

MD 3/14/00

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(Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

101324079

Atty Docket No.

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

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

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 1, 1999

2. Name and address of receiving party(ies)
Name: **TimeLine Computer Entertainment, 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

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: William H. Brewster

Internal Address: _____

04/18/2000 DCORRES 00000110 75786002

01 FC:481	40.00 DP
02 FC:482	25.00 DP

Street Address: 1100 Peachtree St., Suite 2800

City: Atlanta State: GA Zip: 30309

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 65.00

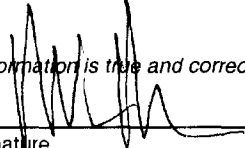
Enclosed

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

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  3-14-00
Name of Person Signing Signature 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 INTERACTIVE, INC.", CHANGING ITS NAME FROM "TIMELINE INTERACTIVE, INC." TO "TIMELINE COMPUTER ENTERTAINMENT, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, 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

Edward J. Freel, Secretary of State

3021972 8100

991511643

AUTHENTICATION: 0113870

DATE: 12-02-99

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 12/01/1999
 991511643 - 3021972

1129

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

Pursuant to the provisions of Section 242 of the Delaware General Corporation Law, the undersigned, Timeline Interactive, 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 Interactive, 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, an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 12, 1999 and a Certificate of Amendment of Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 15, 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 Computer Entertainment, 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 Treasurer and attested to by its Secretary this 30th day of November, 1999 and the statements contained herein are affirmed as true under penalties of perjury.

TIMELINE INTERACTIVE, INC.

By: James H. Hayne
 James H. Hayne, Treasurer

ATTEST:

By: Betsy Hines
 Betsy Hines, Secretary

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