



06-22-2000

Substitute Form PTO-1594  
Attorney Docket No.: 11075-017001

05-25-2000

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U.S. Patent & TMO/TM Mail Rpt Dt. #11

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Assistant Commissioner for Trademarks: Please \_\_\_\_\_ nt.

<p>1. Name of conveying party(ies):  <b>PeopleNet Communications Inc.</b>  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation—State: <u>Delaware</u></p> <p>Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		<p>2. Name and address of receiving party(ies):  <b>eCapital Group, Inc.</b>          2262 North First Street          San Jose, CA 95131</p> <p><input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation—State <u>Delaware</u></p> <p>If the assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>																																	
<p>3. Nature of conveyance:  <input type="checkbox"/> Assignment  <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement  <input checked="" type="checkbox"/> Change of Name</p> <p>Execution Date: <u>1/27/00</u></p>																																			
<p>4. Application number(s) or trademark number(s):</p> <table border="0"> <tr> <td colspan="2">A. Trademark Application No(s):</td> <td colspan="2">B: Trademark No(s):</td> </tr> <tr> <td>75/780,821</td> <td>75/886,301</td> <td></td> <td></td> </tr> <tr> <td>75/780,822</td> <td>75/886,339</td> <td></td> <td></td> </tr> <tr> <td>75/780,823</td> <td>75/886,651</td> <td></td> <td></td> </tr> <tr> <td>75/786,333</td> <td>75/886,693</td> <td></td> <td></td> </tr> <tr> <td>75/830,700</td> <td>75/886,694</td> <td></td> <td></td> </tr> <tr> <td>75/830,726</td> <td>75/904,204</td> <td></td> <td></td> </tr> <tr> <td>75/886,300</td> <td>75/904,207</td> <td></td> <td></td> </tr> </table> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>				A. Trademark Application No(s):		B: Trademark No(s):		75/780,821	75/886,301			75/780,822	75/886,339			75/780,823	75/886,651			75/786,333	75/886,693			75/830,700	75/886,694			75/830,726	75/904,204			75/886,300	75/904,207		
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<p>5. Name/address of party to whom correspondence concerning document should be mailed:  <b>CHRISTOPHER S. MARCHESE</b>          Fish &amp; Richardson P.C.          4350 La Jolla Village Drive, Suite 500          San Diego, CA 92122</p>		<p>6. Total number of applications and registrations involved: <b>14</b></p> <p>7. Total fee (37 CFR §3.41): <b>\$365</b>  <input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to charge Deposit Account.</p> <p>8. Deposit Account No.: <b>06-1050</b>          Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.</p>																																	
<p>06/22/2000 DNGUYEN 00000029 75780821 DO NOT USE THIS SPACE</p> <p>01 FC:481 40.00 OP          02 FC:482 325.00 OP</p>																																			
<p>9. Statement and Signature: <i>To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true copy of the original document.</i></p> <p><b>Christopher S. Marchese</b>  <u>Reg. No. 37,177</u>          Name of Person Signing</p> <p>          Signature</p> <p><u>5/23/00</u>          Date</p>																																			
<p>Total number of pages including cover sheet, attachments, and document: <b>4</b></p>																																			

CERTIFICATE OF MAILING BY FIRST CLASS MAIL

I hereby certify under 37 CFR §1.8(a) that this correspondence is being deposited with the United States Postal Service as first class mail with sufficient postage on the date indicated below and is addressed to BOX ASSIGNMENT, Commissioner of Patents, Washington, DC 20231.

5/23/00  
Date of Deposit

Lisa Clifner  
Signature

Lisa Clifner  
Typed Name of Person Signing Certificate

**TRADEMARK**  
**REEL: 002091 FRAME: 0088**

State of Delaware  
Office of the Secretary of State

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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 "PEOPLNET COMMUNICATIONS INC.", CHANGING ITS NAME FROM "PEOPLNET COMMUNICATIONS INC." TO "ECAPITAL GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, 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, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

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001042926

AUTHENTICATION: 0222323

DATE: 01-28-00

TRADEMARK  
REEL: 002091 FRAME: 0089

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
PEOPLENET COMMUNICATIONS INC.**

Dr. Benedict Van hereby certifies that:

1. He is the duly elected and acting President and Secretary, respectively, of PeopleNet Communications Inc., a Delaware corporation.

2. Article I of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

**"ARTICLE I**

The name of the corporation is **eCapital Group, Inc.** (the "Company")."

3. Article IV of the Certificate of Incorporation is hereby amended to read thereof and by substituting the same in lieu of said provision the following new provision:

**"ARTICLE IV**

This corporation is authorized to issue one class of stock to be designated "Common Stock". The total number of shares which the corporation is authorized to issue is increased from Nine Thousand (9,000) shares with a par value of \$.01 per share to Two Hundred Million (200,000,000) shares, all of which shall be Common Stock with a par value of \$0.0001 per share.

As of filing of this certificate, every one (1) share of Common Stock outstanding is split into twenty-five thousand two hundred eighty-eight and twenty-two hundredths (25,288.22) shares of Common Stock."

4. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

5. The amendment of the Certificate of Incorporation herein certified has been duly adopted and a written consent by the sole shareholder has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment to the Certificate of Incorporation has been signed by the President and the Secretary of the Corporation this 27th day of January, 2000.

PEOPLETNET COMMUNICATIONS INC.

/S/ DR. BENEDICT VAN  
Dr. Benedict Van, President and Secretary