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

CORDDATION

TRADEMARK



Patent and Trademark Office

Docket No: FRSH223085

101453738

To the Honorable Assistant Commissioner for Trademarks: Please enclose the attached original documents or copy thereof.

1. Name of conveying party(ies): M2D 7.25.00
 FreeShop International, Inc.

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of Washington
 Other _____

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

2. Name and address of receiving party(ies):
 Name: FreeShop.com, Inc.
 Address: 95 South Jackson Street
 City: Seattle State: WA ZIP: 98104

Individual(s) citizenship _____
 Association State of _____
 General Partnership State of _____
 Limited Partnership State of _____

Corporation-State State of Washington
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Effective date: February 19, 1999

4. Application number(s) or registration number(s):
 A. Trademark Application No(s).
 Additional numbers attached? Yes No

B. Trademark Registration No. 2,102,641
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed.
KiSong Kim Lang-Caditz, Esq.
CHRISTENSEN O'CONNOR
JOHNSON & KINDNESS^{PLLC}
1420 Fifth Avenue
Suite 2800
Seattle, WA 98101-2347
206.695.1715

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40.00
 Check No. 118350 in the amount of \$40.00 is enclosed.

8. The Commissioner is authorized to charge any fees that may be required or credit any overpayment to Deposit Account Number 03-1740.

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.

KiSong Kim Lang-Caditz
 Name of Attorney or Agent
 Direct Dial 206.695.1715

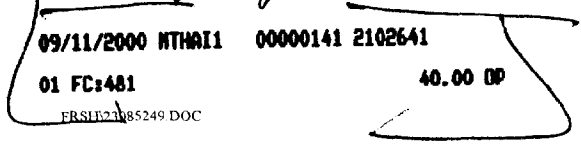
Ki Song Kim Lang-Caditz 7-13-00
 Signature Date

Total number of pages including cover sheet, attachments and document: 3

OMB No. 0651-0011 (exp. 4/94)

I hereby certify that this correspondence is being deposited with the U.S. Postal Service in a sealed envelope as first class mail with postage thereon fully prepaid addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231, on 7-21-00

Date: July 21, 2000 Jeffrey Harbert



TRADEMARK REEL: 002131 FRAME: 0804



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07-25-2000

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

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: FreeShop.com, Inc. (formerly known as FreeShop International, Inc.) Attorney Docket No: FRSH223085

Mark: FREE SHOP Registration No: 2,102,641

TRANSMITTAL LETTER FOR REVOCATION AND POWER OF ATTORNEY

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

We enclose herewith a Revocation and Power of Attorney for filing in the above-captioned service mark registration. Also enclosed is a copy of a Certificate of Amendment reflecting Registrant's change of name from FreeShop International, Inc. to FreeShop.com, Inc. effective as of February 19, 1999, which we are simultaneously submitting to the Commissioner of Patents and Trademarks for recordation.

Pursuant to 37 C.F.R. § 2.18, please direct all further communication to:

KiSong Kim Lang-Caditz, Esq.
CHRISTENSEN O'CONNOR JOHNSON & KINDNESS^{PLLC}
1420 Fifth Avenue, Suite 2800
Seattle, WA 98101

Respectfully submitted,

CHRISTENSEN O'CONNOR
JOHNSON & KINDNESS^{PLLC}

KiSong Kim Lang-Caditz
Direct Dial No. 206.695.1715

I hereby certify that this REVOCATION AND POWER OF ATTORNEY is being deposited with the U.S. Postal Service in a sealed envelope as first class mail with postage thereon fully prepaid addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on 7-21-00.

Date: July 21, 2000

KLC:MPW

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

FREESHOP INTERNATIONAL, INC.

a Washington Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing name to FREESHOP.COM, INC.

UBI Number: 601 799 752

Date: February 19, 1999



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in black ink, appearing to read "Ralph Munro".

Ralph Munro, Secretary of State
2-560596-5

ARTICLES OF AMENDMENT
OF
FREESHOP INTERNATIONAL, INC.

Pursuant to RCW 23B.10.060, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is FreeShop International, Inc. (the "Corporation").

SECOND: The Articles of Incorporation are hereby amended as follows:

1. Article I of the Articles of Incorporation is hereby amended to read henceforth in its entirety as follows:

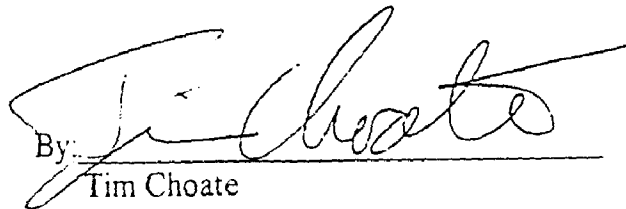
ARTICLE I. NAME

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

THIRD: The foregoing amendment was adopted by the Board of Directors of the Corporation on February 10, 1999. Shareholder action was not required.

Date: February 12, 1999

FREESHOP INTERNATIONAL, INC.

By: 

Tim Choate
President and CEO