

05-23-2000



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COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type		Conveyance Type	
<input checked="" type="checkbox"/> New	5-1-00	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Resubmission Document ID #	(Non-Recordation) []	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
<input type="checkbox"/> Correction of PTO Error Reel # [] Frame # []		<input type="checkbox"/> Merger	Effective Date Month Day Year 04192000
<input type="checkbox"/> Corrective Document Reel # [] Frame # []		<input checked="" type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other	[]

Conveying Party Mark if additional names of conveying parties attached

Name Winfire, Inc. Execution Date Month Day Year 04192000

Formerly []

Individual General Partnership Limited Partnership Corporation Association

Other []

Citizenship/State of Incorporation/Organization Delaware

Receiving Party Mark if additional names of conveying parties attached

Name Broadband Digital Group, Inc.

DBA/AKA/TA []

Composed of []

Address (line 1) 4675 MacArthur Court, Suite 1400

Address (line 2) []

Address (line 3) Newport Beach CA 92660

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 Delaware

05/22/2000 DNGUYEN 00000165 200821 75752516 FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 50.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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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

(214) 969-2582

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)

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.

Lee Ann Wheelis

Name of Person Signing

Signature

5/01/00

Date Signed

Office of the Secretary of State

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 "WINFIRE, INC.", CHANGING ITS NAME FROM "WINFIRE, INC." TO "BROADBAND DIGITAL GROUP, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF APRIL, A.D. 2000, AT 3 O'CLOCK P.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

AUTHENTICATION:

DATE: 0391932

04-19-00

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TRADEMARK
REEL: 002076 FRAME: 0864

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
WINFIRE, INC.**

Winfire, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

FIRST: That pursuant to unanimous written consent of the Board of Directors of the Corporation dated April 17, 2000, resolutions were adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing such amendment be submitted to the stockholders of the Corporation entitled to vote on such matter for approval. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, that, subject to stockholder approval of the Amendment, Article I of the Certificate of Incorporation of the Corporation shall be amended and restated to read in its entirety as follows:

"ARTICLE I

The name of this corporation is Broadband Digital Group, Inc."

SECOND: That thereafter, the amendments to the Certificate of Incorporation of the Corporation set forth above were consented to in writing by the requisite number of stockholders of the Corporation entitled to vote on such matter in accordance with Section 222 of the DGCL.

THIRD: That said amendment was duly adopted in accordance with the provisions of Sections 222 and 242 of the DGCL.

FOURTH: That the capital of the Corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, this Certificate of Amendment has been signed on behalf of the Corporation by its duly authorized officers on this 19th day of April, 2000.

WINFIRE, INC.

By: 

Richard Shields,
Vice President and Secretary

THOMPSON & KNIGHT

L.L.P.

ATTORNEYS AND COUNSELORS

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(214) 969-2582
e-mail: wheelial@tklaw.com

May 1, 2000

VIA EXPRESS MAIL NO. EM254280295US

Commissioner for Patents And Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Re: Trademark Recordation Cover Sheet including Certificate of Amendment, Changing its name from Winfire, Inc. to Broadband Digital Group, Inc.

Dear Sir:

Attached please find the recordation cover sheet and Certificate of Amendment referenced above.

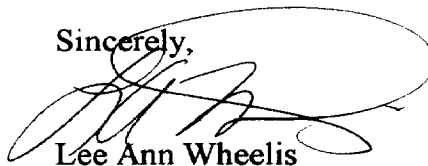
Please withdraw the \$90 fee from Deposit Account No. 20-0821 of Thompson & Knight L.L.P.

Please acknowledge receipt of the enclosed material by date stamping and returning the enclosed pre-paid self-addressed postcard.

Please direct all correspondence and telephone communications regarding this matter to:

**Lee Ann Wheelis
Thompson & Knight L.L.P.
1700 Pacific Avenue, Suite 3300
Dallas, Texas 75201-4693
(214) 969-2582**

Sincerely,



Lee Ann Wheelis

cc: Priscilla Stidham (w/o encl.)

LAW:jhr
Enclosures

02345 00001 Dallas 1138744.1

RECORDED: 05/01/2000

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