

05-25-2000

HEET

To the Honorable Commis

he attached original documents or copy thereof.

1. Name of conveying party
NetMind Services, Inc.

ne and address of receiving party(ies):

- Individual(s)
- General Partnership
- Corporate - State: California
- Association
- Limited Partnership

Name: **NetMind Technologies, Inc.**

Internal Address:
Street Address: 1885 S. Winchester Blvd

City: Campbell

State: California

Zip: 95008

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporate - State: California
- Other

Additional name(s) of conveying party(ies) attached? Yes No

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

3. Nature of Conveyance:

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

Execution Date: September 29, 1998

4. Application number(s) or registration number(s): 1

A. Trademark Application Nos.:

75/529,511

B. Trademark Registration No.(s)

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

Name: Allyn Taylor, Esq.

Internal Address: GRAY CARY WARE & FREIDENRICH
400 Hamilton Avenue
Palo Alto, CA 94301-1823

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 07-1907. Please debit any underpayment or credit any overpayment to the above deposit account.

GRAY CARY WARE & FREIDENRICH

(Attach duplicate of this page if paying by deposit account)

05/24/2000 ASCOTT 00000091 75529511
01 FC:481

40.00 DP

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

Allyn Taylor, Esq.
Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet: [1]

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

NO INK IN MAR 10 52
OPR/FINANCE

0514829

State of California

SECRETARY OF STATE

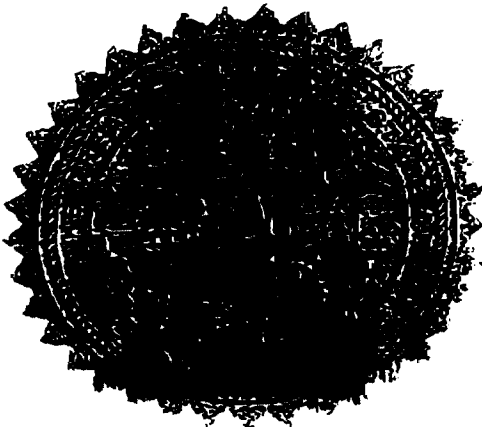
OK
20 pages

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

OCT - 6 1998



Bill Jones

Secretary of State

A0514829

RESTATED ARTICLES OF INCORPORATION
OF
NETMIND SERVICES, INC.
a California Corporation

ENDORSED-FILED
In the office of the Secretary of State
of the State of California

SEP 8 0 1998


BILL JONES, Secretary of State

The undersigned, Matthew Freivald and John Montgomery, hereby certify that:

1. They are the duly elected and acting President and Assistant Secretary, respectively, of NetMind Services, Inc., a California corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated in their entirety as in Appendix I attached hereto.
3. The amendments and restatements herein set forth have been duly approved by the Board of Directors of the Corporation.
4. The amendments herein set forth have been duly approved by the required vote of the shareholders of the Corporation in accordance with Sections 902 and 903 of the California Corporations Code. The total number of shares of Common Stock entitled to vote is 3,883,957 and the total number of shares of Series A Preferred Stock entitled to vote is 1,633,104. The number of shares voting in favor of the amendments equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock, more than 66 2/3% of the outstanding shares of Series A Preferred Stock and more than 50% of the outstanding shares of Common Stock and Series A Preferred Stock voting together as one class.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed on: September 29 1998.


Matthew Freivald, President


John Montgomery, Assistant Secretary

Appendix I

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NETMIND TECHNOLOGIES, INC.
a California Corporation

ARTICLE I
NAME

The name of this corporation is NetMind Technologies, Inc. (the "Corporation").

ARTICLE II
PURPOSES

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III
CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation is authorized to issue is 20,796,545, consisting of 15,000,000 shares of Common Stock, no par value, and 5,796,545 shares of Preferred Stock, no par value. The Preferred Stock consists of two series, of which 1,724,154 shares have been designated as Series A Preferred Stock (the "Series A Preferred Stock") and 4,072,391 shares have been designated Series B Preferred Stock (the "Series B Preferred Stock"; together with the Series A Preferred Stock, the "Preferred Stock").

The relative rights, preferences, privileges and restrictions granted to or imposed on the respective series or classes of capital stock or the holders thereof are as follows:

Section 1. Dividends.

1.1 Dividend Rights. The holders of the Preferred Stock shall be entitled to receive dividends, prior to the payment of any dividends on the Common Stock, at the rate of (i) \$0.10 per annum (the "Series A Dividend") per share of Series A Preferred Stock then held by them,