



8.18.00

08-18-2000

09-18-2000

EET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

U.S. Patent & TMO/TM Mail Rcpt Dt. #57

TF



PLY

101458621

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

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

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

Add'l name(s) of conveying party(ies) attached? _Yes No

2. Name and address of receiving party(ies):
 Name: Metacode Technologies, Inc.
 Internal Address: _____
 Street Address: 139 Townsend Street, Suite 100
 City: San Francisco State: CA ZIP: 94107
 Individual(s) citizenship _____
 Association _____
 Limited Partnership _____
 Corporation - State California
 Other _____

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

Execution Date: February 15, 2000

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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 75/182,558 75/341,391 75/595,837 75/614,185
 75/884,072 75/918,313 75/920,679 75/918,310
 75/918,591 75/937,538 75/937,537 75/680,276
 76/072,747 76/072,739 76/098,904 76/098,906

Additional numbers attached? _____ Yes No

B. Trademark Registration No.(s) 2,175,767, 2,348,880

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Michael W. Hicks, Esq.
 Internal Address:
BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN
 Street Address: 12400 Wilshire Boulevard
Seventh Floor
 City: Los Angeles State: CA ZIP: 90025

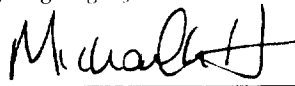
6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41)... \$ \$465
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-2666

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.

Michael W. Hicks  August 18, 2000
 Name of Person Signing Signature Date

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

09/15/2000 DNGUYEN 00000288 75182558
 01 FC:481 40.00 OP
 02 FC:482 425.00 OP

State of California



SECRETARY OF STATE

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

That the attached transcript of 1 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



FEB 2 1968

Bill Jones

Secretary of State

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DATAFUSION INC.
[METACODE TECHNOLOGIES, INC.]

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

FEB 22 2000

BILL JONES, Secretary of State

Joel Schatz hereby certifies that:


1. He is the President and Secretary of DATAFUSION, Inc. a California corporation.
2. Article I of the Amended and Restated Articles of Incorporation of this corporation is amended to read as follows:

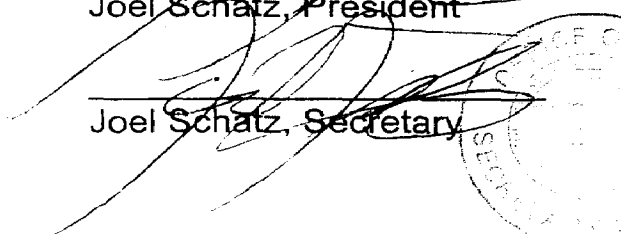
"The name of this corporation is Metacode Technologies, Inc."

3. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Common Stock of the corporation is eight million two hundred fifteen thousand two hundred thirty four (8,215,234). The aggregate number of outstanding shares of the Series A, Series B, and Series C Preferred Stock of the corporation is five million seven hundred five thousand three hundred thirty two (5,705,332). The number of shares voting in favor of the amendment equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock and a majority of the outstanding shares of Preferred Stock. The percentage vote required was more than fifty percent (50%) of the outstanding Common Stock and more than fifty percent (50%) of the outstanding Preferred Stock.

I 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 my own knowledge.

Date: February 15, 2000


Joel Schatz, President


Joel Schatz, Secretary

