

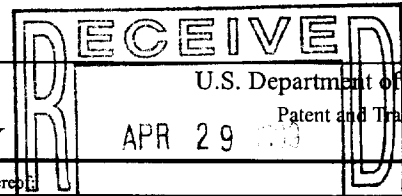
05-25-1999



101044823

Registration Form Cover Sheet

TRADEMARKS ONLY



U.S. Department of Commerce
Patent and Trademark Office

To the Honorable

Remarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **ProfitSource Corporation**

MAD 4-29-99

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State Delaware
 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: December 15, 1998

2. Name and address of receiving party(ies):
 Name: EPS Solutions Corporation
 Internal Address: Suite 400
 Street Address: 695 Town Center Drive
 City: Costa Mesa State: CA Zip: 92626

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
 (Designation must be a separate document from Assignment)
 Additional Name(s) & address(es) attached:
 Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s): 75/590946
 B. Trademark Registration No.(s): _____
 Additional numbers attached? tm Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:
 Name: Anna C. Silva, Esq.
C/O Gibson, Dunn & Crutcher LLP
 Internal Address: Telesis Tower, 31st Floor
 Street Address: One Montgomery Street
 City San Francisco State CA Zip 94104

6. Total number of applications and registrations involved 2

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

8. Deposit account number: 50-0440
 (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.

Anna C. Silva, Esq. *[Signature]* 4/26/99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 4

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 this 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.

05/25/1999 DMGUYEH 00000061 500440 75590946
FA982860.119/4+
01 FC:481 40.00 CH

TRADEMARK
REEL: 001900 FRAME: 0787

State of Delaware
Office of the Secretary of State PAGE 1

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 "PROFITSOURCE CORPORATION", CHANGING ITS NAME FROM "PROFITSOURCE CORPORATION" TO "EPS SOLUTIONS CORPORATION", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, 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.



Edward J. Freel
Edward J. Freel, Secretary of State

2891150 8100

981483991

AUTHENTICATION: 9464640

DATE: 12-15-98

