

FORM PTO-1618A
Expires 06/30/99
OMB 0801-0227

MRD
2-29-00

04-06-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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OPR/FINANCE RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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 _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name National Media Corporation

Execution Date
Month Day Year
02251999

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization DE

Receiving Party

Mark if additional names of receiving parties attached

Name e4L, Inc

DBA/AKA/TA _____

Composed of _____

Address (line 1) 15821 Ventura Boulevard

Address (line 2) 5th Floor

Address (line 3) Encino

CA

91438

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization DE

FOR OFFICE USE ONLY

04/06/2000 BMBUYEN 00000019 73569129

01 FC:461
02 FC:462

40.00 DP
58.00 DP

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 this 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 (894-0227), Washington, D.C. 20503. See OMB Information Collection Budget Package 0801-0227, 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

TRADEMARK
REEL: 002044 FRAME: 0435

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="75589129"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75589130"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75589131"/>	<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.

David L. Ainbender, Esq.

2/28/00

Name of Person Signing

Signature

Date Signed

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 "NATIONAL MEDIA CORPORATION", CHANGING THE NAME FROM "NATIONAL MEDIA CORPORATION" TO "EAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1999, AT 7:31 O'CLOCK A.M.

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



2171612 8100

991075392

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 9598639

DATE: 02-26-99

TRADEMARK
REEL: 002044 FRAME: 0437

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED BY: ST AN 02/26/99
991072392 - 3171618

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NATIONAL MEDIA CORPORATION**

National Media Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies as follows:

FIRST: By unanimous resolution of the Board of Directors of the Company, dated January 7, 1999, the Board of Directors duly adopted resolutions proposing and declaring advisable the following amendment to the Company's Certificate of Incorporation:

That Article First of the Company's Certificate of Incorporation be amended to read in its entirety as follows:

"First: The name of the corporation is nM, Inc."

SECOND: That at a duly noticed and convened Special Meeting of the stockholders of the Company held on February 25, 1999, at which a quorum was present and acting throughout in person or by proxy, the stockholders of the Company have approved the aforesaid amendment.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

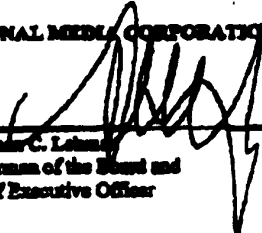
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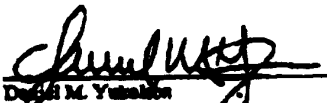
IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by Stephen C. Lehman, the Company's Chairman of the Board and Chief Executive Officer, and attested by Daniel M. Yuleison, the Company's Executive Vice President/Finance and Chief Financial Officer, and Secretary, this 25th day of February, 1999.

[CORPORATE SEAL]

NATIONAL MEDIA CORPORATION

By: 
Stephen C. Lehman
Chairman of the Board and
Chief Executive Officer

ATTEST:


Daniel M. Yuleison
Executive Vice President/Finance and Chief
Financial Officer, and Secretary