

09-21-2000



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U.S. Department of Commerce

Patent and Trademark Office

8 28.00

TRADEMARKS ONLY

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

<p>1. Name and address of conveying party(ies):</p> <p>Name: <u>RadioMail Corporation</u></p> <p>Address: <u>2600 Campus Drive</u> <u>San Mateo, CA 94403</u></p> <p>Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> <input checked="" type="checkbox"/> Corporation, State of <u>California</u> Other: _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>BlueKite.com, Inc.</u></p> <p>Address: <u>51 Federal Street, Suite 401</u> <u>San Francisco, CA 94107</u></p> <p>Individual(s) citizenship: _____ Association: _____ General Partnership: _____ Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation, State of <u>California</u> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) of receiving party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: July 15, 1999

<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application Number(s)</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>B. Trademark Registration Number(s): <u>1,805,013</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning this document should be mailed:</p> <p>Name: <u>Christine L. Kopitzke</u></p> <p>Address: <u>McCutchen, Doyle, Brown & Enersen LLP</u> <u>Three Embarcadero Center</u> <u>San Francisco, CA 94111-4067</u></p>	<p>6. Total applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 C.F.R. § 3.41) (\$40.00 per assignment): <u>\$40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account. <input checked="" type="checkbox"/> The Commissioner is authorized to charge under payment of any fees or credit any overpayment to deposit Account Number 50-0664.</p> <p>8. Deposit Account Number <u>50-0664</u></p>
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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.

Tina Salem [Signature] 8-22-2000
 Name Signature Date

Total number of pages including cover sheet, attachments and document: 7

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

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2M INVEST INC

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TEL 650 372 9107

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**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
RADIOMAIL, INC.**

In accordance with Section 307(b) of the California Corporations Code and the Bylaws and Articles of Incorporation of RadioMail, Inc., a California corporation (the "Company"), the undersigned, constituting all of the directors of this corporation, hereby adopt the following resolutions effective as of July 15, 1999:

Corporate Name Change

RESOLVED: That the Amended and Restated Articles of Incorporation of this corporation are hereby amended to change the name of this corporation to "BlueKite.com, Inc."

RESOLVED FURTHER: That the officers of the corporation are authorized to file a Certificate of Amendment of the Amended and Restated Articles of Incorporation of the Company with the California Secretary of State to effect such name change.

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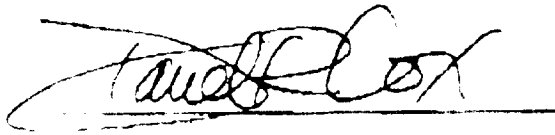
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+61-01-9454 2734
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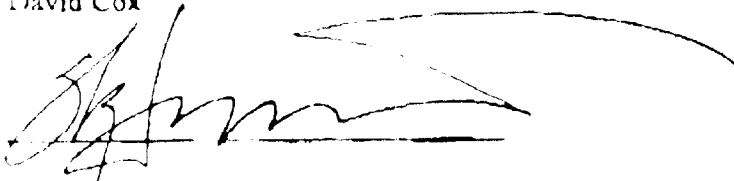
RETRIEVER COMMS
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P 021

This Unanimous Written Consent may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same instrument



David Cox



Bill Hupp

David Savage

*****RadioMail, Inc. Board Consent*****

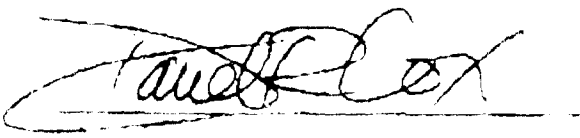
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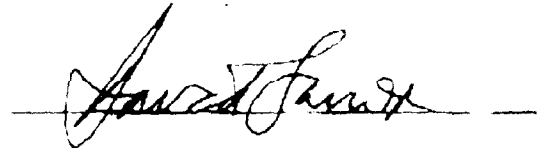
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P. 003

This Unanimous Written Consent may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same instrument.



David Cox

Bill Hipp



David Savage

*****RadioMail, Inc. Board Consent*****

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2M INVEST INC.

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ACTION BY WRITTEN CONSENT OF

THE MAJORITY OF THE SHAREHOLDERS OF

RADIOMAIL, INC.

Pursuant to Section 603 of the California General Corporation Law and the Bylaws of RadioMail, Inc., a California corporation, the undersigned, constituting the majority shareholder of the outstanding shares of stock, hereby consents to the adoption of the following resolutions, effective as of July 15, 1999.

Amendment to Articles of Incorporation

RESOLVED: That Article I of the Amended and Restated Articles of Incorporation of this corporation is amended to read in its entirety as follows:

"The name of the corporation is BlueKite.com, Inc."

IN WITNESS WHEREOF, the undersigned majority shareholder of RadioMail, Inc., a California corporation, has executed this Written Consent as of the date first written above, and has directed that this Written Consent be filed with the minutes of the proceedings of the shareholders of said corporation.

2M Invest

By: 

Title

MANAGING DIRECTOR

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2M INVEST INC

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**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RADIOMAIL, INC.**

David R. Cox hereby certifies that:

1. He is the President and Secretary of RadioMail, Inc., a California corporation (the "Corporation").
2. That Article I of the Amended and Restated Articles of Incorporation of the Corporation be and it hereby is amended to read as follows:

"The name of this corporation is BlueKite.com, Inc."
3. That the foregoing Amendment of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors
4. That 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 and 903 of the General Corporation Law of the State of California. The total number of outstanding shares of capital stock of the Corporation is 5,527,744 shares of Common Stock and 16,900,375 shares of Series A Preferred Stock. The number of shares voting in favor of the Amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock.

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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.

Dated: July 15, 1999



David R. Cox, President & CEO



David R. Cox, Secretary