILSHIRE BOULEVARD
10TH FLOOR
City: LOS ANGELES State: CA ZIP 90024

6. Total No. of applications and registrations involved **1**

7. Total fee (37 CFR 3.41):.....\$ 40.00 **E**
 Enclosed
 Authorized to be charged to deposit account
 Any deficiencies in enclosed fees

8. Deposit account number: 06-2425
(Attach duplicate copy of this page if paying by deposit account)

3/19/1998 BALLEW 00000085 75363200
FC:481 40.00 OP

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.

Ellsworth R. Roston Ellsworth R. Roston February 5, 1998
Name of Person Signing Signature Date
OMB No. 0651-0011

Do not detach this portion

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

TRADEMARK
REEL: 1887 FRAME: 0337

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
LENICE, INC.

ENDORSED . FILED

In the office of the Secretary of State
of the State of California

MAR 10 1999.

BILL JONES, Secretary of State

Mark Levine certifies that:

1. He is the President and the Secretary of Lenice, Inc., a California corporation (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

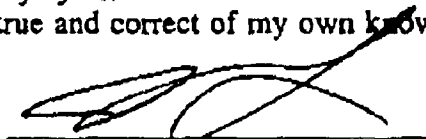
I

"The name of this Corporation is


MODERN INTERACTIVE TECHNOLOGY, INC."

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 Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 2,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of my own knowledge.



Mark Levine, President



Mark Levine, Secretary

DATE: March 5, 1999



TRADEMARK
REEL: 1887 FRAME: 0338

State of California
SECRETARY OF STATE
DIVISION OF CORPORATION FILING AND SERVICES
NAME RESERVATION CERTIFICATE

GARY P. KOMN, ESQ
9601 WILSHIRE BLVD., STE 828
BEVERLY HILLS, CA 90210

RESERVATION # R0544503
ISSUED 02/04/99
EXPIRES 04/05/99

RE: MODERN INTERACTIVE TECHNOLOGY, INC.

The name set forth above is hereby reserved for a period of sixty days, commencing on the date hereof, for the use of the addressee as specified in Section 201 of the California Corporations Code. No financial commitment regarding this proposed name should be made until documents have been filed by the Secretary of State.



Bill Jones

Secretary of State

TRADEMARK ASSIGNMENT

WHEREAS, MODERN MEDIA, a California corporation, has intended to use the following trademark in the United States and has filed the following application with the United States Patent and Trademark Office indicating such intention, but has not yet filed allegations of use under §§ 1(c) or 1(d) of the Trademark Act:

<u>Mark</u>	<u>Serial No.</u>	<u>Filed</u>
LENICE	75/363,200	September 25, 1997

WHEREAS, MODERN MEDIA is assigning the mark in the above-identified application as part of the entire business to which the mark pertains as required by 15 U.S.C. § 1060; and

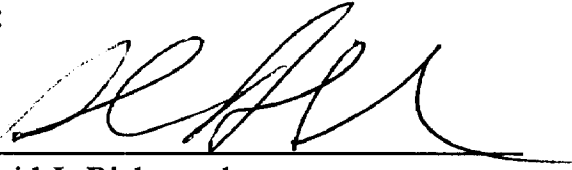
WHEREAS, LENICE, INC., a California corporation, having its principal place of business at 1119 Colorado Avenue, Suite 104, Santa Monica, California 90401, is desirous of acquiring said trademark and the pending intent-to-use application;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, MODERN MEDIA hereby assigns to LENICE, INC. all right, title and interest in and to said trademark and said intent-to-use application, together with the goodwill of the business symbolized by said trademark and application to register same.

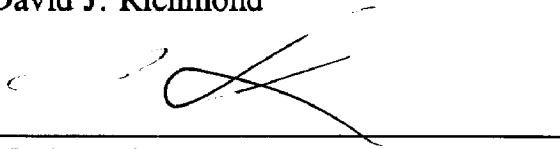
Executed this 7 day of JANUARY, 1997

MODERN MEDIA

By:

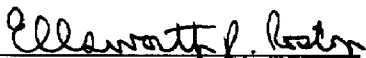


David J. Richmond



Mark Levine

I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as First Class Mail in an envelope addressed to: Box Responses, Assistant Commissioner for Trademarks, Arlington, VA 22202-3513 on March 31, 1999.



Ellsworth R. Roston, Reg. No. 16,310

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re application of)	Date: March 31, 1999
)	
MODERN INTERACTIVE TECHNOLOGY, INC.)	Law Office: 107
)	
Serial No.: 75/363,200)	Examiner: Deborah E. Lobo
)	
Filed: September 25, 1997)	Docket No.: MODME-43921
)	[# 112523/v4]
Class: 3)	
)	Los Angeles, California 90024
Mark: LENICE)	
_____)	

COMMUNICATION RE CHANGE OF NAME OF APPLICANT

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

Dear Sir:

1. **Particulars of Assignment.**

An assignment was recorded in the Patent and Trademark Office for this invention on February 17, 1998, at Reel 1702, Frame: 0856. A copy of the recorded assignment is attached.

2. **Old Name of Assignor.**

The old name for the assignor as shown on the assignment recorded against the above-referenced trademark application is **MODERN MEDIA.**

3. **New Name of Assignor.**

The new name of the assignor is **MODERN INTERACTIVE TECHNOLOGY, INC.** (a California corporation).

4. **Proof of Name Change.**

Proof of assignor's change of name is established by the attached Certificate of the Secretary of State of California, showing the name change.

5. **Payment of Fee.**

Enclosed please find a check in the sum of \$40.00.

As reflected in the enclosed copy of the Certificate of Amendment to the Articles of Incorporation, Applicant requests that this name change be recorded in the official records.

Please charge any additional fees or credit any overpayment to our Deposit Account No. 06-2425. A duplicate copy of this paper is enclosed.

Respectfully submitted,

By Ellsworth R. Roston
Ellsworth R. Roston, Reg. 16,310
Attorney for Applicant

FULWIDER PATTON LEE & UTECHT, LLP
10877 Wilshire Boulevard, Tenth Floor
Los Angeles, California 90024
Telephone: (310) 824-5555
Facsimile: (310) 824-9696
ERR:dmc