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Docket No. 230/220 and 231/022

To the Honorable Commissioner of Patents and T.

101397809

Documents or copy thereof.

1. Name of conveying party(ies): Focusvision Network, Inc.

- Individual Association
- General Partnership Limited Partnership
- Corporation State: California
- Other

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

2. Name and address of receiving party:

Name: Focusvision Worldwide, Inc.

Internal Address: _____

City: _____ State: _____ Zip: _____

Street Address: 1266 East Main Street

City: Stamford State: CT Zip: 06902

3. Nature of conveyance:

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

Execution Dates: August 14, 1999

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation State California
- Other

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

4. Application number(s) or Trademark number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No(s).

B. Trademark No(s): 1,989,971; 2,208,484 and 2,307,805

Additional numbers attached? Yes No

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

Name: Corrine M. Freeman, Esq.

Internal Address: LYON & LYON LLP
633 West Fifth Street, Suite 4700
Los Angeles, CA 90071-2066
Phone: (213) 489-1600 or (949) 567-2300

6. Total number of applications and trademarks involved: 3

7. Total fee (37 CFR 3.41): \$90.00

Enclosed

Charge this Deposit Account if any additional fee is required

8. Deposit Account Number: 12-2475

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.

Corrine M. Freeman

Date: June 8, 2000

Corrine M. Freeman, Reg No. 37,625

07/07/2000 ASCOTT 00000223 1989971

01 FC:481 40.00 EP
02 FCM:2 No. 0651-0011 (exp. 4/94) 50.00 EP

Total number of pages including cover sheet: 4

Do not detach this portion

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

Commissioner of Patents 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, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

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SECRETARY OF STATE

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

That the attached transcript of 2 page(s) 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 day of



AUG 2 1999

Bill Jones

Secretary of State

TRADEMARK

REEL: 002097 FRAME: 0143

05/30/00

15:20

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ENDORSED FILE
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

AUG 25 1999

BILL JONES, SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF
FOCUSVISION NETWORK, INC.
a California corporation

Duncan Pollock and Judith Houlahan certify that:

1. They are the duly elected and acting President and Secretary, respectively, of said Corporation.

2. The Articles of Incorporation of said Corporation shall be amended to add the following provisions:

I

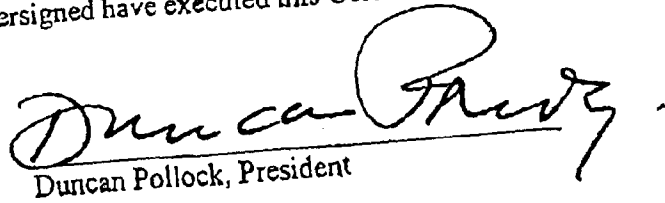
The name of the corporation shall be:

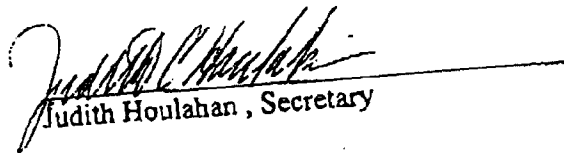
FOCUSVISION WORLDWIDE, INC.

3. The foregoing amendment has been approved by the Board of Directors of said Corporation.

4. The foregoing amendment was approved by the required vote of the shareholders of said Corporation in accordance with Section 902 of the California General Corporation Law; the total number of outstanding shares of each class entitled to vote with respect to the foregoing amendments was 173,611 common shares and 97,657 preferred shares; and the number of shares of each class voting in favor of the foregoing amendment equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of common stock.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on August 14, 1999.

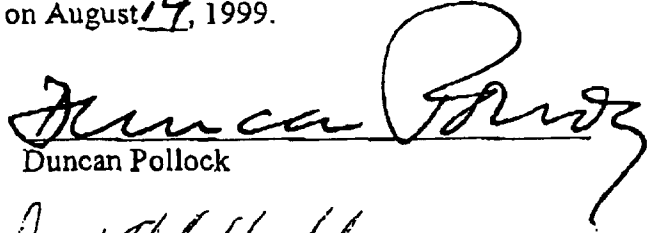

Duncan Pollock, President

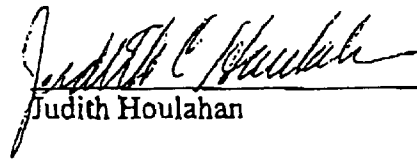

Judith Houlahan, Secretary

VERIFICATION

The undersigned, Duncan Pollock and Judith Houlahan, the President and Secretary, respectively, of FocusVision Network, Inc., declare under penalty of perjury that the matters set out in the foregoing certificate are true of their own knowledge.

Executed at Stamford, Connecticut, on August 14, 1999.


Duncan Pollock


Judith Houlahan

