



Tab settings

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To the Honorable Commissioner of Patents and

are attached original documents or copy thereof.

1. Name of conveying party(ies):

MIT DOT COM, Inc.

10/22/99

- Individual(s)
- General Partnership
- Corporation-State New York
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 11, 1999

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

Name: Mortgageit, Inc.

Internal Address:

Street Address: 120 West 45th Street

City: New York State: NY ZIP: 10036

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

75/632,932

Additional numbers

B. Trademark Registration No.(s)

Yes No

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

Name: Karl M. Zielaznicki, Esq.

Internal Address: Parker Chapin Flattau & Klimpl, LLP

Street Address: 1211 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ 540.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500-672

10/25/1999 DNGUYEN 00000209 75632932

DO NOT USE THIS SPACE

01 FC:481

40.00 OF

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.

Karl M. Zielaznicki

Name of Person Signing

Signature

October 20, 1999

Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUN 16 1999



A handwritten signature in black ink, appearing to read "J. Clark", followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

KOS-1266 (5/96)

F 990615000 385

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MIT DOT COM, INC.

Under Section 805 of the Business Corporation Law

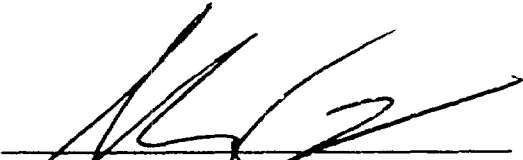
We, the undersigned, being respectively the President and Secretary of MIT DOT COM, Inc. do hereby certify:

- 1. The name of the Corporation is: MIT DOT COM, Inc.
- 2. The Certificate of Incorporation was filed with the Department of State on the 22nd day of February, 1999.
- 3. Paragraph FIRST of the Certificate of Incorporation is hereby replaced in its entirety in order to effectuate a change in the Corporation's name with a new paragraph FIRST, as follows:

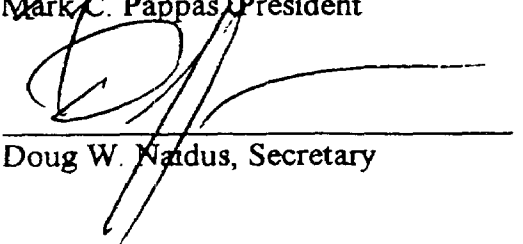
"FIRST: The name of the Corporation is Mortgageit, Inc."

- 4. This Amendment to the Certificate of Incorporation was authorized by the Unanimous Written Consent of the Board of Directors followed by the Unanimous Written Consent of all the outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Amendment as of this 11th day of June, 1999, and hereby affirm the truth of the statements contained herein under the penalties of perjury.



 Mark C. Pappas, President



 Doug W. Naidus, Secretary

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

MIT DOT COM, INC.

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 15 1999

TAX \$

BY: DAM
New York

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

ICC
31 7/2/99

**BILLED
DELANEY - 30**

FILED
JUN 15 11 44 AM '99

FILED BY:
BRIDGE SERVICE CORP.
5 BEEKMAN STREET, SUITE 925
NEW YORK, NEW YORK 10038

RECEIVED
JUN 15 9 59 AM '99

RECEIVED
JUN 14 11 09 AM '99

3

990615000 392

TRADEMARK
REEL: 001979 FRAME: 0281

State of New York,
Banking Department

I, Richard L. Ehli, Deputy Superintendent of Banks of the State of New York, hereby approve, pursuant to New York Business Corporation Law Section 301 (a) (5) (B) the use of the word or a derivative of the word "mortgage" in the corporate title of:

Mortgageit, Inc.

Witness, my hand and official seal of the Banking Department at the City of New
York, *this 8th day of June in the Year*
one thousand nine hundred and ninety nine.

Richard L. Ehli

2 Deputy Superintendent of Banks