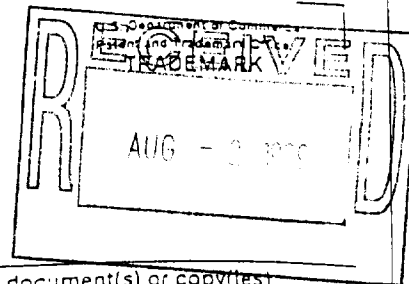


08-04-1999



101108557

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



MD
8-2-99

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
Effective Date
Month Day Year
9/11/98
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Net Contents, Inc. Execution Date
Month Day Year
9/11/98

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Virtual Vineyards, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 3803 East Bayshore Road, Suite 175

Address (line 2) _____

Address (line 3) Palo Alto California, U.S.A. 94303

City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

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.)

Citizenship/State of Incorporation/Organization California

08/03/1999 NTHA11 00000307 73545702

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 50.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See GMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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" value="75/545702"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,079,604"/>	<input type="text" value="2,114,253"/>	<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.

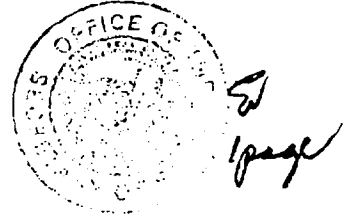


Name of Person Signing Signature Date Signed

A0513811

State of California

SECRETARY OF STATE

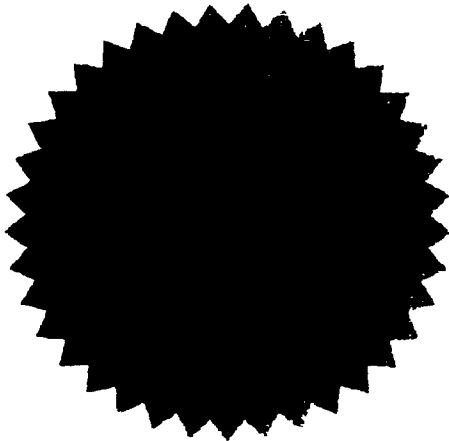


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript 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

SEP 15 1998



Bill Jones

Secretary of State

A0513811

ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

SEP 11 1998

BILL JONES, SECRETARY OF STATE

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
NET CONTENTS, INC.**

Michael Parker and Peter Granoff certify that:

ONE: They are the duly elected President and Secretary, respectively, of Net Contents, Inc., a California corporation.

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

"ARTICLE I

The name of this corporation is Virtual Vineyards, Inc."

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

FOUR: The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of the shareholders in accordance with Section 902 of the California General Corporation Law. The total number of outstanding shares entitled to vote with respect to the foregoing amendment was 3,399,000 shares of Common Stock, 1,691,174 shares of Series A Preferred Stock, 3,888,886 shares of Series B Preferred Stock, 2,342,136 shares of Series C Preferred Stock and 22,571,430 shares of Series D Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock and sixty-seven percent of the outstanding shares of the Series A, Series B, Series C and Series D Preferred Stock voting together as a single class.

The undersigned certify under penalty of perjury that they have read the foregoing Certificate of Amendment of Articles of Incorporation and know the contents thereof, and that the statements therein are true.

Executed at Palo Alto, California, August 26, 1998.



Michael Parker



Peter Granoff

