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U.S. Patent & TMO/c/TM Mail Rcp1Dt. #61

10-29-1999



101184095

U.S. Department of Commerce
Patent and Trademark Office

NETD-0003-1 TM
NETD-0002-1 TM

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. *Name of Conveying Party(ies):*
QED INNOVATIONS, INC.
 Additional names of conveying parties attached

2. *Name and Address of Receiving Party(ies):*
Name: **NETDECIDE**
Internal Address:
Street Address: **4013 Williamsburg Court**
City, State, Zip: **Fairfax, Virginia 22032**
 Additional name(s) and address(es) attached.

3. *Nature of Conveyance:*
 Assignment Change of Name
 Other
Execution Date: **September 7, 1999**

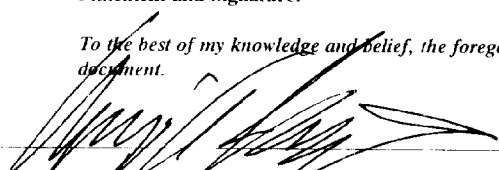
4. (a) *Trademark Application Number(s):*
75/182.897
75/277.192
If this document is being filed together with a new application, the execution date of the application is:
 Additional Numbers Attached.

4. (b) *Trademark Registration Numbers:*
2,209,531

5. *Name and Address of Party to whom Correspondence Concerning this Document Should be Mailed:*
Name: **Ajay A. Jagtiani**
Address: **JAGTIANI & ASSOCIATES**
10379-B Democracy Lane
Fairfax, Virginia 22030

6. *Number of Applications and Trademarks Involved:* **2**
7. *Total Fee:* **\$65.00**
 Enclosed.
 Authorized to be charged to deposit account.
8. *Deposit Account Number:*
10-0233
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 is true and correct and any attached copy is a true copy of the original document.

Ajay A. Jagtiani, Registration Number 35,205
October 26, 1999

10/28/1999 NTHA11 00000291 100233 75182897

Total number of pages comprising cover sheet: 1

01 FC:481 40.00 DP
02 FC:482 25.00 CH 25.00 DP

TRADEMARK
REEL: 001981 FRAME: 0751

QED INNOVATIONS, INC.

A VIRGINIA CORPORATION

UNANIMOUS CONSENT OF SHAREHOLDERS

The undersigned, being all of the shareholders of the Series B Convertible Preferred Stock of QED Innovations, Inc., a Virginia corporation (the "Company"), and acting pursuant to Section 13.1-657 of the Virginia Stock Corporation Act (the "Act"), do hereby waive the notice requirement under Section 13.1-707(d) of the Act and consent to the adoption of the following resolution:

RESOLVED, that ARTICLE FIRST of the Articles of Incorporation shall be deleted in its entirety and replaced with the following:

ARTICLE FIRST: The corporate name for the Corporation is ~~ne~~Decide Corporation (the "Corporation").

Date: _____

LEGG MASON, INC.

By: [Signature]
Name: _____
Title: _____

Date: 9/2/99

WALKER INVESTMENT FUND I, LLC

By: [Signature]
Name: Gina Dubois
Title: V.P.

Date: 9/2/99

STEVE WALKER & ASSOCIATES, LLC

By: [Signature]
Name: Gina Dubois
Title: V.P.

QED INNOVATIONS, INC.

A VIRGINIA CORPORATION

**WAIVER OF NOTICE OF
SHAREHOLDERS' MEETING**

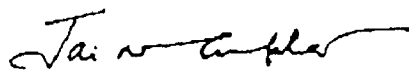
The undersigned, being all of the shareholders of the Series A Convertible Preferred Stock of QED Innovations, Inc., a Virginia corporation (the "Company"), and acting pursuant to Section 13.1-659 of the Virginia Stock Corporation Act (the "Act"), do hereby waive the notice requirement under Section 13.1-707(d) of the Act related to the Unanimous Consent of Shareholders, dated August __, 1999, regarding the change of the Corporate name.

Date: _____



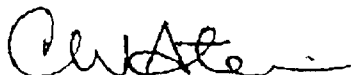
CHIA CHEN CHANG

Date: _____



JAI GUPTA

Date: _____



CHARLES STEIN

QED INNOVATIONS, INC.

A VIRGINIA CORPORATION

UNANIMOUS CONSENT OF SHAREHOLDERS


The undersigned, being all of the shareholders of QED Innovations, Inc., a Virginia corporation (the "Company"), and acting pursuant to Section 13.1-657 of the Virginia Stock Corporation Act (the "Act"), do hereby waive the notice requirement under Section 13.1-707(d) of the Act and consent to the adoption of the following resolution:

RESOLVED, that ARTICLE FIRST of the Articles of Incorporation shall be deleted in its entirety and replaced with the following:

ARTICLE FIRST: The corporate name for the Corporation is netDecide Corporation (the "Corporation").

Date: _____

EVAN BURFIELD

Date: _____

C.C. CHANG

Date: _____

ATHENA CHANG

Date: _____

SABRINA CHANG

Date: _____

MATTHEW EICHLER

Date: _____

MARK DRISSEL

Date: _____

MARK EAKER

Date: _____

MATTHEW EICHLER

Date: _____

MARK DRISSEL

Date: _____

MARK EAKER

Date: _____

RICHARD GARRETT

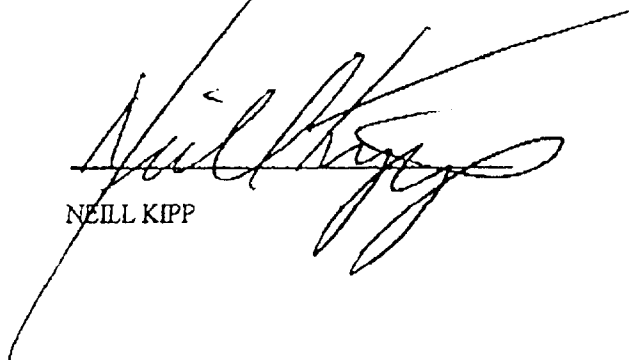
Date: _____

ROBERT GROAT

Date: _____

AJAY JAGTIANI

Date: 8/31/1999



NEILL KIPP

Date: 8/27/1999

Richard Garrett
RICHARD GARRETT

Date: _____

Robert Groat
ROBERT GROAT

Date: 8/28/99

Ajay Jagtiani
AJAY JAGTIANI

Date: _____

Neil Kipp
NEIL KIPP

Date: _____

William Sihler
WILLIAM SIHLER

Date: _____

Charles Stein
CHARLES STEIN

Date: _____

Jai Gupta
JAI GUPTA

Date: _____

Shashi Gupta
SHASHI GUPTA

STEIN VENTURE MANAGEMENT

Date: _____

By: _____
Charles Stein
President

Date: 5/27/1999

Richard Garrett
RICHARD GARRETT

Date: _____

Robert Groat
ROBERT GROAT

Date: _____

✓ _____
AJAY JAGTIANI

Date: _____

✓ _____
NEIL KIPP

Date: _____

William Z. Sihler
WILLIAM SIHLER

Date: _____

Charles Stein
CHARLES STEIN

Date: _____

✓ _____
JAI GUPTA

Date: _____

✓ _____
SHASHI GUPTA

STEIN VENTURE MANAGEMENT

Date: _____

By: *Charles Stein*
Charles Stein
President

Date: 5/27/1999

Richard Garrett
RICHARD GARRETT

Date: _____

ROBERT GROAT

Date: _____

AJAY JAGTIANI

Date: _____

NEIL KIPP

Date: _____

WILLIAM SIHLER

Date: _____

Charles Stein
CHARLES STEIN

Date: _____

Jai Gupta
JAI GUPTA

Date: _____

Shashi Gupta
SHASHI GUPTA

STEIN VENTURE MANAGEMENT

Date: _____

By: Charles Stein
Charles Stein
President