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U.S. Patent & TMOs/TM Mail Rep't Dt. 038

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

<p>1. Name(s) of conveying party(ies): 9.13.99 Eclipse Trading, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation Other: _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Change of Name Other: _____ Execution Date: <u>August 9, 1999</u></p>	<p>2. Name(s) and address(es) of receiving party(ies): Name: <u>MarketXT, Inc.</u> Address: <u>30 Broad Street, 38th Floor</u> <u>New York, New York 10004</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other: _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) S.N. 75/739,124; 75/739,123; 75/737,496; 75/732,122; 75/657,022; and 75/639,649</p>	<p>B. Trademark Registration No.(s) Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Laurence R. Heffer, Esq.</u> Address: <u>Finnegan, Henderson, Farabow,</u> <u>Garrett & Dunner, L.L.P.</u> <u>1300 I Street, N.W.</u> <u>Washington, D.C. 20005-3315</u></p>	<p>6. Total number of applications and registrations involved: <u>6</u> 7. Total fee (37 CFR 3.41): <u>\$ 185.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Authorized to be charged to deposit account only if fee is deficient 8. Deposit account number: <u>06-0916</u></p>
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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.

Laurence R. Heffer
 Name of Person Signing

Laurence R. Heffer
 Signature

December 17, 1999
 September 10, 1999
 Date

Total number of pages including cover sheet, attachments, and document: 3

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01 FC:481 40.00 GP
02 FC:482 125.00 GP

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**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION OF
ECLIPSE TRADING, INC.**

Eclipse Trading, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

A. The name of the corporation is Eclipse Trading, Inc. The corporation's original Certificate of Incorporation was filed with the Delaware Secretary of State on March 31, 1997.

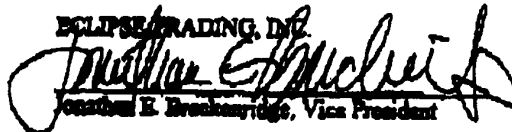
B. This Certificate of Amendment was duly adopted by the corporation's directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the Delaware General Corporation Law.

C. The Certificate of Incorporation, as heretofore amended, is hereby further amended by changing Article I so that, as amended, Article I shall be and read as follows:

"The name of this corporation is MarketCT, Inc."

IN WITNESS WHEREOF, the corporation has caused this Certificate to be signed by Jonathan E. Brackenridge, its Vice President, this 7th day of August, 1999.

ECLIPSE TRADING, INC.


Jonathan E. Brackenridge, Vice President

Legal & Financial Legal & Commercial Corporate Governance Matters Certificate of Incorporation - state change.doc

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PAGE 03

**TRADEMARK
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Office of the Secretary of State

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 ASSIGNMENT OF "ECLIPSE TRADING, INC.", CHANGING ITS NAME FROM "ECLIPSE TRADING, INC." TO "MARKETRY, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF AUGUST, A.D. 1999, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8913863
DATE: 08-10-99

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