

05-22-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

4-28-00



101363049

Original document or copy thereof.

To the Honorable Commissioner of Patents :

1. Name of Party(ies) conveying an interest

HIGHWAYMASTER COMMUNICATIONS, INC.

2. Name and Address of Party(ies) receiving an interest:

@TRACK COMMUNICATIONS, INC.
1155 Kas Drive
Richardson, Texas 75081

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other

- Association
- Limited Partnership

- Individual
- General Partnership
- Corporation - Delaware
- Other
- Citizenship

- Association
- Limited Partnership

3. Interest Conveyed:

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

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Effective Date: April 6, 2000

4. Application number(s) or registration number(s). Additional sheet attached?

Yes X No

A. Trademark Application No.(s) 75/398,962; 75/579,631; 75/602,246; 75/929,266; 75/929,296;

B. Trademark Registration No.(s) 1,774,642; 1,850,911; 2,108,344; 2,114,091; 2,251,508;

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

Name: Barton E. Showalter, Esq.
Baker & Botts, L.L.P.

Street Address: 2001 Ross Avenue

City: Dallas
State: Texas Zip: 74201

6. Number of applications and registrations involved: 10

7. Amount of fee enclosed or authorized to be charged: \$265.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

05/22/2000 ASCOTT 00000019 75398962

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
225.00 OP

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.

Barton E. Showalter
Name of Person Signing

Barton E. Showalter
Signature
April 28, 2000
Date

Total number of pages including cover sheet 5

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK-1900C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

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 "HIGHWAYMASTER COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "HIGHWAYMASTER COMMUNICATIONS, INC." TO "@TRACK COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2374419 8100

001175255

AUTHENTICATION: 0365032

DATE: 04-07-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/06/2000
001175255 - 2374419

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HIGHWAYMASTER COMMUNICATIONS, INC.**

HighwayMaster Communications, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent dated March 28, 2000, has duly adopted a resolution, pursuant to Sections 242 and 141(f) 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 and in the best interest of the Corporation.

SECOND: That in accordance with Sections 242 and 228 of the General Corporation Law of the State of Delaware at least a majority of the holders of the stock of every class entitled to vote on said amendment have duly approved and adopted said amendment pursuant to written consents. Prompt written notice of the adoption of the amendment will be given as provided in Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

THIRD: The effective date of said amendment shall be April 10, 2000.

FOURTH: That the amendment is as follows:

Article I of the Certificate of Incorporation of the Corporation shall be amended to read in its entirety as follows:

I. NAME

The name of the corporation is @Track Communications, Inc.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be signed by the undersigned duly authorized officer this 3rd day of April, 2000.

HIGHWAYMASTER COMMUNICATIONS, INC.

By: *Jana A. Bell*
Jana A. Bell
Chief Executive Officer

APR 19 2000 DALLAS (149712)

EXHIBIT A

U.S. Trademark Registrations

Docket No.	Reg. No.	Reg. Date	Mark
019743.0113	1,774,642	01-Jan-1993	HIGHWAY MASTER
019743.0137	1,850,911	23-Aug-1994	HIGHWAY MASTER
019743.0189	2,108,344	28-Oct-1997	ROLLING ETA
019743.0226	2,114,091	18-Nov-1997	MILEMASTER
019743.0279	2,251,508	08-Jun-1999	SOLUTIONS FOR YOUR MOBILE WORLD.

Pending U.S. Trademark Applications

Docket No.	Application No.	Filing Date	Mark
019743.0263	75/398,962	02-Dec-1997	MARINEMASTER
019743.0306	75/579,631	30-Oct-1998	ENGINEMASTER
019743.0308	75/602,246	09-Dec-1998	TRACKWARE
019743.0335	75/929,266	28-Feb-2000	TRACKING THINGS THAT MOVE
019743.0336	75/929,296	28-Feb-2000	SIMPLE TO INSTALL. SIMPLE TO USE. SIMPLE TO JUSTIFY.

Issued Foreign Trademarks

Docket No.	Country	Reg. No.	Reg. Date	Mark
019743.0124	Sweden	246234	29-Jan-1993	HIGHWAY MASTER
019743.0119	France	92431914	05-Feb-1993	HIGHWAY MASTER
019743.0117	Benelux	520417	01-Apr-1993	HIGHWAY MASTER
019743.0116	Austria	150630	03-Jan-1994	HIGHWAY MASTER
019743.0125	Norway	163942	04-Aug-1994	HIGHWAY MASTER
019743.0127	United Kingdom	1510677	14-Oct-1994	HIGHWAY MASTER
019743.0120	Germany	2089732	12-Jan-1995	HIGHWAY MASTER
019743.0176	Benelux	578147	01-Jul-1996	HIGHWAY MASTER
019743.0126	Mexico	527112	29-Jul-1996	HIGHWAY MASTER
019743.0169	Canada	465140	25-Oct-1996	HIGHWAY MASTER