

10-06-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type <u>8-31-00</u>		Conveyance Type	
<input checked="" type="checkbox"/> New		<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Resubmission (Non-Recordation)		<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
Document ID # <input type="text"/>		<input type="checkbox"/> Merger	Effective Date Month Day Year <u>5 12 00</u>
<input type="checkbox"/> Correction of PTO Error		<input checked="" type="checkbox"/> Change of Name	
Reel # <input type="text"/> Frame # <input type="text"/>		<input type="checkbox"/> Other	<input type="text"/>
<input type="checkbox"/> Corrective Document			
Reel # <input type="text"/> Frame # <input type="text"/>			

Conveying Party Mark if additional names of conveying parties attached

Name WORLD OPPONENT NETWORK, INC. Execution Date 4 28 00
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party Mark if additional names of receiving parties attached

Name FLIPSIDE, INC.

DBA/AKATA

Composed of

Address (line 1) 19840 PIONEER AVENUE

Address (line 2)

Address (line 3) TORRANCE CALIFORNIA 90503
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization DELAWARE

10/05/2000 MTHAI1 00000138 501107 76034653 FOR OFFICE USE ONLY

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01 FC:481 40.00 CH
02 FC:482 125.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

WILL GLENN
Name of Person Signing


Signature

8/16/00
Date Signed

Office of the Secretary of State

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 "WORLD OPPONENT NETWORK, INC.", CHANGING ITS NAME FROM "WORLD OPPONENT NETWORK, INC." TO "FLIPSIDE, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.

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



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A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0438934

AUTHENTICATION:

05-15-00

DATE:

TRADEMARK

REEL: 002152 FRAME: 0113

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WORLD OPPONENT NETWORK, INC.

World Opponent Network, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, (the "Corporation") DOES HEREBY CERTIFY:

FIRST: That the Certificate of Incorporation of the Corporation is hereby amended by striking out Article 1 thereof and by substituting in lieu of said Article the following new Article:

"1. The name of the corporation is: Flipside, Inc."

SECOND: That the amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Scott Tollefsen, its Secretary, this 28th day of April, 2000.


Name: Scott Tollefsen
Title: Secretary