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FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

6-30-99

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

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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): **CAD.LAB, Inc.**

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

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

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

Name: **think3design**

Internal Address: _____

Street Address: **2880 Lakeside Drive, Suite 250**

City: **Santa Clara** State: **CA** ZIP: **95054**

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

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

A. Trademark Application No.(s)

75/607885 75/630411 75/630409
 75/630860 75/630412 75/630598
 75/630406 75/630597

B. Trademark Registration No.(s)

2,252,557

Additional numbers attached? Yes No

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

Name: **Alexander S. Pesic**

Internal Address: _____

Wilson Sonsini Goodrich & Rosati

Professional Corporation

Street Address: **650 Page Mill Road**

City: **Palo Alto** State: **California** ZIP: **94304**

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41) **\$360.00**

Enclosed

Authorized to be charged to deposit account

If fee insufficient, please charge

8. Deposit account number:

23-2415 Attn.: 18562-900

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

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01 FC:441 40.00 OP
 02 FC:482 200.00 OP
 03 FC:684 120.00 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.

Alexander S. Pesic
Name of Person Signing

Signature

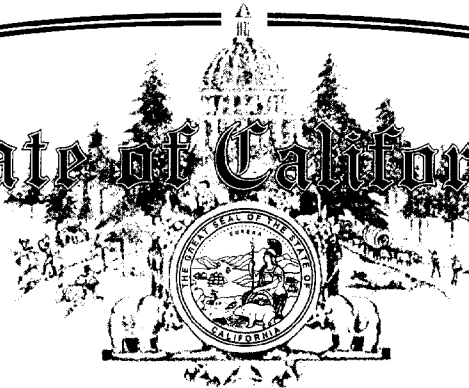
6/29/99
Date

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: 1889 FRAME: 0699

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 26 1999



Bill Jones

Secretary of State

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

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
CAD.LAB, INC.

JAN 25 1999

BILL JONES, Secretary of State

Joseph B. Costello and Robert P. Latta certify that:

1. They are the President and Assistant Secretary, respectively, of CAD.LAB Inc., a California corporation.

2. Article I of the Articles of Incorporation of this corporation is hereby amended to read in its entirety as follows:

"I

The name of the corporation is think3design.

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

4. The foregoing Certificate of Amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 and 903 of the Corporations Code. The authorized number of Common Stock is 50,000,000, of which 21,538,747 are issued and outstanding. The authorized number of Preferred Stock is 17,624,242, of which 7,624,242 shares are designated as Series A Preferred, all of which are issued and outstanding and 10,000,000 shares are designated as Series B Preferred, 9,768,095 of which are issued and outstanding. 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 Common Stock, more than 50% of the Series A and more than 66% of the Series B Preferred Stock, voting as separate classes.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Certificate are true and correct of our own knowledge.

Date: January 19, 1999

Joseph B. Costello

Joseph B. Costello, President

Robert P. Latta

Robert P. Latta, Assistant Secretary

