

num 3/14/00

04-18-2000

FORM PTO-1594 (Rev. 6-93)

RECO



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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

101324080

Atty Docket No.

03-14-2000

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

U.S. Patent & TMO/TM Mail Rcpt Dt. #64

(ies):

TimeLine Studios, Inc.

- Individuals(s)
- General Partnership
- Corporation-State [Delaware]
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) attached Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 15, 1999

2. Name and address of receiving party(ies)
Name: TimeLine Interactive, Inc.

Internal Address:

Street Address: 114 MacKenan Drive, Suite 100

City: Cary State: NC Zip: 27511

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

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

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

A. Trademark Application No.(s)
75/786,002 TIMELINE INTERACTIVE;
75/672,214 TIMELINE

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: William H. Brewster

Internal Address:

Street Address: 1100 Peachtree St., Suite 2800

City: Atlanta State: GA Zip: 30309

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

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

11-0860

04/17/2000 DCDATES 00000147 75786002

01 FC:481
02 FC:482

40.00 OP
25.00 UP

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.

William H. Brewster
Name of Person Signing

Signature

3-14-00
Date

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

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 "TIMELINE STUDIOS, INC.", CHANGING ITS NAME FROM "TIMELINE STUDIOS, INC." TO "TIMELINE INTERACTIVE, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

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



Edward J. Freel, Secretary of State

3021972 8100

991437770

AUTHENTICATION: 0029077

DATE: 10-15-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/15/1999
991437770 - 3021972

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**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
TIMELINE STUDIOS, INC.**

Pursuant to the provisions of Section 242 of the Delaware General Corporation Law, the undersigned, Timeline Studios, Inc., a Delaware corporation (the "Corporation") adopts the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is Timeline Studios, Inc. (the "Corporation"). The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware on March 26, 1999 and an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 12, 1999.

2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article FIRST:

"The name of the corporation is Timeline Interactive, Inc."

3. The Board of Directors and the stockholders of the Corporation have duly adopted and approved the amendment to the Certificate of Incorporation as set forth in this Certificate of Amendment by written consent in accordance with the provisions of Sections 141, 228 and 242(b)(1) of the Delaware General Corporation Law.

4. This amendment to the Certificate of Incorporation shall be effective on and as of the date of filing of this Certificate of Amendment with the office of the Secretary of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed in its name by its president and attested to by its Secretary this 13th day of October, 1999 and the statements contained herein are affirmed as true under penalties of perjury.

TIMELINE STUDIOS, INC.

By: 
David Smith, President

ATTEST:

By: 
Miles Lemmons, Secretary

CALL 800-525339.01

TOTAL P.02