

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

05-09-2000

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



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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

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

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

05/08/2000 JSHABAZZ 00000179 75540278

FOR OFFICE USE ONLY

01 FC:481 40.00 DP

02 FC:482 175.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 002068 FRAME: 0662

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="75-540278"/>	<input type="text" value="75-582964"/>	<input type="text" value="75-580597"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75-540659"/>	<input type="text" value="75-582965"/>	<input type="text" value="75-582958"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75-582963"/>	<input type="text" value="75-582968"/>	<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.

George M. Taulbee
Name of Person Signing

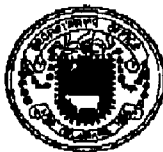
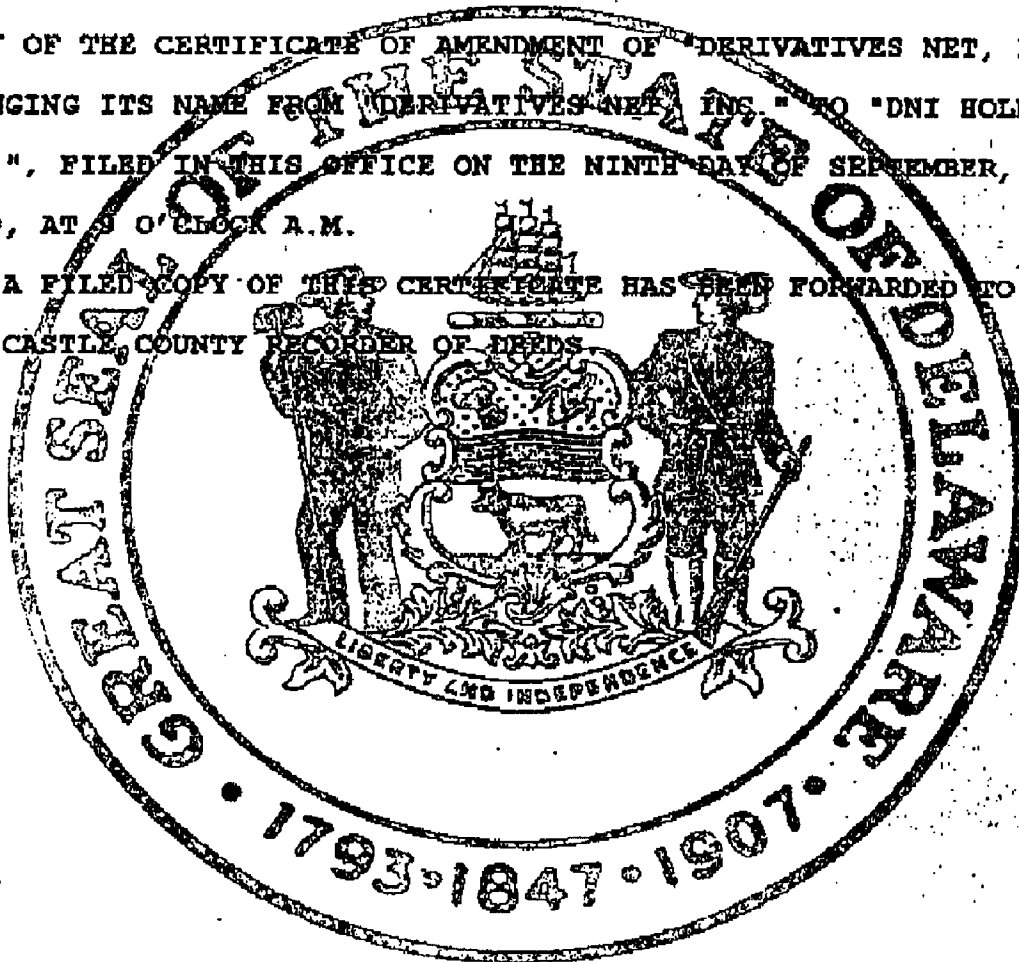
George M. Taulbee
Signature

April 12, 2000
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 "DERIVATIVES NET, INC.", CHANGING ITS NAME FROM "DERIVATIVES NET, INC." TO "DNI HOLDINGS, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF SEPTEMBER, 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

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991378127

AUTHENTICATION: 9967858

DATE: 09-14-99

TRADEMARK
REEL: 002068 FRAME: 0664

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
DERIVATIVES NET, INC.**

DERIVATIVES NET, INC. (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

By written consent in lieu of a meeting of the Board of Directors of the Corporation, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, a resolution was duly adopted, pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth an amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The holders of a majority of the issued and outstanding shares of capital stock of the Corporation duly approved said amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment is as follows:

RESOLVED: That Article 1 of the Certificate of Incorporation of the Corporation be and hereby is deleted and the following Article 1 is inserted in lieu thereof:

"1. The name of the corporation shall be DNI Holdings, Inc."

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this Certificate of Amendment of Certificate of Incorporation to be signed by its President this 9th day of September, 1999.

DERIVATIVES NET, INC.

By:


Shawn A. Dorsch, President

HEM:44245.01