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U.S. Patent & TMO/c/TM Mail Rcpt Dt. #61

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original documents or copy thereof.

1. Name of conveying party(ies):

SmartTalk, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other \_\_\_\_\_

Additional names(s) of conveying party(ies)  Yes  No

2. Name and address of receiving party(ies):

Name: SmartTalk.com, Inc.

Internal Address: \_\_\_\_\_

Street Address: 2465 Central Avenue, Suite 203

City: Boulder State: CO ZIP: 80301

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is  Yes  N (Designations must be a separate document from Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

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

Execution Date: October 22, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,288,721      2,084,563  
 1,881,261      2,099,938  
 1,911,164

Additional numbers  Yes  No

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

Name: Dale E. Hulse

Internal Address: KIRTON & McCONKIE

Street Address: 1800 Eagle Gate Tower

60 East South Temple

City: Salt Lake City State: UT ZIP: 84111

6. Total number of applications and registrations involved:.....

5

7. Total fee (37 CFR 3.41):.....\$ \$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07/13/2000 DNGUYEN 00000204 1288721

DO NOT USE THIS SPACE

01 FC:481 40.00 OP  
02 FC:482 100.00 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.

Dale E. Hulse

Name of Person Signing

Signature

June 8, 2000

Date

Total number of pages including cover sheet, attachments, and

3

TRADEMARK

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 "SMARTTALK, INC.", CHANGING ITS NAME FROM "SMARTTALK, INC." TO "SMARTTALK.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

2617972 8100

AUTHENTICATION: 0044497

99144

DATE: \_\_\_\_\_

TRADEMARK  
REEL: 002099 FRAME: 0980

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION OF**  
**SMARTTALK, INC.**

The undersigned, Brian Higgins and Peter Cohn, hereby certify that:

1. They are the President and Secretary, respectively, of SmartTalk, Inc., a Delaware corporation.
2. ARTICLE I of the corporation's Certificate of Incorporation is hereby deleted and replaced in its entirety with a new ARTICLE I as follows:

The name of this corporation is SmartTalk.com, Inc. (the "Corporation").

The amendment of the Certificate of Incorporation was duly adopted by the Board of Directors on September 14, 1999 in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal this 22 day of October 1999.

SMARTTALK, INC.

By:   
Brian Higgins, President

Attest:

  
Peter Cohn, Secretary