

RECORDATION OF  
TRADEMARKS

04-11-2000

DEPARTMENT OF COMMERCE  
Patent and Trademark Office



101314135

Tab settings

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

1. Name of conveying party(ies)  
E-Benefits I.I.C

**RECEIVED**  
20 MAR -9 AM 10: 57  
OPR/FINANCE

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other California limited liability company

Additional name(s) of conveying party(ies) attached?    Yes    No

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

Name: E-Benefits, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 135 Stillman Street  
City: San Francisco      State: CA      ZIP: 94107

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

If assignment is not domiciled in the United States, a domestic representative designation is attached:    Yes    No  
(Designations must be a separate document from assignment)  
Additional name(s) and addresses attached?    Yes    No

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other Action by Unanimous Written Consent

Execution Date: January 11, 2000

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

A. Trademark Application No.(s)  
75/260608 VIRTUALHR

Additional numbers attached?    Yes    No

B. Trademark Registration No.(s)  
2, 178,097 E-BENEFITS

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

Name: Jennifer A. Golinveaux  
Internal Address: Wilson Sonsini Goodrich & Rosati  
04/11/2000 JSHRBAZZ 00000066 75260608  
01 FC:481      40.00 OP  
02 FC:482      25.00 OP  
Street Address: 650 Page Mill Road  
City: Palo Alto      State: CA      ZIP: 94304-1050

6. Total number of applications and registrations involved: ..... 2

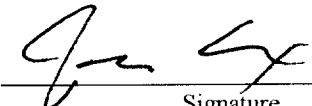
7. Total fee (37 CFR 3.41) ..... \$65.00  
 Enclosed  
 Authorized to be charged to deposit account

If insufficient funds charge to:

8. Deposit account number:  
23-2415 Attn: 17816-900  
(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 information is true and correct and any attached copy is a true copy of the original document.*

Jennifer A. Golinveaux            2/28/00  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 7

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

# State of California



## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 27 2000



*Bill Jones*

Secretary of State



State of California  
 Bill Jones  
 Secretary of State

**FILED**  
 In the Office of the Secretary of State  
 of the State of California

JAN 11 2000

BILL JONES, Secretary of State

This Space For Filing Use Only

**LIMITED LIABILITY COMPANY  
 CERTIFICATE OF CANCELLATION**

There is no fee for filing the Certificate of Cancellation with the Secretary of State.  
**IMPORTANT - Read instructions before completing this form.**

**NOTE: This Certificate of Cancellation (LLC-47) must be filed in order to cancel your Articles of Organization or Application for Registration and your liability for any tax as a limited liability company.**

1. Secretary Of State File Number 101996213012	2. Limited Liability Company Name E-Benefits, LLC
3. It is hereby certified that this limited liability company cancels its (check one): <input checked="" type="checkbox"/> Articles of Organization pursuant to Subdivision (b) of Section 17356 of the California Corporations Code. <input type="checkbox"/> Registration pursuant to Section 17455 of the California Corporations Code.	
4. A person, limited liability company, or other business entity assumes the tax liability, if any, of the dissolving limited liability company as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional taxes or fees, if any, that are assessed under the Revenue and Taxation Code and become due after the date of the assumption of tax liability. (DO NOT ALTER THIS STATEMENT)	
5. <b>DOMESTIC ONLY</b> The separate filing of the Certificate of Dissolution (LLC-3) pursuant to Section 17356 is not required, because dissolution pursuant to Section 17350 is made by a vote of all of the members. <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO	
6. Other information the managers or members filing the Certificate of Cancellation of Articles of Organization or Application for Registration determine to include. (Attach additional pages, if necessary).	
7. Total number of pages attached, if any: 3	
8. It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.	
 _____ Signature of Authorized Person  December 21, 1999 _____ Date	Andrew Kurtzig, Chief Executive Officer & _____ Type or Print Name and Title of Authorized Person Manager
9. RETURN TO:	
NAME	Matthew Jensen
FIRM	Wilson Sonsini Goodrich & Rosati
ADDRESS	650 Page Mill Road
CITY/STATE	Palo Alto, CA 94304-1050
ZIP CODE	

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE MANAGERS AND MEMBERS OF  
E-BENEFITS, LLC**

In accordance with Section 17103(i) of the California Corporations Code and Section 10.2 of the Operating Agreement of E-Benefits LLC, a California limited liability company (the "LLC"), the undersigned, constituting all of the Managers and Members of the LLC, hereby agree as follows, effective as of November 7, 1999:

1. **Agreed and Resolved:** The undersigned believe it to be in the best interest of the LLC, the members of the LLC, and any other persons holding equity interests in the LLC to change the form of the LLC's organization from a limited liability company to a corporation through a transaction in which all persons having equity interests in the LLC contribute such equity interests to E-Benefits, Inc., a Delaware corporation, (the "**Corporation**") in return for shares of the Corporation's Common Stock and/or Series A Preferred Stock.

2. **Agreed and Resolved Further:** Section 10 of the LLC Operating Agreement dated December 9, 1996 regarding conversion of the LLC to a corporation will be superseded by the provisions of exchange agreements to be entered into with the Corporation as follows:

A. Sandra L. Kurtzig Investment Partners, LP will enter into an exchange agreements with the Corporation pursuant to which it will be issued 3,000,000 shares of the Corporation's Common Stock in exchange for all its right, title, and interest in the LLC.

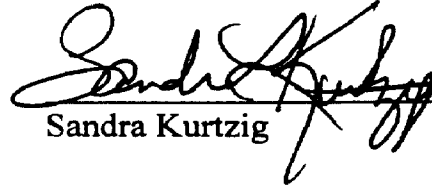
B. Andrew Kurtzig will enter into an exchange agreement with the Corporation pursuant to which he will be issued 3,000,000 shares of the Corporation's Common Stock in exchange for all his right, title, and interest in the LLC.

Any and all preemptive rights, rights of allocation, Preferred Equity Interest rights, liquidation rights, veto rights, or other special rights in favor of any of the undersigned which are provided for by the LLC Operating Agreement, as amended, shall terminate upon consummation of such person's exchange agreement.

3. **Agreed and Resolved Further:** Upon consummation of the exchange agreements, the LLC will be dissolved, all of its assets and business will be assigned to the Corporation, and all of its liabilities and obligations will be assumed by the Corporation.

4. **Agreed and Resolved Further:** The undersigned believe that the transactions contemplated by the Exchange Agreements are just and reasonable to the LLC and all persons holding equity interests in the LLC.

This document may be signed in one or more Counterparts, each of which is an original, and all of which shall be deemed one instrument.

  
Sandra Kurtzig

\_\_\_\_\_  
Andrew Kurtzig

This document may be signed in one or more Counterparts, each of which is an original, and all of which shall be deemed one instrument.

\_\_\_\_\_  
Sandra Kurtzig

  
\_\_\_\_\_  
Andrew Kurtzig