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05-03-2000

U.S. DEPARTMENT OF COMMERCE

RJ



ET

Patent and Trademark Office
Docket No. 42950-24000

101312570

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

1. Name of conveying party(ies):
TMP, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-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: January 7, 2000

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

Name: Digital Brandcasting Corporation
Internal Address: Suite 670
Street Address: 5757 Wilshire Boulevard
City: Los Angeles, State: CA ZIP: 90036

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: Delaware
 Other: _____

Additional name(s) & address(es) attached? Yes No

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s) B. Registratⁿ No.(s)

75/839,464; 75/839,420; 75/837,886; 75/837,885; 75/838,712

Additional numbers attached? Yes No

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

Rosemary S. Tarlton
Morrison & Foerster LLP
425 Market Street
San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: 5

7. Total fee (37 C.F.R. § 3.41): \$140.00

Enclosed
 Authorized to be charged to deposit account, referencing Attorney Docket 42950-24000

8. Deposit account number: 03-1952

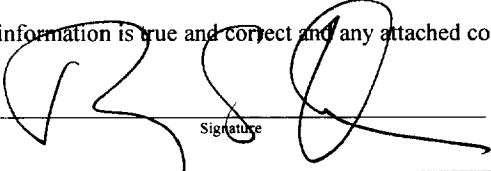
The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952

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.

Name: Rosemary S. Tarlton

 _____
Signature

4/28/00 _____
Date

Total number of pages comprising cover sheet, attachments and document: 5

05/03/2000 TTOM11 00000170 031952 75839464

01	FC:481	40.00	CH
02	FC:482	100.00	CH
03	FC:484	120.00	CH

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

sf-880889

TRADEMARK
REEL: 002031 FRAME: 0341

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 "TMP, INC.", CHANGING ITS NAME FROM "TMP, INC." TO "DIGITAL BRANDCASTING CORPORATION", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JANUARY, A.D. 2000, AT 9:01 O'CLOCK A.M.

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



3050886 8100

001011405



Edward J. Freel, Secretary of State

AUTHENTICATION: 0188184

DATE: 01-07-00

TRADEMARK
REEL: 002031 FRAME: 0342

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
TMP, INC.

The undersigned, Eric Pulier and Kenneth B. Hertz, each hereby certifies that:

1. They are the President and Secretary, respectively, of TMP, Inc., a Delaware corporation (the "Corporation"), the original Certificate of Incorporation of which was filed with the Secretary of State of the State of Delaware on June 3, 1999 and previously amended on September 17, 1999.

2. Article I of the Certificate of Incorporation of the Corporation is amended and restated to read in its entirety as follows:

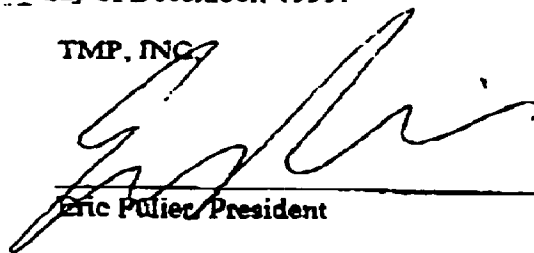
"The name of the Corporation is Digital Broadcasting Corporation
(hereinafter sometimes referred as the "Corporation")."

3. This Certificate of Amendment of Certificate of Incorporation has been duly adopted by the Board of Directors of this Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

4. This Certificate of Amendment of Certificate of Incorporation has been duly approved, in accordance with Section 242 of the General Corporation Law of the State of Delaware, by the written consent of the holders of all of the outstanding stock entitled to vote thereon and all of the holders of Series A Convertible Preferred Stock, voting separately as a class.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment of Certificate of Incorporation on this 28 day of December, 1999.

TMP, INC.



Eric Pulier, President

Kenneth B. Hertz, Secretary

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment of Certificate of Incorporation on this 28 day of December, 1999.

TMP, INC.

Eric Pulier, President



Kenneth B. Hertz, Secretary