

05-07-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

4.29.99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
07081998

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
12311977

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

05/06/1999 JSHABAZZ 00000192 2183352

FOR OFFICE USE ONLY

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40.00 DP

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

TRADEMARK
REEL: 1893 FRAME: 0236

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2183352"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Michael Barber

Michael Barber

4/26/99

Name of Person Signing

Signature

Date Signed

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMPUTER ADVICE, INC.**

FILED
STATE OF WASHINGTON

JUL 8 1998

RALPH MUNRO
SECRETARY OF STATE

Pursuant to the provisions of RCW 23B.10.070 of the Washington Business Corporation Act, COMPUTER ADVICE, INC., a Washington corporation, hereby amends and restates its Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be VERTICLE CONNECTION, INC.

**ARTICLE II
DURATION**

The duration of this corporation shall be perpetual.

**ARTICLE III
PURPOSES**

The purposes for which the corporation is organized are as follows:

A. To engage in research and development of certain computer software development and related technology; and

B. To engage in any lawful business, trade or activity permitted under the Washington Business Corporation Act.

**ARTICLE IV
SHARES**

1. The total number of shares which this corporation is authorized to issue is 10,000,000 shares of capital stock designated as common stock with a par value of \$0.01 per share and 1,000,000 shares of capital stock designated as preferred stock with a par value of \$0.01 per share.

**ARTICLE V
PREEMPTIVE RIGHTS**

No preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

**ARTICLE VI
CUMULATIVE VOTING**

The shareholders of this corporation shall not be entitled to cumulative voting at the election of any directors.

**ARTICLE VII
REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent and registered office of the corporation shall be as follows:

Registered Agent: Columbia Corporate Services, Inc.
Registered Office: 701 Fifth Avenue, Suite 5701, Seattle, Washington, 98104-7003

**ARTICLE VIII
INDEMNIFICATION**

1. A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating RCW 23B.08.310 of the Washington Business Corporation Act, or (iii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Business Corporation Act is amended in the future to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the full extent permitted by the Washington Business Corporation Act, as so amended, without any requirement of further action by the shareholders.

2. The corporation shall indemnify any individual made a party to a proceeding because that individual is or was a director of the corporation and shall advance or reimburse the reasonable expenses incurred by the individual in advance of final disposition of the proceeding, without regard to the limitations in RCW 23B.08.510 through 23B.08.550 of the Washington Business Corporation Act, or any other limitation which may hereafter be enacted, to the extent such limitation may be disregarded if authorized by the Articles of Incorporation, to the full extent and under all circumstances permitted by applicable law.

3. Any repeal or modification of this Article by the shareholders of this corporation shall not adversely affect any right or any individual who is or was a director of the corporation which existed at the time of such repeal or modification.

**ARTICLE IX
RIGHT TO AMEND ARTICLES OF INCORPORATION**

This corporation reserves the right to amend or repeal any of the provisions contained in these Amended and Restated Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the shareholders of this corporation are granted subject to this reservation.

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator was as follows:

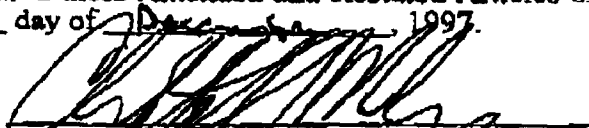
Thomas Hartman
23905 104th Avenue West
Edmonds, WA 98020

**ARTICLE XI
APPROVAL OF CERTAIN ACTIONS**

Amendment of the articles of incorporation or the bylaws of the corporation, approval of a plan of merger or share exchange, authorizing the sale, lease, exchange or

other disposition of all , or substantially all of the corporation's property authorizing dissolution of the corporation or any increase in the authorized or issued capital stock of the Corporation (whether pursuant to Article IV or otherwise), any cancellation, redemption or purchase by the Corporation of any of its shares, any changes in the rights attached to any class of its shares; and any other reorganization of the corporation of any nature shall require to be approved by each voting group entitled to vote thereon by a simple majority of all the votes entitled to be cast by that voting group.

WHEREAS, the undersigned has caused these Amended and Restated Articles of Incorporation to be executed this 31st day of December, 1997.


Clifford J. Mondux, Chief Executive Officer

STATE of WASHINGTON



SECRETARY of STATE

L. RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

CERTIFICATE OF AMENDMENT

to

COMPUTER ADVICE, INC.

a Washington Profit Corporation. Articles of Amendment were filed for record in this office on the date indicated below.

**Amending and Restating Articles; Changing registered agent/office
to Columbia Corporate Services Inc. 701 5th Avenue
Suite 5701, Seattle WA 98104-7003; and Changing name to: VERTICLE
CONNECTION, INC.**

UBI Number: 601 022 266

Date: July 8, 1998



*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

[Handwritten Signature]
Ralph Munro, Secretary of State 100-6